Vodafone Group Plc

Corporate Social Responsibility Report 2002-03

The world around us



INTRODUCTION

This is Vodafone Group Plc's third Corporate Social Responsibility (CSR) report. It details the actions we have taken during the year ended 31 March 2003 to create value for all our stakeholders, examines our performance against commitments made in last year's CSR report and sets out CSR commitments for the future. It demonstrates how we are living up to the Group Business Principles we published for the first time last year.

For us, Corporate Social Responsibility is about having a positive effect on people's lives and the environment by running a successful values-based business. It involves managing and measuring our interactions with society and the environment. It requires us to understand clearly the issues that concern our key stakeholders.

Our dedicated CSR webpages at **vodafone.com/responsibility** contain a summary of this report as well as a version that can be downloaded. They also carry additional in-depth material, briefings and case studies, and will be updated regularly.

Vodafone at a glance (as at 31 March 2003)

- Vodafone Group Plc provides an extensive range of voice, data and content services and is one of the world's larges mobile telecommunication companies
- Vodafone (including its associate networks and investments) has over 119.7 million customers, proportionate to its equity
 interests, in 28 countries on five continents. Including all of the customers served by Vodafone and associate networks,
 we are helping to connect approximately 296 million customers. This accounts for over a quarter of the world's mobile
- There are 16 subsidiary cellular network operators where Vodafone has more than 50% direct equity interest and in which we have direct control over governance and management.
- There are 12 associate cellular network operators in which Vodafone holds an equity stake of less than 50%
- The Group employed an average of approximately 70,000 full-time people
- 14 out of 16 Group operating companies operate under the single brand name 'Vodafone', which is managed through five main regions: Northern Europe. Middle East and Africa: Central Europe: Southern Europe: Americas: and Asia Pacific
- Vodafone interests in fixed line networks include Cegetel in France, Japan Telecom and Arcor in Germany

Scope of CSR information in this report

The report covers the 16 cellular network subsidiaries. All Vodafone policies, principles and guidelines on CSR apply directly to our subsidiaries and we actively encourage our associates to join us in developing and promoting a strong position on CSR

The data reported by our operating companies – i.e. those cellular network operators in which Vodafone has a 50% or more equity interest – has improved significantly this year both in scope and quality. The data in this report contains significantly fewer estimates and our new reporting processes have increased the capability for analysis and benchmarking This has identified inaccuracies in certain data reported in FY 2001/02 and this is highlighted where relevant and material.

The report does not include data from:

- Fixed line businesses in which Vodafone holds interests
- Businesses which have been sold during the year;
- Associate companies and joint ventures (although the Group does receive CSR information from a number of these on a voluntary basis and works with them on a number of projects).

All references to Vodafone, Vodafone Group or the Group within this report mean Vodafone Group Plc and its subsidiaries

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Front cover — The Vodafone Group Foundation is supporting the trial of an integrated monitoring device for people with type 1 diabetes. The device, which combines an electronic blood glucose meter and a GPRS (General Packet Radio Service) mobile phone, has been developed by the Department of Engineering Science at the University of Oxford, in England, and one of its development companies, e-San Ltd. Blood glucose readings are transmitted by the phone, and intelligent software on the e-San server alerts a specialist nurse who can offer support and advice when glucose levels have moved outside a personally targeted zone. The trial involves 100 young adults with type 1 diabetes and will evaluate whether the system leads to better control and management of their health condition.

Values reflecting a sense of corporate responsibility have been evident for many years in the way Vodafone has conducted business. As we have grown from being a portfolio of national companies to an integrated multi-national group, even greater emphasis has been placed on delivering these values. Over the last three years, we have been pursuing an increasingly systematic approach to issues of corporate responsibility. Below are key elements of the progress we have made, with a focus on highlights from this year.

2000-2001

- Main Board of Vodafone Group Plc decision to create CSR function
- Central CSR team (Group CSR team) and CSR network established
- Case studies on good CSR practice gathered
- First Vodafone Group Plc CSR report published setting out objectives and direction

2001-2002

- First review of key performance indicators and data collection
- Second Vodafone Group Plc CSR report 'World Around Us' published
- Vodafone CSR webpages launched
 www. vodafone.com/responsibility
- Vision and Values, led by the main board of Vodafone Group Plc
- Global network of CSR professionals strengthened and two CSR workshops held
- Group Business Principles and Social Investment Policy in place
- Internal communication on CSR as well as increased level of external engagement

2002-2003

- Consolidated performance data collection and improved data quality
- Web-based CSR reporting system implemented across operating companies
- Seven priority areas, each championed by a senior executive.
 Areas include 'health' issues, environmental performance, marketing, purchasing and product development
- Increased focus on employee involvement through internal communications and global employee survey
- Group Foundation launched
- Two internal CSR workshops held and multi-operating company project teams formed for priority areas
- Stakeholder engagement programme formalised including participation in sector-wide initiatives
- Governance and assurance systems strengthened, including independent assessment
- CSR workshop held for key global suppliers



Sir Christopher Gent, with (from left) representatives from Nokia, Hewlett Packard and Sony Ericsson at the CSR workshop for suppliers in February 2003

Statement by Sir Christopher GentChief Executive

The mobile phone has rapidly become an integral part of our lives. In many countries more than half the population uses a mobile phone and, in some developing economies, mobiles are often people's only means of telecommunication.

Vodafone has been a leader in this revolution, helping people to connect with one another across the globe. We accept the responsibilities that come with our success and influence – including our social and environmental responsibilities. Indeed, we welcome the challenge because we believe we provide a service that enriches people's lives and is a force for good in the world. However, there remain some important challenges for us and for our industry and we will rise to meet those challenges (for more detail, see pages 22-23).

Over the past two years, we have grown as a values-based and valuedriven organisation. We have articulated and communicated our values across the Vodafone Group, and this has helped to unify our diverse, multinational company. We have strengthened governance and management structures to deliver our values; and we have developed a set of Business Principles which all of our operating companies have pledged to uphold.

I am pleased to have been involved in this work, as well as our growing Corporate Social Responsibility programme. In particular, I have concentrated my contribution in three areas: engaging with stakeholders, working with our suppliers, and supporting local communities.

As Vodafone continues to grow as a business, so does our need to engage with a wider range of stakeholders. I see it as part of the Chief Executive's job to lead this process and have spent considerable time talking to employees, investors, government and non-government representatives, lobby groups and many others about what they think of our company. The results are encouraging, but we can do more.

Vodafone's suppliers play a critical role in helping us to achieve our business goals. This now extends to our social and environmental goals as well. We expect our suppliers to live up to our Business Principles and have begun to communicate this clearly to them. In February 2003, we hosted a CSR workshop for some of our major global suppliers,

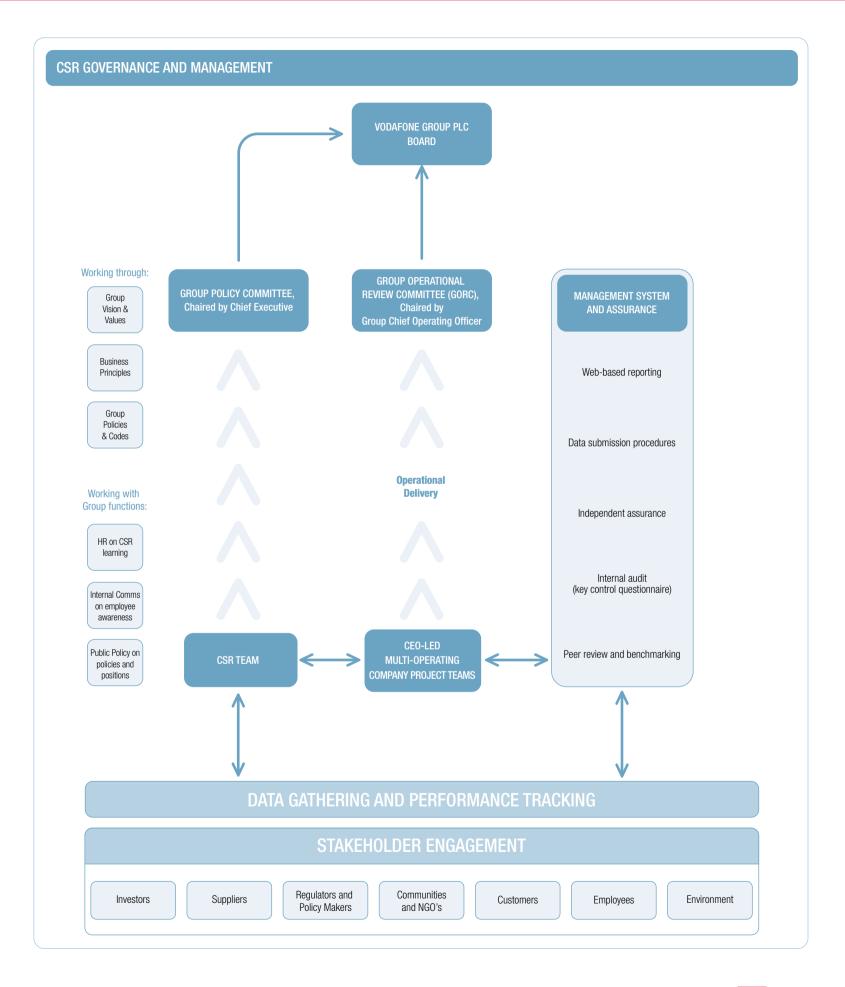
where I specifically asked for their support on our CSR goals. The response was very positive. The event also helped us to progress our draft Code of Responsible Purchasing (for more detail see page 16).

Supporting local communities is a critical part of our commitment to the world around us. I was proud to be able to launch during the past year the Vodafone Group Foundation, which sets out a clear policy for our social investment and establishes a structure for co-ordinating contributions of both cash and skills. The Foundation will be an important tool for leveraging our efforts to enhance people's lives where it counts most (for more detail on the Group Foundation's first year's work see pages 18 and 19).

In my view, these activities represent a good start on the road to CSR best practice. But it is only a beginning. This, our third CSR report, is an account of our performance over the last year. It contains more detailed measurement of our impacts than our first two reports and begins to record the positive impact that our business can have on the world around us. It also seeks to address some of the difficult issues we will face in the coming years.

