



Terms of Reference of the Vodafone Nominations and Governance Committee

1. Introduction

The objective of the Nominations and Governance Committee (the “Committee”) is to evaluate the composition of the Board of Directors of Vodafone Group Plc (the “Board”) and to ensure the Board comprises an appropriate balance of skills, knowledge, experience and diversity to effectively discharge its responsibilities, and to have oversight of all matters relating to corporate governance.

2. Membership

2.1 Members of the Committee shall be appointed by the Board.

2.2 The Committee shall be composed of not less than three members, a majority of whom shall be independent Non-Executive Directors.

2.3 The Board shall appoint the Committee Chairman who shall be either the Chairman of the Board or an independent Non-Executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Committee meeting who would qualify under these Terms of Reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the Committee when the Committee is dealing with the matter of succession to the Chairmanship of the Company.

3. Quorum

The quorum necessary for the transaction of business shall be any two members of the Committee.

4. Meetings

4.1 The Committee shall meet at least twice a year and otherwise as required.

4.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Chief Executive, Group HR Director and external advisors may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary.

4.3 The Company Secretary shall be the Secretary of the Committee or, with the consent of the Committee Chairman, such person as the Company Secretary shall nominate.

5. Annual General Meeting

The Committee Chairman shall attend the Annual General Meeting of the Company and shall answer any questions on the Committee's activities and its responsibilities.

6. Nominations Duties

The Committee shall:

6.1 Regularly review the structure, size and composition of the Board and its committees in order to ensure an appropriate balance of skills, knowledge, experience, diversity and independence, recommending any proposed changes to the Board following any such review;

6.2 Annually review the Board Diversity Policy and report any findings to the Board;

6.3 Lead the process for identifying and recommending candidates to the Board, in respect of appointments to the Board and its committees.

6.4 Ensure that, on appointment to the Board, a Non-Executive Director receives a formal letter of appointment clearly setting out what is expected of him or her in terms of time commitment, committee service and involvement outside regular meetings of the Board;

6.5 Review annually whether each Non-Executive Director has been able to devote enough time to adequately fulfil their duties;

6.6 Monitor and evaluate the performance and effectiveness of the Board and its committees, how effectively the members work together to achieve objectives and the contribution of each Director;

6.7 Annually evaluate the performance of the Chairman of the Board, the Chief Executive and other members of the Board;



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6.8 Review succession and development plans for the Chairman, Directors and Executive Committee members, taking into account:

- the strategic challenges and opportunities facing the Company;
- the skills, knowledge, experience and diversity needed by the Board and Executive Committee in the future; and
- the length of service of Board members and the need to regularly refresh Board membership.

7. Governance duties

The Committee shall:

7.1 Evaluate any conflicts of interest or duties (as notified by a Director), to recommend authorisations or other measures to the Board, and annually evaluate the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively;

7.2 Keep under review the Company's compliance with the UK Corporate Governance Code ("the Code") and the NASDAQ Listing Rules regarding corporate governance, and to report to the Board the conclusions of such review, making any recommendations regarding changes to the Company's corporate governance practices that the Committee considers necessary or desirable following any such review; and

7.3 Monitor developing trends, initiatives and proposals in relation to corporate governance matters and make recommendations to the Board on potential changes, including to policies and practices to enable the Board and/or the Company to operate effectively and efficiently.

8. Reporting

The Committee shall:

8.1 Report to the Board, through the Committee Chairman, on its proceedings after each

Committee meeting on all matters within the Committee's duties and responsibilities;

8.2 Oversee and approve a report on its activities to be included in the Annual Report, including:

- the process used to make appointments, and explain if external advice and/or open advertising have been used. Where an external search agency has been used, it shall be identified in the Annual Report and a statement shall be made therein as to whether such external search agency has any connection with the Company or individual Directors;

- how the Board evaluation has been conducted, the outcomes and actions taken. Where an externally facilitated Board evaluation has been undertaken, the external evaluator will be identified in the Annual Report and a statement made in it as to whether such external evaluator has any connection with the Company or individual Directors; and

- a statement of the Board's policy on diversity and inclusion, including any measurable objectives that the Board has set for implementing this policy, and progress on achieving its objectives.

8.3 Review the Corporate Governance Report to be contained in the Annual Report before submission to the Board, focusing particularly on any areas in which the Company has departed from the provisions of the Code.

9. Terms of reference

The Committee shall review these Terms of Reference periodically and consider whether to recommend any changes to the Board.

These Terms of Reference were approved by the Board of Vodafone Group Plc on 26 March 2019.