

Vodafone Group Plc
Notice of Annual General Meeting
Tuesday, 30 July 2024 at 10.00 am

**This document is important and requires your immediate attention.
Please read it straight away.**

If you have any doubts about what action you need to take, you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or transferred all of your shares, you should pass this booklet and accompanying documents to the person through whom you sold or transferred them, to forward to the purchaser or transferee. If you have sold or transferred only part of your shareholding, you should keep these documents.



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vodafone.com/investor



Visit our online annual report:
vodafone.com/ar2024

Chair's letter

Vodafone Group Plc ('Vodafone' or the 'Company') will hold its fortieth annual general meeting ('AGM') at The Pavilion, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN. The meeting will start at 10.00 am on Tuesday, 30 July 2024.

Dear shareholder

The AGM is a valuable opportunity for shareholders to communicate directly with the Board and to ask questions. On behalf of the Board, I encourage you to attend the AGM and would urge you, regardless of the number of shares you own, to vote on the Resolutions set out on pages 9 to 17. If you are unable to attend the AGM, details of how to vote by proxy are set out on pages 18 to 20 of this document.

The AGM will be live webcast over the internet for registered shareholders, who will also be able to submit comments or questions for consideration by the Directors at the meeting. Instructions on how to submit a question can be found on page 22. Questions must be submitted by 6.30 pm on Friday, 26 July 2024.

The notice of meeting and the resolutions to be proposed, including explanatory notes to the resolutions, are on pages 9 to 17 of this document (the 'AGM Notice').

Directors

In accordance with the UK Corporate Governance Code 2018 (the 'Code'), all Directors of the Company will stand for election or re-election, as applicable, at the AGM. Accordingly, as part of the ordinary business of the meeting, resolutions 2 to 13 inclusive are to elect and re-elect Directors. During the year there have been several Board and Committee changes. Dame Clara Furse, Sir Crispin Davis and Valerie Gooding retired from their role as Non-Executive Directors on 25 July 2023 following the conclusion of the 2023 AGM. With effect from the same date, David Nish was appointed as Senior Independent Director, Maria Amparo Moraleda Martinez was appointed Chair of the Remuneration Committee and both Delphine Ernotte Cunci and Christine Ramon were appointed Workforce Engagement Leads. Having conducted a rigorous internal and external search, the Company announced the appointment of Luka Mucic as Group Chief Financial Officer with effect from 1 September 2023. Following receipt of the required regulatory approvals, Hatem Dowidar joined the Board as a Non-Executive Director and member of the Nominations and Governance Committee on 19 February 2024. Hatem's appointment was made pursuant to the terms of the strategic relationship agreement entered into between the Company and Emirates Telecommunications Group Company PJSC ('e&') in May 2023.

Chair's letter continued

Biographical details for each of the Directors together with a description of the importance of their contribution to the success of the Company and the reasons for their proposed election or re-election, as applicable, can be found on pages 3 to 8 of this document. Biographical details can also be found on pages 76 to 78 of the annual report and accounts for the year ended 31 March 2024 (the '2024 Annual Report') and on our website at vodafone.com/board.

After completing the Board evaluation process, the Board concluded that each existing Director proposed to be elected or re-elected continues to make a valuable contribution to Board meetings and to the meetings of the Committees on which they sit, and that the Directors work together effectively to contribute to the Company's long-term success.

The Board has carefully considered their commitments and determined that each Director has sufficient time to commit to their respective roles on the Board and to any Committees on which they sit, alongside any other external appointments which they hold. The determination is made based on the ability of each Director to commit sufficient time to fulfil their individual obligations rather than a strict numeric count of directorships. Hatem Dowidar holds an additional three listed non-executive directorships, two of which are on the boards of Etihad Etisalat Company (Mobily) and Maroc Telecom, which form part of the e& Group, and the role of Group CEO of e&. Whilst his position of Group CEO is not strictly a board appointment, we recognise that it may be considered as a comparable role.

The time commitments for the non-executive director appointments held by Hatem on the boards of Etihad Etisalat Company (Mobily) and Maroc Telecom are not considered as extensive as two stand-alone listed positions would be. Therefore, after due consideration, the Board are comfortable that Hatem has sufficient capacity to discharge his responsibilities.