Our company is increasingly recognised as the world's mobile communications leader — innovative, dynamic, profitable and, above all, well-run by people with a passion for success. We also aspire to be seen as leaders of corporate responsibility in our industry. I hand over the reins to Arun Sarin, our Chief Executive designate, at a very exciting time, secure in the knowledge that he will be working with people driven by values that will ensure Vodafone achieves this goal. I know he is as passionate about corporate responsibility as I am.

Chris Juno



Governance

Vodafone's approach to CSR is based on a Group governance and management framework where operating companies are responsible for delivering results against measurable commitments and targets, using reporting systems to monitor performance. The key elements of this framework are set out below.

Management Structure

Personal commitment at the most senior level of management is reflected in a strong CSR governance and reporting structure. This is based around two key Vodafone Group Committees — the Group Policy Committee (GPC) and the Group Operational Review Committee (GORC), chaired by the Chief Executive and the Group Chief Operating Officer, respectively. This year, seven high priority CSR initiatives have been approved by the GORC. Each of the initiatives is sponsored by an operating company CEO or a Senior Director, and progress on CSR initiatives is monitored regularly by the GORC (see page 7).

At the working level, a project team drawn from multiple operating companies has been established for each of the core initiatives. The aim of this approach is to draw on the good practice that already exists in some operating companies and to share this knowledge and experience across the Group. In addition, wider participation in each initiative has been facilitated by two global CSR workshops held over the last year, at which representatives from operating companies and many associate companies addressed key tasks and shared experiences.

Management Systems

We are on target to complete, by the end of calendar year 2003, a CSR management system which provides a strong framework to implement our CSR activities at both Group and operating company level and enables performance to be measured.

The CSR management system is designed to identify, measure and address the social, economic and environmental issues associated with the business.

An outline of the system is illustrated on page 3. Significant progress in developing the components of the system has been made during the year.

Stakeholder Engagement

Like any successful business, Vodafone engages with its stakeholders on a regular basis to help inform and improve our business decisions. This engagement takes place on a daily basis across the entire Group. In the past year we have continued to strengthen and formalise this engagement on social and environmental issues. This process has included undertaking our own quantitative survey, responding to external requests for data, meeting with socially responsible investors and non-governmental organisations, engaging with our key suppliers, and participating in sector-wide initiatives. These activities are addressed in more detail later in this report (see pages 16 and 17).

Vodafone Group Business Principles

At the start of 2002, the Vodafone Group Business Principles were introduced throughout the operating companies after a comprehensive

engagement process with employees from all levels of the organisation. A process has now commenced in order to gain assurance that these Business Principles are at the centre of business operations. Should employees have any concerns over the application of Group Business Principles they feel cannot be discussed with their managers, they can ask their local Human Resources Department for further advice. In exceptional circumstances where employees do not wish to discuss the issue through local channels, they can contact the Group HR Director or, where the issue relates to financial matters, the Group Audit Director.

The Business Principles are also being incorporated into a global employee induction process, currently being developed.

Group Audit Key Control Questionnaire

One of the central components of the Group-level risk management process is the completion of the audit key control questionnaire. This is an annual exercise, for which the CEOs of the operating companies hold direct responsibility. The results are presented directly to the Vodafone Group Plc Board. This year, the CSR element of the key control questionnaire focused on the implementation of the Business Principles. The results confirmed that the Business Principles have now been communicated to over 90% of employees across the Group. Further information on internal control processes can be found in the Vodafone Group Plc Annual Report & Accounts and Form 20-F for the year ended 31 March 2003 in the Corporate Governance section.

Data Gathering

The Group CSR team and Vodafone operating companies have successfully implemented a new data gathering system, using the proprietary web-based data collection tool 'Envoy'. This tool enables both the Group CSR team and CSR colleagues in operating companies to analyse and report relevant data and information. This has involved an extensive training programme for users within the operating companies, the development of reporting guidance and the implementation of review and sign-off processes. These systems and procedures have provided higher data quality than was previously available. They have been used to monitor and report on our performance against commitments and have helped to further define KPIs (Key Performance Indicators). 'Envoy' will allow us to increase the sophistication of our reporting and internal benchmarking over the coming years as the data available to us continues to improve.

• Other Management and Performance Systems

Five out of sixteen operating companies already use recognised environmental management systems including ISO 14001. Vodafone operating companies in Spain, Greece and Portugal are company-wide compliant to ISO 14001 while the retail operations in Vodafone Sweden and the network of Vodafone Egypt are also compliant to ISO 14001.

CSR, Management Development and Training

An organisational learning strategy for CSR has been developed. This addresses learning at all levels within the business, including further integration of CSR matters into global management development programmes. At the same time, CSR features in the global competency framework that has been established to support the development of people across the Group.

Assurance

In May 2002, a workshop was held with representatives from across the Group to review key CSR-related risks and issues. This process helped to inform the selection of priority areas in the CSR programme. Last year, we committed to establishing a system for peer review of performance across the operating companies. We have made progress on this by establishing multi-operating company teams for each of our core initiatives. In addition, as part of our objective to ensure the

Vodafone Group Internal Communications material promoting Vision and Values and Business Principles



improvement of CSR data reporting, we commissioned Deloitte & Touche to carry out an assessment of our environmental, occupational health and safety, and community contributions data gathering and collation processes at Group level. They also reviewed the external reporting of progress against last year's commitments. Their statement on this year's CSR report can be found on page 27 of this report. In addition, information provided on revenue distribution (page 9) is drawn from the Annual Report & Accounts and Form 20-F for the year ended 31 March 2003.

Our Vision

The world's mobile communication leader – enriching customers' lives, helping individuals, businesses and communities be more connected in a mobile world.

- Passion for customers: our customers have chosen to trust us. In return, we must strive to anticipate and understand their needs and delight them with our service.
- Passion for our people: outstanding people working together make Vodafone exceptionally successful.
- · Passion for results: we are action-oriented and driven by a desire to be the best.
- Passion for the world around us: we will help the people of the world to have fuller lives - both through the services we provide and through the impact we have on the world around us.

Our Business Principles

- Value Creation: we believe that competition in a market economy, pursued in an ethical way, is the best way of delivering benefits to our stakeholders.
- Public Policy: we will voice our opinions on government proposals and other matters that may affect our stakeholders but we will not make gifts or donations to political parties or intervene in party political matters.
- Communications: we will communicate openly and transparently with all of our stakeholders within the bounds of commercial confidentiality.
- Customers: we are committed to providing our customers with safe, reliable products and services that represent good value for money.
- Employees: relationships with and between employees are based upon respect for individuals and their human rights.
- Individual Conduct: we expect all our employees to act with honesty, integrity and fairness.
- Environment: we are committed to sustainable business practices and environmental protection
- · Communities and Society: we accept our responsibility to engage with communities and we will invest in society in a way that makes effective use of our resources, including support for charitable organisations.
- Health and Safety: we are committed to the health and safety of our customers, employees and the communities in which we operate.
- Business Partners and Suppliers: we will pursue mutually beneficial relationships with our business partners and suppliers.



Julian Horn-Smith with Charlotte Grezo, Director of Corporate Responsibility

Statement by Julian Horn-SmithGroup Chief Operating Officer

Corporate responsibility is an essential part of our business operations. Two years ago we set out publicly our corporate responsibility commitments. Last year we reported on our progress – principally, the governance and management systems put in place throughout the Group to measure our social, environmental and economic impacts.

This, our third CSR report, shows how we have been putting CSR into practice in our operating businesses.

Last year we made 19 specific commitments covering a wide range of issues. Of these, the majority have either been completed or are on course for completion. Two commitments need either more time or a fresh approach (see pages 24 and 25). I am pleased to say we have made considerable progress.

During the past 12 months we have focused our CSR efforts on seven key areas as follows:

- Electro-magnetic fields exploring ways to help us to continue to
 provide clear, easy-to-understand information about the perceived health
 aspects of mobile phones and masts, including radio frequency data from
 independently selected and monitored base stations.
- Energy efficiency this initiative aims to reduce our environmental impact and our costs as we progressively improve the energy efficiency of our operations.
- Products and services helping us identify and promote wireless
 applications that deliver specific social and environmental benefits,
 an exciting initiative that goes to the heart of our approach to CSR.
- Responsible marketing ensuring consistency in our marketing practices as they relate to CSR issues across our operations.
- Waste management, refrigerants and fire suppressants through better efficiency and the promotion of waste minimisation, reuse and recycling, this initiative will help us comply with waste-related legislation and reduce our costs. Equally, it will promote best practice in the

management of environmentally harmful substances throughout our operations. This will include a programme to replace ozone depleting substances with appropriate alternatives.

- Handset recycling an important demonstration of our commitment to responsible product stewardship, this initiative is establishing handset return schemes across the Group.
- Suppliers this initiative involves promoting CSR best practice with our suppliers helping us to identify the risks and potential opportunities in our supply chain.

These seven initiatives have been the focus for much of our CSR effort during the year. All are the collective responsibility of the Group Operational Review Committee (GORC), which I chair. In addition, each initiative is led either by an operating company Chief Executive Officer or a Senior Director, underscoring the importance we attach to addressing these key issues.

Operational management supported by CSR and other Group teams ensure that tangible results are achieved and value is delivered. This approach benefits from the practical involvement of Vodafone operating companies. For example, best practice with respect to the energy efficiency and handset recycling initiatives are highlighted opposite. Each initiative is discussed more fully in appropriate sections of this report.

The next phase of our CSR programme will further embed these activities into our day to day operations. It will also continue development of our performance tracking and the monitoring of issues relevant to our stakeholders.

We at Vodafone are committed to pursuing business success whilst improving the World Around Us.

Juni Halini.

CSR KEY INITIATIVES

GROUP OPERATIONAL REVIEW COMMITTEE (GORC), Chaired by Group Chief Operating Officer

CSR KEY INITIATIVES

CEO – LED
MULTI-OPERATING COMPANY PROJECT TEAMS

Electro-magnetic Fields

CEO Southern Europe Region **Energy Efficiency**

CEO Central Europe Region **Products and Services**

CEO Vodafone UK Responsible Marketing

CEO Vodafone Ireland Waste Management, Refrigerants and Fire Suppressants

CEO Vodafone Netherland Handset Recycling

CEO Asia Pacific Regio Suppliers

Director Vodafone Group Supply Chain Management

ENERGY EFFICIENCY



Vodafone Greece has collaborated with the Centre of Renewable Energy Sources (CERES) in Athens on a two year study with the aim of managing more effectively the electricity consumption of its base stations and related buildings.

