

RNS Number : 7119Y
 Vodafone Group Plc
 28 January 2014

STOCK EXCHANGE ANNOUNCEMENT

28 January 2014

RNS:

RESULTS OF SHAREHOLDER MEETINGS

Vodafone Group Plc ("**Vodafone**") announces that the shareholder meetings held earlier today passed the resolutions proposed at both meetings by the requisite majorities. The resolutions were in respect of the proposed disposal of its US group whose principal asset is its 45% interest in Verizon Wireless, the related acquisition of the outstanding minority stake in Vodafone Italy, the proposed return of value to shareholders, the related consolidation of Vodafone's ordinary shares and other matters.

Court Meeting

The first meeting, convened in accordance with an order of the Court (the "**Court Meeting**"), sought approval from Shareholders for the Scheme.

The resolution proposed at the Court Meeting was decided on a poll.

Details of the votes cast are as follows:

	Number of shareholders who voted	Percentage of shareholders who voted (%)	Number of shares voted	Percentage of shares voted	Percentage of relevant shares in issue (%)
Votes For	62,909	99.08%	31,518,854,619	99.61%	65.03%
Votes Against	582	0.92%	122,825,872	0.39%	0.25%

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Accordingly, the resolution proposed at the Court Meeting was duly passed on a poll vote.

General Meeting

Each of the resolutions proposed at the General Meeting was decided on a poll.

The result of the poll on each resolution is as follows:

Resolution	Votes For		Votes Against		Total votes validly cast	Percentage of relevant shares in issue (%)	Votes Withheld
	No. of votes	%	No. of votes	%			
1. To approve the Verizon Wireless Transaction and the Vodafone Italy Transaction	33,146,293,502	99.76	79,975,486	0.24	33,226,268,988	68.55%	18,791,958
2. To approve the New Articles of Association, the Capital Reductions, the Return of Value and the Share Consolidation and certain related matters pursuant to the Scheme	33,022,434,287	99.42	191,230,173	0.58	33,213,664,460	68.53%	30,633,322
3. To authorise the Company to purchase its own shares	33,152,851,430	99.79	69,827,892	0.21	33,222,679,322	68.55%	22,560,361
4. To authorise the Directors to take all necessary and appropriate actions in relation to Resolutions 1-3	33,028,237,699	99.43	187,709,958	0.57	33,215,947,657	68.53%	26,985,305

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Accordingly, Resolution 1 was duly passed on a poll vote as an ordinary resolution and Resolutions 2-4 were duly passed on poll votes as special resolutions.

A copy of the resolutions passed at the General Meeting will be submitted to the National Storage Mechanism and will shortly be available for inspection at: morningstar.co.uk/uk/NSM.

Next steps

The Transactions and the Return of Value remain subject to customary closing conditions, including approval by Verizon shareholders which is expected to be obtained later today, and sanction by the Court of the Scheme and the associated Capital Reductions. The Transactions and the Return of Value are expected to complete on or around 21 February 2014. Further details of the Transactions, the Return of Value and the Share Consolidation, and of the expected timetable of events leading to their completion, are set out in the Circular.

If the Scheme becomes effective, it will be binding on all Vodafone shareholders, whether or not they attended or voted in favour of the Scheme and the resolutions at the Court Meeting and General Meeting.

Expected timetable of principal events:

Event	Time / Date
Completion of the Transactions	21 February 2014
Share consolidation and commencement of trading in New Ordinary Shares	8.00 a.m. on 24 February 2014
Verizon shares issued to shareholders	From 08.00 a.m. on 24 February 2014
Payment of cash entitlements under the Return of Value	4 March 2014

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All terms not defined in this announcement shall have the meaning given to them in the announcement on 2

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