Recommendation

Your Directors consider that Resolutions 1 to 23 set out on pages 9 to 17 of this document are in the best interests of the Company and its shareholders as a whole and recommend that shareholders vote 'FOR' the Resolutions. The results of voting on all the Resolutions will be announced via the Regulatory News Service and published on our website as soon as possible after the end of the AGM.

In addition to the AGM, we like to use our website and email to communicate with our shareholders. All shareholder communications, including this AGM Notice, a copy of the 2024 Annual Report and up-to-date shareholder information are available to view on the dedicated shareholder section of our website, vodafone.com/investors, and I would encourage you to make use of them.

Your Board appreciates your continuing support.

Jean-François van Boxmeer
Chair

The Board

External appointments listed are only those required to be disclosed pursuant to Listing Rule 9.6.

Jean-François van Boxmeer

**Chair – Independent on appointment
(tenure: 3 years)**

Skills and experience:

Jean-François was the Chief Executive of Heineken for 15 years, having been with the company for 36 years. Jean-François held a number of senior roles in Africa and Europe before joining Heineken's Executive Board in 2001 with worldwide responsibility for supply chain and technical services, as well as regional responsibility for the operating businesses in North-West Europe, Central and Eastern Europe and Sub-Saharan Africa.

Importance of contribution to the Company and reasons for re-election:

- Extensive international experience in driving growth through business-to-business and business-to-consumer business models, both of which are integral components of the Company's strategy and long-term success.
- Exposure to overseeing the management of complex and far-reaching transformational projects, including specific hands-on experience of the countries in which the Company operates.
- Skilled communicator with a strong track record of developing stakeholder relations and overseeing governance in the context of a large global firm, which, in his capacity as chairman of the Board, continues to be of great value to the Company.

External appointments:

- Heineken Holding N.V., non-executive director.

Margherita Della Valle

**Group Chief Executive – Executive Director
(tenure: 1 year (as Group Chief Executive))**

Skills and experience:

In addition to her role as Group Chief Financial Officer which she held since 2018, Margherita Della Valle was initially appointed Group Chief Executive on an interim basis, effective 1 January 2023. On 27 April 2023, we announced the permanent appointment of Margherita as Group Chief Executive with immediate effect. Margherita continued to serve as Group Chief Financial Officer until Luka Mucic was appointed on 1 September 2023. Margherita's previous roles within Vodafone were Deputy Chief Financial Officer from 2015 to 2018, Group Financial Controller, Chief Financial Officer for Vodafone's European region and Chief Financial Officer for Vodafone Italy. She joined Omnitel Pronto Italia – which later became Vodafone Italy – in 1994 and held key senior positions in consumer, marketing, business analytics and customer base management before moving to finance. After moving to a Group finance position in 2007, Margherita established a number of shared operations functions, which now employ over 31,700 people and provides a portfolio of services spanning IT operations, customer care, supply chain management, human resources and finance operations to 28 partners in other markets.

Importance of contribution to the Company and reasons for re-election:

- Strong commercial and operational leadership with expert knowledge of the global telecommunications landscape after close to three decades of direct industry experience.
- Considerable corporate finance and accounting experience, translating into an expert understanding of capital allocation, operational efficiency and investment appraisal.

The Board continued

- After almost 30 years at Vodafone, Margherita has a strong personal affiliation and understanding of the Company's culture and values, which help her represent the Company to all stakeholders and develop and implement the strategy. Proven record of developing the next generation of talent, including senior leadership within Vodafone and more broadly through her founding of NXT GEN Women in Finance, an initiative where European Chief Financial Officers identify, mentor and promote rising female stars in finance.

External appointments:

- Reckitt Benckiser Group plc, non-executive director and member of the audit committee.

Luka Mucic

Group Chief Financial Officer – Executive Director (tenure: <1 year)

Skills and experience:

Luka was appointed Group Chief Financial Officer and a member of the Vodafone Group Plc Board on 1 September 2023. Previously Luka was the Chief Operating Officer of SAP SE from 2014-2017 and its Chief Financial Officer from 2014 until 31 March 2023. During these roles, he was responsible for SAP's groupwide finance, legal, data protection, procurement, audit, risk management, security, IT, and process management functions. Luka began his career at SAP in 1996 and has held a series of management positions within the global finance and administration division. He assumed responsibility for M&A projects, as well as for the global risk management function of SAP and the legal department of SAP Markets Europe. After serving as CFO of SAP's DACH region (comprising Germany,

Austria and Switzerland) from 2008 to 2012, he became Head of Global Finance and a member of SAP's Global Managing Board in 2013. Luka also oversaw SAP's sustainability efforts and was responsible for SAP's Taulia and SAP Signavio business units.