- Applying a free cooling energy saving system in 20% of its base stations led to a 20% energy saving.
- Photovoltaic systems have been installed in 2% of its base stations and in around 18% of cell
 extenders (as in the above example, in Panormitis Simitis).
- A pilot trial using wind energy for base stations is underway.
- In switch rooms with engineering equipment, a differentiation in the temperature of operation led to an energy reduction of 15%.

HANDSET RECYCLING



In April 2003, Vodafone Germany became the first network operator in Germany to launch a recycling system for used or faulty mobiles. With the help of an initial incentive scheme, the network is aiming to collect 100,000 mobiles in the first three months of its launch. In addition, €5 will be donated to charitable organisations for each mobile returned. According to estimates, approximately 60 million used mobiles are no longer in operation in Germany.

- Customers make use of free recycling bags in each Vodafone Germany shop to hand in their mobiles
 or they can post the bag, free of charge.
- Used mobiles are collected by the recycling partner, Greener Solutions GmbH, who, where appropriate, then re-condition mobiles for further use. The remaining mobiles are recycled into their components which are then reused, as far as possible, or disposed of in an environmentally-friendly way.
- This procedure complies with the European Directive on Waste Electrical and Electronic Equipment.

A detailed examination of Vodafone's financial performance can be found in the Annual Report & Accounts and Form 20-F which presents data in accordance with our statutory reporting requirements. We believe that it is also valuable to place our activity in a broader economic context.

In this section we focus on examples of services in developing and transition economies. We also examine how the revenues from our business are distributed, providing a different perspective on our impact. Finally, we present an overview of some innovative steps that we have taken this year to identify and promote mobile applications that deliver specific social and environmental value.

Mobile phones have brought connectivity to millions of people around the world. In 2002, the global penetration of mobiles exceeded that of fixed line installations, covering many remote areas that were previously beyond the reach of fixed line telecommunication services. Vodafone, through its operating companies and associate businesses around the globe, has helped to connect approximately 296 million people. This represents over one in four of the world's mobile telecommunication subscribers and nearly one in eight telecommunication subscribers.

In the developing world, the uptake of mobiles relative to fixed line installations has been particularly pronounced. For example, in South Africa, Kenya and Mexico, 60% of all telecommunication subscribers are mobile customers. In these economies, mobile communications can be a vital catalyst to growth, bridging the so-called digital divide — a term that refers to the gap between those with access to digital technology and those without.

Below are three examples of innovative projects that our associate businesses in South Africa, Kenya and Poland are using to extend the positive impact of mobile communications even further.



A Vodacom Community Phone Shop

Vodafone's associate company Vodacom has established a network of 27,000 community phones to deliver communication to underserviced and rural parts of South Africa.

The mobile phones are fitted in over 2800 community phone shops and are so popular that users make some 90 million minutes worth of calls on the phones each month. Local entrepreneurs manage the community phone shops with training and support from Vodacom.

An estimated 20,000 jobs have been created as part of the community phones programme. For more information, see the Vodacom Group Annual Report 2002 — Chairman's Review at

www. vodacom.com

Mobile Communication in Kibera, Kenya

Mobile communication has helped to revolutionise the working lives of people living in Africa's largest township – Kibera, just outside Nairobi in Kenya.

Many of Kibera's one million residents are self-employed business and trades people working in the informal sector known as the Jua Kali. The workers have little access to basic services such as sanitation, health, education, electricity or fixed line communications. Mobile phone coverage, however, is provided by Vodafone's associate company Safaricom.

A group of Jua Kali businesses offer a service to charge mobile phone batteries and this service is used by traders, technicians, plumbers, carpenters, mechanics, tailors, truck drivers, and small scale farmers who all rely on mobile communication to make a living.

Digital Europe – ebusiness and Sustainable Development

Vodafone's associate company Polkomtel of Poland worked with Forum for the Future — a UK organisation specialising in sustainable development to research the role of mobile telecommunications in promoting sustainable social and economic development in Eastern Europe. The research formed part of the Digital Europe project to assess



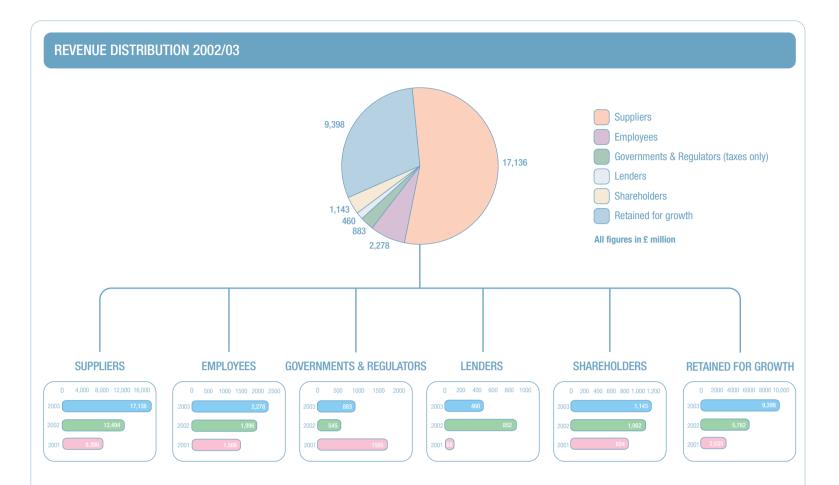
and better understand the relationship between information communication technology and sustainable development.

The research indicated that fixed line networks require substantial up-front capital investment, especially in rural areas, while mobile networks are more easily scalable, with lower up-front costs.

In addition, since mobile networks cover a large geographical area, customers can be confident of making contact regardless of location – making mobile ownership accessible and appealing to low-end users who are simply not profitable for fixed line operators.

With mobile ownership currently at around 30% in Poland (and with 98% of Poland's population living in areas covered by the mobile network), Polkomtel is working to deliver the benefits of mobile communications to Polish society.

For a summary of the Digital Europe Report on Social Responsibility in the Information Society see **www.digital-eu.org**



Cash Value Added Distribution

By examining how the revenues from our business activities are distributed (referred to as a cash value added statement), we can monitor and gauge our economic contribution to our key stakeholders including suppliers, employees, governments and regulators as well as lenders and shareholders.

For the year ended 31 March 2003, Vodafone's total revenues generated by the business were just over £30.3 billion.*

Suppliers

The importance of our supply chain is immediately apparent from the above charts, with over half of our revenues (over £17bn) returning to the many companies that work with and for us around the globe, helping them generate wealth and create jobs. The trend chart shows that expenditure in this area has more than doubled since 2001. On page 16, we address how we are working with suppliers on CSR.

Employees

With an average of approximately 70,000 full-time people employed, over 7% of total revenues are directed to employees in the form of salaries and benefits. Again, this has grown substantially since 1991 and on pages 20 and 21 we detail the work that is underway on investing in our people.

* Minor variation from pie chart total due to debtors movement and associated undertakings.

· Governments and Regulators (taxes only)

Governments and their various regulatory agencies are key stakeholders in our business, not least with their ability to grant or withhold operating licences, influence competitive situations, review pricing structures and, of course, collect taxes from both corporate profits and through money earned by our employees. This year money paid through direct taxes to government amounted to nearly £900 million.

Shareholders and Lenders

Investors and lenders are both sources of funds that, together with earnings retained, allow the company to develop and grow. Returns to shareholders in the form of dividend payments during FY2002/03 exceeded $\mathfrak{L}1.1$ billion, following a pattern of sustained increases in such payments over the last 14 years. This year, net interest payments of $\mathfrak{L}460$ million were made to lenders.

Retained for Growth

Driving innovation and improving the range and level of services available to our customers requires an appropriate amount of capital. A significant proportion of revenue is, therefore, directed towards investment in network infrastructure, product and service development, brand promotion, research and the acquisition of equity or stock in appropriate businesses. Perhaps the most significant example over the last 12 months was the successful launch of Vodafone live!, pushing ahead with exciting services that make use of multi-media messaging and which have already been taken up by over a million customers. The above chart shows substantial growth in this figure over the last 3 years, rising from £2.5 billion to over £9 billion and reflecting Vodafone's strong positioning for further growth and development.

Innovation in Products and Services

"The mobile is much more than just a communication tool, it's an integral and accepted part of life. Voice, text messaging and picture messaging are all ways of enhancing correspondence that was previously carried out by landline phones, letters or email." — Gavin Darby, CEO Vodafone UK

Our services have the potential to enhance the quality of people's lives – from phones designed for the blind and visually impaired, to opening up communities without landlines, to voting by handset in democratic elections, to paying household bills.

Following our commitment in last year's CSR report to assess market needs and opportunities, a project has started to identify commercially viable wireless applications that deliver specific social or environmental benefits. The initiative is led by the Chief Executive Officer of Vodafone UK and commenced with a review of current new product development processes.

The aim is to take what we already do well within Vodafone and to use it to challenge our network engineers, software developers, business partners and suppliers to develop products and services with potential to deliver sustainable change in communities around the world. The first task was to provide our own product development managers with a tool to help them identify and define sources of value that go beyond just the 'economic' case for product development.

Criteria to assess and 'rank' social and/or environmental benefits were developed and, following our commitment last year, these were tested with a range of external stakeholders. This validated the approach that had been developed and the new tool was added to the main product development processes. In addition, three specific applications were selected from a stream of over 25 product concepts in the UK operating company. These three comprised a phone designed to assist blind or partially sighted customers, services in the telemedicine area and a missing persons alert application. The next stage of this project will be to take the work that has been piloted so far and roll this out to other operating companies and to seek opportunities to progress this at the global scale.

People with disabilities and the elderly are very significant groups of customers with distinct needs. Estimates by the World Blind Union and Hearing Concern indicate that there are approximately 180 million people worldwide who are blind or who have impaired sight and 350 million who are deaf or who have impaired hearing. We are committed to serving them thoughtfully and sensitively. Group operating companies are already working with local disability organisations to help investigate and develop products and services for this important market. We are also committed to ensuring easy access to our websites. For example, information on handsets, price plans and services for those with disabilities can be found on www. vodafone.co.uk

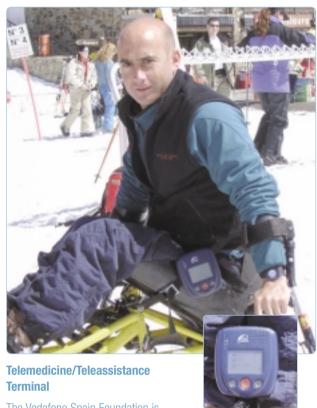


The Vodafone Speaking Phone

As part of a programme to build opportunities for everyone to have access to mobile communications, in 2003 Vodafone UK teamed up with The Royal National Institute of the Blind (RNIB) and with Nokia to develop a service which enables blind and visually impaired customers to use text-messaging, electronic contacts and network information on a mobile phone. The specially adapted Nokia 9210i is capable of an "audible display" which also makes it possible to use text-based subscription services such as news, sports and weather alerts. As the Vodafone Speaking Phone is a complete personal digital assistant, other features such as memo pad, document software, calendar and email are also available.

