

14 September 2017

**Vodafone Group Plc**  
**Issue of HKD1,115,000,000 2.64 per cent. Notes due 13 September 2027**  
**under the €30,000,000,000**  
**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 16 December 2016 and the supplementary prospectuses dated 2 February 2017 and 24 May 2017 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in a relevant Member State of the European Economic Area (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplementary prospectus have been published on the website of the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news-home.html).

1.	Issuer:	Vodafone Group Plc
2.	(i) Series Number:	73
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	HKD
4.	Aggregate Nominal Amount:	
	– Series:	HKD1,115,000,000
	– Tranche:	HKD1,115,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	HKD 1,000,000
	(ii) Calculation Amount:	HKD 1,000,000
7.	Issue Date and Interest Commencement Date:	15 September 2017
8.	Maturity Date:	13 September 2027
9.	Interest Basis:	2.64 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Redemption at par
11.	Change of Interest Basis or Redemption Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put Option  (see paragraph 20 below)
13.	Date of Board approval for issuance of Notes:	24 January 2017

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	2.64 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	13 September in each year, commencing on 13 September 2018, up to and including the Maturity Date.
	(iii) Interest Payment Date Adjustment:	Not Applicable
	(iv) Additional Business Centre(s):	TARGET2 and Hong Kong, New York and London
	(v) Fixed Coupon Amount(s):	HKD 26,400 per full period
	(vi) Broken Amount(s):	Not Applicable
	(vii) Fixed Day Count Fraction:	Actual/365
	(viii) Determination Date:	13 September in each year
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable
17.	<b>Inflation Linked Interest Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18.	<b>Issuer Call</b>	Not Applicable
19.	<b>Investor Put</b>	Not Applicable
20.	<b>Change of Control Put Option</b>	Applicable
	(i) Optional Redemption Amount:	HKD1,010,000 per Calculation Amount
	(ii) Put Period:	As set out in the Terms and Conditions
	(iii) Put Date:	As set out in the Terms and Conditions
21.	<b>Final Redemption Amount</b>	HKD 1,000,000 per Calculation Amount
22.	<b>Early Redemption Amount</b>	HKD 1,000,000 per Calculation Amount

Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption:

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	<b>Form of Notes:</b>	
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(a) Form: **Bearer Notes**

Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event

(b) New Global Note: Yes

24. Additional Financial Centre(s) or other special provisions relating to Payment Days: TARGET2 and Hong Kong, New York and London

25. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

**PROVISIONS RELATING TO RMB NOTES**

26. Renminbi Currency Event: Not Applicable

27. Calculation Agent: Not Applicable

Signed on behalf of the Issuer:

By:   
Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to Trading:

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|------|---|--|
| (i)  | Listing and admission to trading:                           | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 15 September 2017. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 1,750  |

### 2. Ratings:

The Notes to be issued are expected to be rated:  
Standard & Poor's Credit Market Services Europe Limited: BBB+ (stable)  
Moody's Investors Service España S.A.: Baa1 (stable)  
Fitch Ratings Ltd.: BBB+ (stable)

### 3. Interests of Natural and Legal Persons Involved in the Issue:

Save for any fees payable to the Dealer so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. Yield:

Indication of yield: Not Applicable

### 5. TEFRA Rules

Whether TEFRA D applicable or TEFRA D  
TEFRA rules not applicable:

### 6. Operational Information:

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|-------|--|-----------------|
| (i)   | ISIN:  | XS1684379602    |
| (ii)  | Common Code:   | 168437960       |
| (iii) | CUSIP:   | Not Applicable  |
| (iv)  | CINS:  | Not Applicable  |
| (v)   | Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and DTC (together with the address of each such clearing system) and the relevant identification number(s): | Not Applicable  |
| (vi)  | Intended to be held in a manner which would allow Eurosystem eligibility:  | Not Applicable. |