Vodafone UK has also launched a 'last number received' service which is made audible for blind and partially sighted people. It has also set up a dedicated customer services team to handle calls made by special needs customers. Currently, the team is dealing with 9000 calls a month.

At the 2003 RNIB Best Practice Awards, Vodafone UK was awarded best in field for communication for its work with blind and visually impaired customers.



The Vodafone Spain Foundation is working with international partners to develop telemedicine projects that can benefit doctors and patients by sending data to facilitate remote diagnosis and provide patient support. For example, Healthmate is a project which is investigating mobile telecommunication applications which will enable global, location positioning ('teleassistance') and mobile health monitoring ('telemedicine') for elderly people, victims of domestic violence and people with disabilities. The aim is to provide an easy to use, hand-sized terminal which can be attached to clothing or carried and gives access to assistance, consultation, monitoring and health information.

The first prototype is now ready and the Spanish Red Cross is currently performing a user test. For further information please go to www.fundairtel.es

The two case studies on the right are good examples of applications that relate to our overall objective of promoting services that deliver value to communities. Similarly, Vodafone UK was pleased to act as a sponsor of the 2003 wireless category in the UK 'e-well being' awards, a competition to promote the community benefits of communication technologies (visit www. ukceed.org for more information).



Eco-Mobile School Project in Japan

J-Phone Vodafone contributed to a regional education programme by providing IT and Sha-mail (or picture messaging) mobile phones to over 60 school children and their parents for a digital nature trail in Mount Fuji Children's Land. Acting as reporters, the party were asked to explore and report on nature by taking pictures on their camera phones. The pictures were then transmitted to a group of experts who placed the pictures, and their comments on them, on a special website.



Fauna and Flora International

Fauna and Flora International, one of the world's leading conservation groups, has been awarded Vodafone Group Foundation funding to explore how mobile communication technology can be used to support wildlife conservation. Innovative ideas on how the Vodafone live! technology can be used to enable conservation action are being tested and include increasing the profile of specific projects, fund raising and keeping communities of common interest in touch.

As a mobile communication company, we recognise that we have both direct and indirect impacts on the environment and we take our responsibility to manage those impacts very seriously.

Priority Issues

Through internal and external consultation, we have prioritised three environmental issues for particular attention: energy efficiency and climate change, waste management, refrigerants and fire suppressants, and reuse and recycling of handsets. We are tackling these issues through projects approved by the GORC and progress is regularly monitored. Issues relating

to network development, such as community liaison, base station site selection and design, are dealt with by each operating company because it is at the regional and local level that these aspects of our operations must be managed. However, to promote best practice in this area, we are developing appropriate guidelines.

GORC Projects	Key Activities
Energy Efficiency	Conducted a quantitative assessment of energy consumption across the Group. Developed a database of examples of energy efficiency best practice and operating companies are trialling or implementing a number of these.
Waste Management, Refrigerants and Fire Suppressants	Conducted a quantitative assessment of waste and recycling across the Group. Commissioned an independent review of waste management and recycling as a basis for establishing measurable waste programmes across all operating companies. This review is on-going. Waste-related targets have been set.
	Commissioned an independent review of the management of refrigerants and fire suppressants as a basis for establishing measurable phase-out programmes within each of the operating companies. A number of operating companies have already established these plans. This review is on-going.
Handset Recycling	Developed guidelines for operating companies establishing handset recycling schemes. At the date of publication, schemes have been established in 11 operating companies, representing 93% of our customer base.

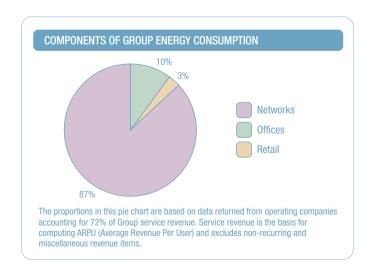
Data Collection

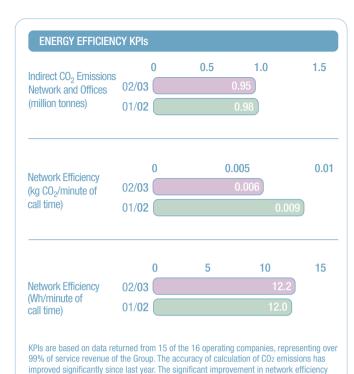
Our new data gathering system, in conjunction with a greater focus on controls over data reporting, has improved the quality of information reported from the operating companies. In several areas, information reported by operating companies will contain certain estimates and guidance has been provided to help ensure these estimates are as accurate as possible. For example, data centres and mobile switching centres are often co-located with offices and this can complicate the allocation of energy consumption between our network operations and offices. The continuing improvement in our reporting systems has identified that certain estimates made last year were inaccurate and information provided on trends should be viewed in this context.

Energy Efficiency and Climate Change

Vodafone businesses are evaluating best practice energy initiatives. For example, we are investigating how to increase the proportion of our energy which is drawn from renewable sources and several operating companies are implementing solar and wind power solutions, as well as purchasing "green" electricity from the grid. A significant element of energy consumption is the need to control the temperature within base stations, data centres and mobile switching centres.

This is to protect the lead acid batteries required for maintaining back-up power should the main power supply fail. To this end, we are actively testing fuel cells as a medium to long term alternative to lead acid batteries, as well as implementing alternative climate control systems, such as "free cooling", to make the climate control process more energy efficient.





Our energy consumption is measured across three main areas: network (radio base stations, data centres and mobile switching centres), other occupied buildings (offices and call centres), and retail outlets. Our priority is the network, as this accounts for approximately 87% of our non-transport energy consumption. In 2002/03, total network energy consumption was 1,695 million kWh. This is an 18% increase on the previous year's figure of 1,440 million kWh. This reflects the increase in both customer numbers, network infrastructure and improved data quality.

(kg CO₂/min) is due in large part to improvements in measurement and a reduction in the

amount of estimates used in presenting the data in 2002/03.

The best practice initiatives will generate improvements in our energy efficiency, which this year has remained relatively static. At the same time, we are also investigating ways of increasing the proportion of energy we consume that is derived from renewable resources.

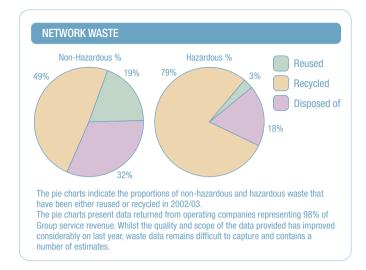
Office energy consumption has fallen by approximately 20% to 230 million kWhs. This is primarily as a result of the consolidation of office buildings (particularly in the UK and Japan). Data on our retail outlets (approximately 3% of the total) is not currently sufficiently robust for external reporting.

Our commitment for next year is that operating companies should prepare formal energy management strategies to include targets relating to energy efficiency and the use of renewable energy, and planned investments in energy efficiency projects.

Waste Management, Refrigerants and Fire Suppressants

An independent assessment of waste management in a number of operating companies has been started, and we are committed to ensure that at least 12 operating companies will carry out a self-assessment of their practices in this area during the coming year.

Our total network waste in 2002/03 was approximately 2600 tonnes and this is significantly lower than the 18,000 tonnes for the previous year.



This is due both to cyclical trends and to a significant over-estimation of waste quantities in 2002 which had been based on data from a limited number of operating companies.

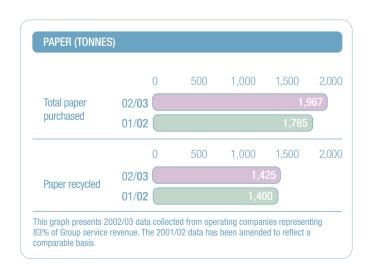
There is limited value in tracking trends in overall network waste as it is highly variable over time given the different cycles of network development and refurbishment within individual operating companies.

A preferable indicator of good performance is the proportion of "waste" material that is either reused or recycled. Many operating companies have virtually eliminated the disposal of network waste (generally redundant network electrical equipment, or steel from masts), and this is either re-sold or recycled through specialist contractors.

The majority of our hazardous waste is made up of the lead acid batteries that are required to provide emergency back-up power to radio base stations.

Our commitment is to raise the proportion of network waste (total of non-hazardous and hazardous) that is recycled and/or reused to 85% by March 2005.

Our other significant solid waste stream is paper. Operating companies report both the amount of paper purchased and the amount recycled. Approximately 25% of all paper purchased across the Group has a recycled content of more than 70%.

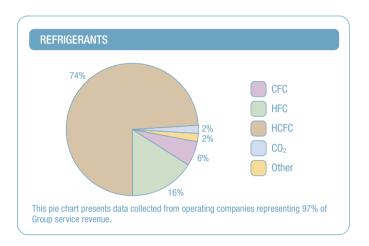


Vodafone uses ozone depleting substances (ODS) in two main ways: as a refrigerant in climate control systems in our network facilities, offices, call centres and retail outlets; and as a fire suppressant, largely in our data centres, mobile switching centres and offices. Our management of these substances is included within the scope of the independent waste management review described above. The review is on-going.

Refrigerants

We estimate the total holding of network refrigerant to be approximately 336 tonnes (a more accurate estimate than the 160 tonnes made last year and a reflection of continuing network growth).

We estimate that refrigerants held in the network inventories account for approximately 88% of the total held.

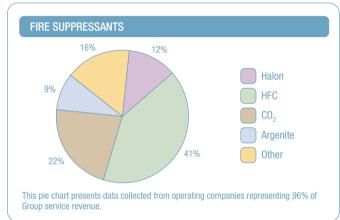


Fire Suppressants

We estimate our network holding of fire suppressants at 775 tonnes across the Group (a more accurate number than the 450 tonnes reported last year and also reflecting continuing growth in the network.)

We estimate that 94% of the total of fire suppressants held is within our network facilities.

We have a particular focus on the management of halon as this substance must be eliminated from our operations by the end of calendar year 2003 to comply with national and international regulations. Three of our operating companies still hold halon, amounting to approximately 93 tonnes in total.

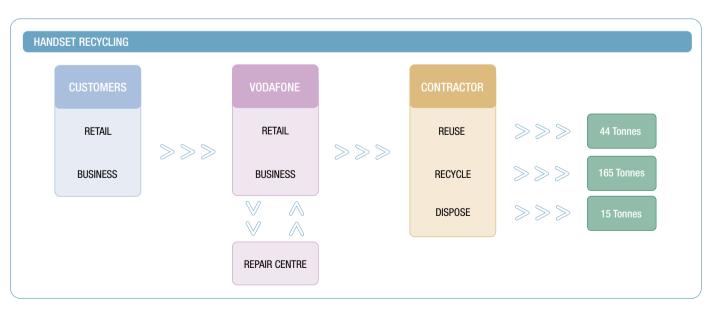


Handset Recycling

Vodafone does not manufacture mobile handsets but we are committed to working with a number of partners to decrease the environmental impact of handsets in manufacture, use and disposal. Handsets can enter the waste stream as customers upgrade their phones, or as they develop faults which cannot be repaired. Vodafone offers customers a range of opportunities to return handsets which are then processed either for

reuse, or for recycling. We have concentrated our initial efforts on avoiding the waste disposal of handsets, batteries and accessories such as battery chargers.

At the end of FY 2001/02, four handset return schemes were operating across the Group. This year we are pleased to report that, at the time of publication, 11 operating companies have operational schemes,



representing approximately 93% of our customer base, and we anticipate two further schemes will be in place within the next six months.

Last year, we set ourselves the ambitious target of reusing or recycling 500 tonnes of handsets, batteries and accessories. Despite the significant achievement in expanding the number of schemes, we are disappointed to have only managed to reuse or recycle 209 tonnes of handsets and accessories. This has occurred for a number of reasons, but is primarily due to the continuing decrease in the weight of handsets and particularly chargers. When schemes are launched, the first year tends to see older, much heavier handsets and accessories returned.

For example, the UK scheme has seen the average weight of a "return" drop from 300gms to approximately 100gms over the last 18 months. These effects, coupled with the increasing number of schemes that are "competing" for returned phones, have impacted heavily on our performance on a weight basis.

The chart on page 14 indicates the broad flows of materials across the schemes put in place by operating companies. Our new commitment is to achieve a 10% increase of handsets returned for reuse and/or recycling by March 2005.

Other Environmental Issues

In addition to the three priority issues reported above, we also monitor other impacts such as transport and water consumption. Actions to improve performance in these areas are being taken at operating company level. Performance data is presented on our web-site at

www. vodafone.com/responsibility

As we make significant performance improvements on our priorities, we will focus more attention on these other areas.

Siting Base Stations

Vodafone engages with local communities and regulatory authorities on a continuous basis as part of the installation and maintenance of the mobile communication infrastructure. This work takes place at all stages in the 'life cycle' of the network, from site selection, infrastructure design and operation as well as decommissioning. There are now over 73,000 base stations throughout the Vodafone operating companies. The proportion that are placed on existing structures such as pylons, office blocks, chimneys and other broadcasting masts is highly variable between operating companies and specific areas, but is in the order of 40% across the Group.

The approach taken to design and construction of the network varies according to specific location and the needs of all parties concerned: planning authorities, communities, Vodafone and, of course, customers. Factors that are taken into account include the network capacity requirements, the coverage area for the 'cell' and siting considerations with respect to land use and potential visual impact. Important issues that will determine whether the installation is in keeping with its surroundings include the design, height, size and choice of construction materials, all of which are considered on a case by case basis.

In recent years, operators have made great strides forward in designing equipment to be in keeping with local surroundings. Today, radio antenna can be incorporated into flagpoles, street lamp-posts and church towers.



Almost 80% of Vodafone Netherlands installations are on rooftops.



Signage provides a convenient structure in which to place a micro base station.

Compliance

We are now able to track compliance with environmental regulations across the Group. We are pleased to report that no operating companies have reported any convictions for criminal offences in this area. Unfortunately, a number of operating companies have reported breaches of local planning regulations which have resulted in a series of penalties. These total less than £75,000 across the Group. Steps are being taken to address these matters.

Engaging with stakeholders

Every day, throughout the Group, our people engage with stakeholders on issues that are important to our business. These issues include Vodafone's social and environmental impact on the world.

Our challenge is to capture the outputs from this engagement process effectively and to ensure that we use this information to inform and improve our business decisions. The complexity of this task means we must prioritise our engagement activities and the issues that we should talk about with our stakeholders. The Group CSR team, in conjunction with other Vodafone employees, began this process by assessing the social and environmental risks and opportunities of our business and testing the findings with a number of key audiences, including employees, suppliers, NGOs and customers.

The Group CSR team has focused its stakeholder engagement at a Group level, using a range of methods for engagement. Some of these activities are discussed below. Over time, we will encourage our operating companies and associates to formalise their engagement activities on social and environmental issues and to report on them accordingly.

Investors

During the year, Vodafone conducted a roadshow of CSR briefings for the socially responsible and mainstream investor communities and completed an increasing number of CSR-related questionnaires from the investment community. A growing number of rating agencies seek to rank companies according to their non-financial performance. During the financial year ended 31 March 2003, Vodafone Group Plc remained in both the FTSE4Good Index and the Dow Jones Sustainability Index (DJSI).

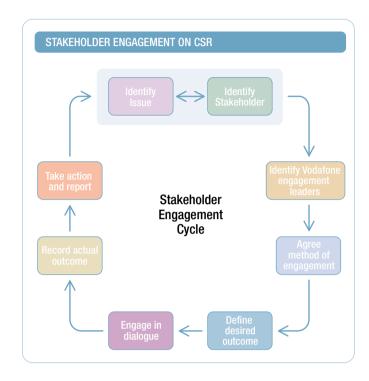
Employees

Earlier this year, Vodafone took the unprecedented step of surveying its employees on a wide range of issues, including the Group's commitment to CSR. There was a high response rate to this survey, with the majority of employees contributing. The results of this survey will inform many of Vodafone's programmes that relate to employee communication, development and management.

A vital piece of work in engaging employees on CSR issues has been the Group internal communications programme, which has involved:

- CSR-related articles in Vodafone life!, a quarterly magazine for employees;
- A competition for employees to win one of six places to become a World Around Us reporter and take a trip to Africa to see how funds from the Group Foundation are helping secure threatened species and support local communities:
- A communications toolkit to support the Business Principles;
- A quarterly CSR employee newsletter;
- An employee version of the CSR report.

For further information on employee involvement and communications see page 21.



Suppliers

In February 2003, we hosted a CSR workshop in London for 21 of our global suppliers. The purpose of the workshop was to share ideas on how to manage CSR issues in the supply chain and to build the basis for future co-operation on such issues. During the workshop, five suppliers volunteered to work more closely with Vodafone on CSR-related initiatives.

Vodafone also shared its draft Code of Responsible Purchasing with its suppliers at the workshop. Feedback from the suppliers (and other stakeholders) has been used to inform and shape the draft Code, which will be published later in 2003. This code is a concise document that covers the law, employee rights, freedom of association, elimination of child labour, protection of the environment and engagement with communities.

Government and Regulators

Vodafone operating companies are responsible for communicating their CSR activities to their national Governments and regulators as part of their day-to-day business. These relationships are vital to the ongoing success of our business as, in most cases, Governments and regulators represent all of our stakeholder groups.

Communities

Another area where Vodafone operating companies take a strong lead is in maintaining constructive relationships with local communities where we operate. Our community engagement activities range from open and

detailed local consultations on mast siting and the provision of public information on EMF, through to partnering with global organisations on key emerging issues.

Vodafone was also pleased to announce the launch of a youth education scholarship scheme in partnership with the International Telecommunications Union. This scheme will provide scholarships to assist young people in developing countries gain education, based on merit and financial need. For more information see

www. vodafone.com/responsibility/yes

Kev Partners and NGOs

Throughout the past year Vodafone has maintained a very strong working relationship with Forum for the Future (FFF) – the UK-based sustainable development charity and think-tank. The organisation has continued to provide advice and support to Vodafone. For example, an important output of this relationship was a comprehensive review by FFF of Vodafone's CSR risks and opportunities looking out at a 2006 horizon.

Other organisations that continue to help shape and inform Vodafone's approach to CSR include Business in the Community, the International Business Leaders Forum (IBLF) and the World Business Council on Sustainable Development (WBSCD). In February 2003, Vodafone Group was host to WBCSD President Bjorn Stigson who spoke to the Group's top 200 leaders about the importance of sustainable development in business today.

Vodafone is also contributing to the ongoing development of the telecommunications supplement to the Global Reporting Initiative (GRI).

Vodafone has continued to engage with a number of NGOs on CSR issues related to the Group and has been involved in meetings with the UN Global Compact, the UN Environment Programme, the UN Development Programme, the UN Foundation, the Amnesty International (UK) Business Group, the World Wide Fund for Nature, World Resources Institute, Environmental Defense, The Nature Conservancy, Human Rights Watch and other groups.

Vodafone continues to be an active member of the UN Global e-Sustainability Initiative (GeSI) which was launched in June 2001 to encourage sustainable development within the information and communications sector. As part of this initiative, Vodafone and Fauna & Flora International submitted a research paper regarding the latest developments of mining of coltan in the Democratic Republic of Congo. The UN viewed this paper as a leading example of the benefits of partnership between business and NGOs.

Surveys

Vodafone has participated in a range of surveys from various stakeholders who are trying to assess the sustainability and CSR performance of our business.

Vodafone participated in Business in the Community's inaugural Corporate Responsibility Index, and was placed in the third quintile achieving an above average overall score in corporate strategy, integration and management practice across the four key areas of environment, workplace, community and marketplace. This indicates that we are on track with progress towards our CSR objectives.

In summer 2002, Vodafone commissioned MORI – the independent market research company - to conduct a pilot survey in the UK to test stakeholders' knowledge, perception and expectations of the Vodafone UK business in respect of CSR-related issues. The survey covered 3000 people and more than 50 investors, regulators, suppliers, corporate customers and non-governmental organisations. The results confirmed Vodafone's own assessment of its social and environmental risks and opportunities and also highlighted areas where Vodafone UK can improve its performance.

Some of the key findings from the study showed that:

- CSR performance is closely linked to the overall reputation of Vodafone UK;
- Investors, suppliers and local authorities think Vodafone UK is serious about CSR. Customers, NGOS and public are yet to be convinced;
- · Priority areas for all audiences are health and environment.

In the coming year, Vodafone will also conduct similar surveys in its other major markets including Germany, Japan, Italy, and Spain.

Coltan mining in the Democratic Republic of Congo

The metal tantalum is extracted from an ore known as 'coltan'. Tantalum is vital to many industries, including its use in the manufacture of tantalum capacitors that allow the miniaturisation of portable electronic items, such as PCs, PDAs and mobile handsets. One source of tantalum is the Democratic Republic of Congo (DRC), where mining activities have fuelled recent conflicts with devastating implications for people and wildlife.

For the last 18 months, Vodafone has been working in partnership with the non-governmental organisation, Fauna and Flora International (FFI), to explore the possibility of creating a viable market for tantalum mined under socially and environmentally responsible conditions, which will support the Congolese peace process and economic regeneration.

During 2002, FFI, on behalf of Vodafone, presented the results of its research to the Global e-Sustainability Initiative (GeSI). Following this, FFI presented recommendations to the UN Global Compact and the Johannesburg World Summit. Vodafone has also entered into dialogue with our key suppliers on this issue at the 2003 Suppliers' Workshop.

In 2003, we will seek to engage a wider range of tantalum-using industries in a dialogue to recognise the issues involved and to support responsible sourcing and trade. The changing political situation in DRC, along with World Bank and UN frameworks for national reconstruction, have created a window of opportunity for supportive international action. We will continue to work with FFI and other key stakeholders to ensure that we respond appropriately to this opportunity.

Investing in society

During the year ended 31 March 2003, Vodafone made a total of £16.8 million in contributions to a range of organisations including The Vodafone Group Foundation and local Vodafone Foundations.

In some instances, Vodafone Foundations have retained a small amount of funds because of regulatory requirements that a certain balance must be accrued before funds can be distributed.

Vodafone and its foundations actually distributed a total of £14.8 million worth of contributions to community beneficiaries, including £3.2 million of donations required by the terms of certain network operating licences.

The Vodafone Group Foundation

The Vodafone Group Foundation (VGF) was launched in June 2002, with a set of guiding principles that are embodied in the Vodafone Social Investment Policy.

The VGF has a mandate to develop a 'family' of local foundations within the Vodafone operating companies. So far, 12 foundations have been established and a further four foundations will be established over the next year.

All of the foundations seek to achieve the maximum impact and benefit from donations and grants that they make. The VGF estimates that the activities of the local foundations have leveraged a further £1 million of third party contributions. We aim to increase this to £3 million in 2003/04. In 2003/04, the VGF will invest £12 million.

The VGF operates a paperless system to share information with local foundations, using both the Internet and global intranet. A software package (known as GIFTS) has also been established to help foundations manage their giving programmes. This is currently being utilised by foundations in the United Kingdom and the United States.

As well as financial contributions to social and environmental projects, Vodafone has also invested employee time, expertise and other resources.

For further information for projects supported by Vodafone, please visit **www. vodafonefoundation.org**

Operating Companies

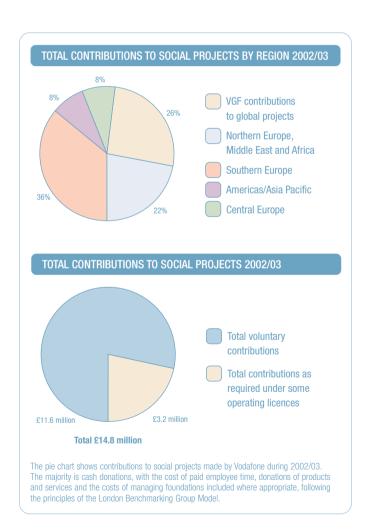
Volunteering Programme

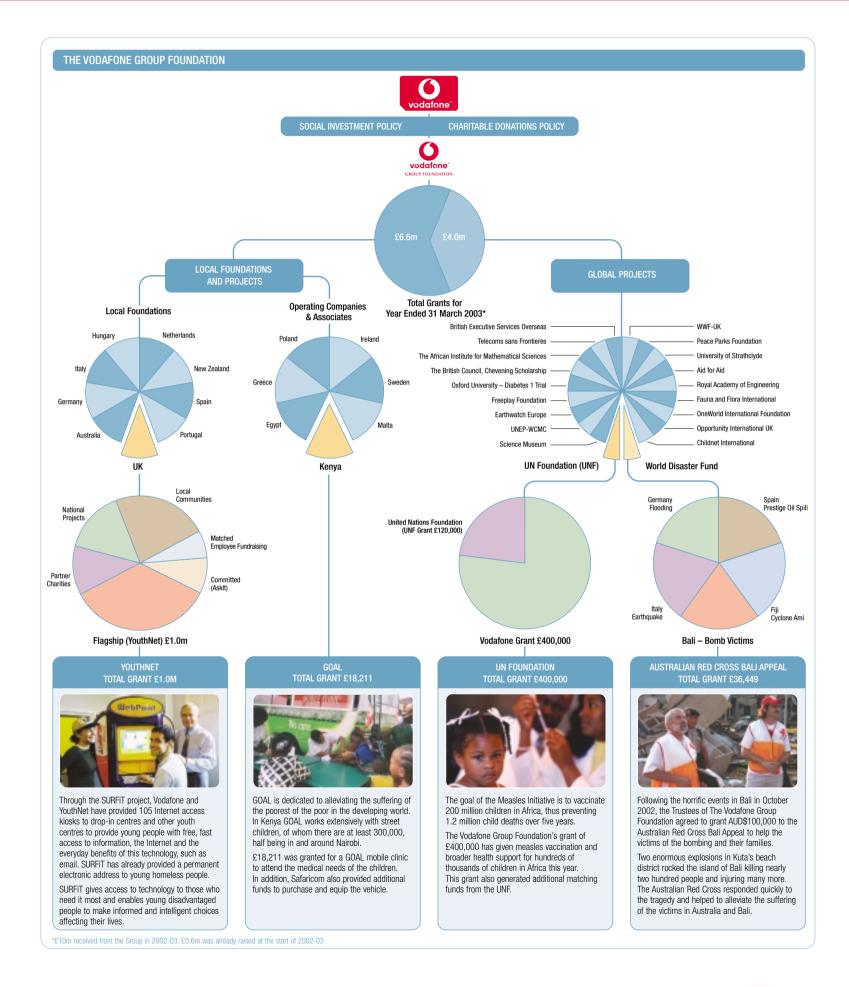
A significant proportion of Vodafone employees undertake voluntary and community work during office hours. During the past year, operating companies reported that a total of 3000 employees have taken part in volunteering initiatives, accounting for approximately 25,000 hours of involvement during company time. We intend to build on this and establish Group guidelines on community involvement and social giving.

During 2002/03, Vodafone UK piloted a programme called "Getting Involved". This comprised three elements: paid time off - to enable

employees to carry out up to three days' voluntary work per year; payroll giving — to facilitate tax free charitable donations directly from pay; and matched fundraising — to match employees' fundraising with contributions from The Vodafone UK Foundation. Key achievements included:

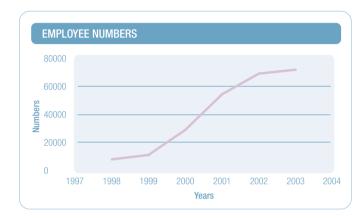
- A 100% increase in the number of employees participating in payroll giving, making Vodafone UK one of the top companies in the UK for payroll giving, both by employee participation and value.
- The establishment of a new online payroll giving facility for employees to enable easier participation in payroll giving.
- The establishment of a variety of team volunteering events, including environmental projects and mentoring of local school children.
- The involvement of staff in supporting the governance of several schools.
- Raising of over £200,000 from over 400 employee fundraising events, with a further £189,441 in "matched" funding from The Vodafone UK Foundation.

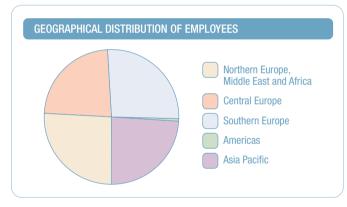




Passion for our people: outstanding people working together make Vodafone exceptionally successful.

As at 31 March 2003, the Group had an average of approximately 70,000 full-time employees. The growth and current geographic distribution is shown in the diagrams below. The rapid rise in employee numbers over recent years charts the manner in which the company has grown, with significant increases in numbers coming through the integration of large businesses into the Vodafone Group.





The way in which Vodafone has grown poses challenges for the implementation of Group-wide systems for monitoring key human resource indicators. Individual operating companies have in place systems for maintaining employee related data and reporting on local regulatory issues that are directly relevant to their own context. Merging these into a global data system requires time if it is to be effective. Work is well underway in this area and next year we intend to report on key human resource indicators that apply at the global level.

Below, we set out our position on some of the fundamental issues and principles that apply to Vodafone employees around the globe and make reference to some of key developments over the last year.

Human Rights

It is inevitable that some of the Group's employees work in countries that have different standards of employment legislation. Even so, Vodafone seeks

to maintain high employment standards wherever we operate. We also recognise that all our policies and procedures need to be consistent with globally recognised standards, including the principles of the International Labour Organisation (ILO) core conventions and the Universal Declaration on Human Rights (UDHR). Vodafone Group employment policies consequently exclude child labour and forced and compulsory labour. These and other human resources policies are monitored by regional human resources directors who are also responsible for reviewing best practice and comparing performance both within the region and with external organisations. These issues are also central to the work we do with suppliers and will feature in the Code of Responsible Purchasing that we are developing.

Equality of Opportunity

The Vodafone Group operates an equal opportunities employment policy worldwide. Vodafone does not condone unfair treatment of any kind and employees are required to act honestly and with integrity and respect for their colleagues and our customers.

Diversity within the workforce is an asset. Each employee has a unique and individual contribution to make to the success of the business and operating companies put in place polices and procedures to ensure that all decisions about the appointment, treatment and advancement of employees are based on merit.

Each operating company has procedures to enable employees who believe themselves to have suffered unfair treatment at work to have their concerns investigated promptly and objectively.

We also recognise the benefits of enabling staff to manage the potential conflicts between the obligations of life outside work and the reasonable demands of their work with Vodafone. Through the development and implementation of appropriate working arrangements and conditions of employment, we are committed to enabling staff to achieve an appropriate balance in their professional and personal lives.

Employees are also free to join trade unions or similar external representative organisations if they wish.

Please see www. vodafone.com/responsibility for the full equal opportunities policy.

Occupational Health and Safety

The past year has seen significantly increased Group-wide activity on occupational health and safety. There were no deaths due to building, maintenance or our other work activities. Sadly, two employees were killed in road traffic accidents; one going to their normal workplace and the other while travelling on Vodafone business. We also had 176 accidents causing lost time. We have delivered on our commitment to standardise our systems worldwide for reporting accidents and started to share the actions

taken after these accidents so that lessons learned can be used globally. We have also carried out our first comprehensive global health and safety audit to assess each operating company's performance against parameters designed to assess safety management. Again, the results of this are being used to identify best practices and areas for improvement.

The Group Director of Health and Safety convened a meeting of health and safety professionals from all of our operating companies in November 2002. This, the Group's first global health and safety conference, worked to produce a strengthened health and safety policy, with particular emphasis on improvements to standards and responsibilities. Further updating of Group-wide standards in areas of potential risk identified at the conference is being carried out by seven working groups. This work will be completed by the end of 2003 and will ensure that best practice is shared throughout our operating companies.

For examples and highlights of health and safety initiatives in action around the Group, together with our detailed Health and Safety policy, please go to www. vodafone.com/responsibility

Employee Share Schemes

From its earliest days as a public company in 1988, Vodafone Group Plc has been committed to providing share ownership opportunities to employees, enabling them to become part owners of the company and to share in its success.

Although different share plans have existed around the Group, in 2001 we created the Global Employee Options (GEM) scheme which grants share options to all permanent employees in the majority of our subsidiary companies. During this year, the total number of employees participating was over 50,000.

Training and Development

Vodafone is committed to offering challenging responsibilities and development opportunities to assist all employees to develop their full potential. Each operating company has policies and procedures to identify and address individual development needs, potential and opportunities.

At the Group level, there is a consolidated training budget of approximately £77 million for direct training purposes. Last year, we made a specific commitment to develop training material related to CSR and to incorporate this into existing programmes. This work is underway but not complete. The Group CSR team has been developing a learning strategy for CSR that can be applied at all levels of the business. For example, the Group induction process that is being developed to introduce new employees to the company will include related material. More detailed and specific CSR material is being further integrated into leadership development programmes, and the possibility of working with institutes such as International Management Development in Switzerland and Henley Management College in the UK will be assessed.

Several Group operating companies have also assisted in the testing of Chronos, a new e-learning tutorial on the business case for sustainable development. This has been piloted with a range of people from non-CSR functions around the Group. In addition, CSR now features in a global competency framework that supports the development of people across the Group.

Employee Involvement and Communication

Vodafone is committed to encouraging an open and involving style of management and people at all levels are encouraged to feel part of a global team. Communication is highly valued and the Group Internal Communications team developed and launched a comprehensive communication programme with a range of initiatives. Key elements during 2002/03 included:

- The Chief Executive and the Group Chief Operating Officer are working through a programme of visits to every operating company in the Group to find out at first hand how the Group Values are embedding themselves into Vodafone's culture. These visits, named 'Your Call' because they are also a call to action, give every employee the chance to take part in an open debate and air their views and concerns;
- Vodafone's new Intranet will enable the swift dissemination of information across the Group, as well as streamlining many day-to-day processes for people worldwide. Vodafone life! is our award-winning magazine, contributed to and read by people across the Group. Both communication initiatives contain a wide range of CSR information;
- Vodafone's first ever Group-wide employee survey took place, covering some 53,000 employees in 16 countries, and was designed to measure employee satisfaction and engagement across the Group. The survey results will enable operating companies to compare their performance with other high performing businesses nationally and internationally. As a result, they will be able to develop action plans which will address key issues. The survey also provides an opportunity to share ideas and best practice across the Vodafone community. It will be repeated at regular intervals to measure progress.

Individual Conduct

Vodafone is committed to high ethical standards in our business dealings and in the conduct of our employees at work. Our Business Principle on individual conduct states that we expect all our employees to act with honesty, integrity and fairness and that:

- No form of bribery, including improper offers or payments to or from employees will be tolerated;
- All employees are expected to avoid any contacts that might lead to, or suggest, a conflict of interest between their personal activities and the business of Vodafone;
- All employees are expected to avoid accepting hospitality or gifts that might appear to place them under an obligation.

This guides each of our operating companies in the implementation of policies and procedures to:

- Ensure that employees are aware of what constitutes unacceptable standards of business behaviour and individual conduct at work;
- Establish a fair process for dealing with allegations of unacceptable standards of personal conduct and performance;
- Enable employees to report instances of inappropriate business behaviour without fear of retribution.

We are determined to tackle difficult issues in a responsible and open way. This section highlights some of the challenges we are meeting, often with the mobile communication sector as a whole.

Electro-magnetic Fields (EMF) and Health

Vodafone is committed to ensuring that health concerns associated with the use of handsets and radio base stations are properly addressed. Our approach is based on communicating information clearly and openly, and on supporting independent research. A key part of this approach during the year was the publication of "Mobile phones, masts, health and the environment 2002 – Answering your mobile phone questions".

During the year, we developed an EMF transparency initiative, bringing together experts in EMF best practice from across the operating companies, a key commitment from last year's report. This group, led by the Chief Executive Officer of the Southern Europe Region, is charged with finding ways of continuing to inform and educate our customers, employees and the general public on the issue of mobile phones, masts and health. The team will pro-actively address these issues through the provision of clear, easy-to-understand information, including radio frequency data from independently selected and monitored base stations.

This approach is already being implemented by seven Vodafone operating companies which have established websites hosted by independent agencies where radio frequency field strengths around individual base stations in their countries can be accessed and/or monitored. By the end of 2003 a total of 10 such schemes will be in operation.

To maintain best practice, greater focus has been placed in the last year on fully integrating and coordinating approaches to the management of the EMF process across all Group operating companies. Further work is also underway to measure and track key stakeholders' perceptions of EMF and health so that communication can be kept as effective as possible.

We have not progressed as far as planned with last year's commitment to develop Group standards on responsible network development. Our preliminary work found several examples of best practice at the operating company level, making it challenging to impose a standardised approach. However, in order to encourage best practice we will be carrying this commitment forward through the development of appropriate CSR guidelines.

In 2003/04, work will continue to develop and promote best practice initiatives. Operating companies will systematically share information on local EMF communications programmes and on community consultation for the deployment of new masts.

Vodafone believes that research is generally best conducted by independent experts and has established a funding framework for international, regional and national research programmes. About €8.4 million of the Group's total R&D expenditure is assigned to this. The Group helps to fund the WHO International EMF Project and contributes to national research organisations. Vodafone operating companies also participate in joint government/industry EMF research programmes.



Vodafone Group Plc document "Mobile phones, masts, health and the environment"

Further detailed information of our approach to EMF and health, including copies of the "Mobile phones, masts, health and the environment" report, can be found at www. vodafone.com

Responsible Marketing

Vodafone is committed to using marketing which fully reflects the Group's brand values and which is sensitive to national and cultural values. Our approach is based on the premise that responsible use of mobile phones is a positive force in society.

We are aware of increasing concerns around the use of mobiles, including content (i.e. 'spam' and adult content), marketing to children, socially responsible usage (e.g. etiquette on use of camera phones), health, security and road safety. We address these as an integral part of our overall marketing strategy — with local flexibility to reflect market and cultural requirements. Vodafone Group is developing a Group-wide responsible marketing code (or guidelines) to inform local marketing strategies. The guidelines, along with associated key performance indicators, are being based on extensive internal and external consultations and will be rolled-out during 2003/04.

This is one area where we made commitments last year that have proved difficult to progress quickly, given the broad range of issues at stake and the complexities of current practices across the diverse cultures where Vodafone has operations. A core initiative in this area will add new impetus and the commitments made remain in place but will require more time for delivery.

Content Standards

With the arrival of a new generation of content-rich mobile phones, offering colour images, enhanced messaging and Internet surfing capabilities, there is potential for children to access harmful or inappropriate material. In the current absence of technical means for parents to control content access, and of independent classification of content according to age suitability, Vodafone has sought to take a leading and responsible approach to the issue.

An interim policy on content standards has been established to ensure consistency throughout the Group while allowing operating companies flexibility to reflect local cultural norms. The policy, introduced before the launch of the Vodafone live! service in October 2002, focuses on adult content and sets out guidelines, best practice recommendations and some mandatory elements. These require operating companies to ban illegal and age-restricted material but allow them to provide content in accordance with comparable local media benchmarks.

Vodafone has formed a Content Standards Steering Group through which it continues to work for independent industry standards and content access controls. The Steering Group is tasked with keeping the interim policy under review, extending it to cover content depicting extreme violence (e.g. games), and developing guidelines for chat services. The Steering Group is also conducting a preliminary review of gambling services and is looking at tools for managing inappropriate contacts (e.g. via spam), as well as filtering technology for the mobile Internet.

Security of Mobile Handsets

The development of measures to combat mobile phone fraud and theft has been an important issue in some parts of the world, which the mobile phone industry, including Vodafone, has continued to work hard on over the past year.

A key development has been the creation of a global database of stolen phones put in place by the GSM Association, and individual Vodafone operating companies are being encouraged to connect to this database.

Vodafone has formed a Group-wide security and fraud forum which has brought together and shared best practice from across the Group. An example of this is a handset theft initiative launched by Vodafone UK which disables SIM cards in phones reported as lost or stolen. Vodafone UK has also invested in an Equipment Identity Register (EIR) that enables stolen mobile phones to be identified and tracked.

Driving and Use of Handsets

Mobile phones in vehicles have considerable benefits, such as the ability to call emergency services when there has been a road traffic incident and security for lone drivers.

There is a risk to safety when the driver of a motor vehicle is distracted, e.g. by in-car entertainment, lighting a cigarette, or passenger interaction. Holding and operating a mobile phone while driving can also cause distraction, which may contribute to the likelihood of an accident. Vodafone therefore issues advice which strongly warns drivers against using hand-held mobile phones to make calls, send or receive text or picture-based messages while driving.

Even using a hands free kit can cause distraction. We therefore advise that drivers should take this into account when deciding whether to make a call while driving.

Vodafone Group actively supports activities and national legislation to promote the safe use of the mobile phone while driving. Vodafone has developed technology and products to reduce the level of distraction, either by delaying the call until the vehicle is stopped or by simplifying the interface to reduce distraction, e.g. voice recognition and automated call answer.



Vodafone Netherlands "Two Hands on the Wheel" leaflet

The following table summarises our performance against the commitments we made last year. The level of progress stated here follows criteria established by Vodafone and against which Deloitte and Touche have assessed our reporting of progress (please refer to the independent report on page 27).

Managing our business

Issue	Objective	Commitment	Progress
Management System	A Group CSR management system.	Build from data collected in 2001/02, selecting key performance indicators that are directly relevant to our business. Other commitments set out elsewhere provide components of a management system.	End 2003
Involving Employees	Build awareness and commitment to CSR with employees and develop employee involvement strategy.	Launch a specific communications programme on CSR and monitor employee awareness and commitment.	End 2002
		Develop CSR training material and incorporate this into existing corporate training modules.	March 2003 Ongoing 60%
Engaging Stakeholders	Implement a comprehensive stakeholder engagement programme on CSR.	Strengthen engagement with key partners and stakeholders and contribute to business-led initiatives on sustainable development.	Ongoing 100%
CSR Reporting	Ensure that the information and data relating to our CSR performance are comprehensive, complete and accurate.	Start a process of internal 'peer' review of CSR performance between subsidiaries and report on findings.	March 2003 Different approactaken (see page 5
Health and Safety	Continuously review our health and safety performance across the Vodafone Group.	Develop and implement an internal recording standard for, and reporting of, accidents across the Vodafone Group, to establish a baseline for measuring future performance improvements.	March 2003

Economic impact

Issue	Objective	Commitment	Progress
Suppliers	Promote CSR best practice in our supply chain.	Initiate and report on CSR related initiatives with three of our global supply partners.	March 2003
Products and Services	Promote products and services that bring social and environmental benefits.	Identify and assess these market needs and opportunities and review with a selection of independent stakeholders.	March 2003

Environmental impact

Issue	Objective	Commitment	Progress
Handsets and Accessories	Employ best practice in managing the reuse and recycling of our products.	Target 500 tonnes of handsets, batteries and accessories reused/recycled.	March 2003 New commitment (see page 15)
Energy	Progressively improve the energy efficiency of our operations.	Complete an assessment of energy consumption in our operations to identify best practice and set a basis for quantitative targets by 2003/4.	March 2003 Ongoing
Waste	Progressively increase efficiency in the use of materials and resources.	Complete an assessment of waste management in our operations to identify and promote best practice. This will provide a basis for setting quantitative targets for 2003/04.	March 2003 Ongoing
Refrigerants and Fire Suppressants	Employ good practice in managing environmentally harmful substances.	Draw up and implement a time-scaled action plan to replace environmentally harmful refrigerants and fire suppressants where effective and affordable alternatives exist.	March 2003 Ongoing

Social impact

Issue	Objective	Commitment	Progress
Social Investment	Measure the social/environmental value generated by the Group and operating companies' Foundations activities.	Use the London Benchmarking Group model to report on activities in 2002/03. This will provide a basis for setting quantitative targets for 2003/04.	March 2003
EMF and Network Development	Establish greater transparency and access to information on EMF and SAR for all our stakeholders.	Ensure the public have up-to-date information on RF field strength in selected areas which have been independently determined. This will provide a basis for setting quantitative targets for 2003/04.	March 2003
		Issue a Vodafone Group document on health and other concerns.	End 2002
		Develop Vodafone Group standards on responsible network development.	March 2003 Ongoing 40%
Security of Handsets	Offer direct, practical assistance against mobile phone theft.	Create a global database of stolen phones.	End 2003
Marketing	Ensure consistent responsible marketing practices across the Vodafone Group in relation to CSR issues.	Produce responsible marketing policy document and make it available to the public.	March 2003 Ongoing 60%
		Implement training programme for retail staff. This will provide a basis for setting quantitative targets for 2003/04.	June 2003 Ongoing 40%

Issue	Objective	Commitment	Date
Management System	Group CSR management system.	Complete an independent benchmark of the Group-level CSR management system against current best practice.	March 2004
Involving Employees	Build awareness of CSR issues amongst employees.	Enable a significant increase in the number of employees volunteering on CSR related projects.	March 2005
		Use internal communication programmes and training to deliver a measurable increase in the number of employees who understand the importance of social/environmental issues as they relate to Vodafone's business.	June 2005
Engaging Stakeholders	Understand stakeholder priority issues and integrate in CSR programme.	Complete assessment of stakeholder perception of CSR issues and Vodafone's performance in major markets.	December 2003
		Complete an independent review/benchmark of the Group-level stakeholder engagement programme.	March 2004
CSR Reporting	Comprehensive, complete and	Extend independent verification to include sample of data at operating company level.	March 2004
	accurate reporting.	Complete independent review of assurance processes behind Business Principles.	December 2004
		Five operating companies to produce local CSR reports.	June 2005
Health and Safety	Continuously review our health and safety performance across the Group.	Implement global standards on seven health and safety workstreams.	March 2004
Suppliers	Promote CSR best practice in the supply chain.	Launch a Code of Responsible Purchasing and measure implementation with three major suppliers.	March 2004
Products & Services	Promote products and services that bring social and environmental benefits.	Identify and implement three global initiatives that will promote mobile/wireless applications that deliver specific environmental or social benefits.	June 2004
Product Stewardship	Increase proportion of handset and accessory returns from customers.	A 10% increase in the number of handsets returned for reuse and recycling.	March 2005
Energy	Progressively improve energy efficiency.	Operating companies serving >90% of the Group's customer base to develop formal energy efficiency strategies, to include quantitative targets.	March 2004
		Complete assessment of impact of 3G systems on energy consumption.	June 2004
Waste, Refrigerants	Progressively increase efficiency in the use of materials and resources.	Complete assessment of waste management practice against Group guidelines in 12 operating companies.	June 2004
and Fire Suppressants		85% of network waste reused and/or recycled.	March 2005
Social	Measuring social/environmental value of Foundation activities.	Complete the establishment of 16 local foundations.	March 2004
Investment		To report on investment using the London Benchmarking Group Model.	March 2004
		Target leverage of £3 million off Vodafone Group Foundation grants.	March 2004
EMF and Network	Transparent access to information.	Complete assessment of stakeholder perception relating to health issues.	March 2004
Development		Group level CSR guidelines on network development.	March 2004
Marketing	Ensure consistent, responsible marketing practices on CSR issues.	Develop Group-wide responsible marketing guidelines that address key issues.	June 2004
		Implement training programme for retail staff.	March 2005



London Benchmarking Group Assurance Statement

Vodafone Group Plc continues to be an active member of the LBG (London Benchmarking Group, www.lbg-online.net). The LBG is a group of companies which are working towards measuring and reporting their contributions to the community beneficiaries in a more consistent and comparable way.

As manager of the LBG, we have worked with Vodafone to review its understanding of the LBG model, and its application of LBG principles to projects funded around the world. Our aim has been to ensure that internal measurement and reporting systems for voluntary contributions to community beneficiaries are based on LBG evaluation principles. We are satisfied these systems reflect LBG principles, have been applied throughout the year, and that training and guidance has been provided on their operation to local staff. Our work has not extended to an independent audit of the data presented in this report.

Michael Tuffrey

The Corporate Citizenship Company www.corporate-citizenship.co.uk London, May 2003

Deloitte & Touche Independent Report

Independent Report to Vodafone Group Plc ("Vodafone") on the World Around Us Corporate Social Responsibility 2002-03 Report

We have been engaged by the Board of Directors to perform certain agreed upon procedures on Vodafone's World Around Us (WAU) Corporate Social Responsibility (CSR) 2002-03 Report and the supporting information on the Vodafone Group Plc web site (all referred to as "the WAU Report") for the year ended 31st March 2003 in accordance with our engagement letter of 30th May 2003.

The procedures performed were those agreed on with the management of Vodafone. There are currently no generally accepted international standards for the preparation or assurance of environmental and social reports. We have therefore based our approach on what we consider is emerging best practice in this field and on the underlying principles with international standards for agreed upon procedures. Such procedures do not constitute either an audit or a review. As a result, we do not form an opinion as to whether the information in the report is complete and accurate. If we had performed additional procedures, an audit or a review, other matters might have come to light that would have been reported.

On the basis of the agreed procedures at the corporate head office level, the overall objectives were to assess:

- the design and application of the environmental, occupational health and safety and community data collection, collation, and reporting processes, procedures and controls, and the reporting of this information in the WAU report; and
- the reporting of progress against the defined CSR objectives as presented in the WAU Report.

The procedures we followed were:

- interviews with Group level management and personnel involved in providing information for inclusion in the report to understand the Group's objectives and testing the statements made in the WAU Report related to the achievement of the CSR objectives;
- interviews with personnel responsible for the information gathering process at the Group level in order to assess the design and application of the information gathering systems and internal controls;
- inspection of supporting documentation made available to us by management on a test basis;
- review of relevant written procedures covering environmental, occupational health and safety and community data collection, collation, control and reporting, and other related documents carried out at Group level; and
- review of the WAU Report to check for consistency with the findings of our work.

Based on the results of our work, our findings are that, at the corporate head office level:

- the Group has applied detailed procedures for collecting, collating, controlling and reporting environmental, occupational health and safety and community performance information from Group operating companies; and
- the information related to the CSR data reporting processes and CSR objectives presented in the WAU Report is consistent with the findings of the work set out above.

This report is made solely to Vodafone in accordance with International Standards on Auditing 920 for agreed upon procedures. Our work has been undertaken so that we might state to the company those matters we are required to state to them in an agreed upon procedures report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Vodafone, for our work, for this report, or for the conclusions we have formed.

Deloitte & Touche London 30 May 2003

We want to encourage the widest participation on Vodafone's approach to CSR, as well as feedback on this report. Please send any comments or suggestions to our Corporate Responsibility Team at **responsibility@vodafone.com**, or write to us or send us a fax at the address on the back cover.

www. vodafone.com/responsibility

In order to keep the environmental impact of this document to a minimum we have given careful consideration to the production process.

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Vodafone Group Plc Vodafone House The Connection Newbury Berkshire RG14 2FN England

Registered in England No. 1833679

Tel: +44 (0)1635 33251 Fax: +44 (0)1635 45713 www.vodafone.com

Email: responsibility@vodafone.com

Printed in the United Kingdom