Importance of contribution to the Company and reasons for re-election:

- Strong commercial and operational leadership with expert knowledge of the global finance landscape.
- A background in finance, legal, audit, risk management and IT allow Luka to be a balanced and highly knowledgeable Executive Director in technical Board discussions.

External appointments:

- Heidelberg Materials AG, supervisory board member.

Stephen A. Carter CBE

Non-Executive Director (tenure: 1 year)

Skills and experience:

Since becoming Group CEO of Informa plc in 2013, Stephen has led Informa plc through a transformation into an international leader in B2B events, digital services and academic markets. Prior to Informa, Stephen was President and Managing Director at Alcatel-Lucent, where he played a key role in restructuring the business, and investing in next-generation mobile network equipment product development delivery. Stephen also served a term as the founding CEO of Ofcom, the UK's telecommunication regulator, where he brought together five different regulatory authorities. After Ofcom, Stephen served as Chief of Strategy for the UK's Prime Minister, and then as a Minister of State for Communications, Technology & Broadcasting. Stephen later served as a non-executive director for the Department for Business, Energy and Industrial Strategy from 2016-2020.



Biographical details for each Director can also be found on our website at vodafone.com/board

Importance of contribution to the Company and reasons for re-election:

- Track record of value creation, with specific experience in the telecoms and media sectors.
- Experience in public policy, government affairs and regulatory engagement, which is welcomed in relation to the highly regulated environment within which the Company operates.

External appointments:

- Informa PLC, group chief executive.

Michel Demaré**Non-Executive Director (tenure: 6 years)****Skills and experience:**

Michel began his career at Continental Bank SA, Belgium, before spending 18 years with The Dow Chemical Company in several finance and strategy responsibilities in Benelux, France, the US and Switzerland. He was Chief Financial Officer Europe for Baxter International from 2002 to 2005, and Chief Financial Officer at ABB Group from 2005 to 2013. He also served as Interim CEO of ABB during 2008. He was independent vice-chairman at UBS Group from 2009 to 2019, and vice-chairman/chairman of Syngenta AG from 2013 to 2017.

Importance of contribution to the Company and reasons for re-election:

- Proven multinational business leader with substantial international finance, strategy and M&A experience.
- Highly skilled in governance and corporate stewardship, which Michel brings both to the Board and to each of the Committees of the Company on which he sits.

External appointments:

- AstraZeneca plc, non-executive chair, chair of the nomination and governance committee and member of the remuneration committee.

Hatem Dowidar**Non-Executive Director (tenure: <1 year)****Skills and experience:**

Hatem was appointed a Non-Executive Director and a member of the Vodafone Group Plc Board on 19 February 2024. Hatem brings 30 years of experience in multinational companies and more than 24 years of these within the telecommunications industry across various leadership positions. Hatem initially began his career in AEG/Deutsche Aerospace (Daimler Benz Group) in Egypt, before moving into marketing at Procter & Gamble, where he held several managerial roles. Prior to joining e& Group in September 2015, initially as Group Chief Operating Officer before being appointed Group Chief Executive Officer, Hatem held various leadership positions at Vodafone including Group Chief of Staff, Group Core Services Director, CEO of Vodafone Egypt and; CEO of Partner Markets.

Importance of contribution to the Company and reasons for re-election:

- Highly skilled strategist and visionary, with experience leading several ground-breaking strategic programmes.
- Extensive corporate governance experience through representation as chair and board member on several corporate boards within and outside of the telecommunications industry.

External appointments:

- Etihad Etisalat Company (Mobily), non-executive director*
- Maroc Telecom, non-executive director*
- BlackRock Frontiers Investment Trust Plc, non-executive director

* Please note these external appointments are part of the e& Group.

The Board continued

Delphine Ernotte Cunci

Non-Executive Director and Workforce Engagement Lead (tenure: 1 year)

Skills and experience:

Since 2015, Delphine has been President of France Télévisions, the French national public television broadcaster. Her mandate was extended in 2020, the first time this has happened to an incumbent President. Prior to that, Delphine spent 26 years at Orange S.A., where she became Deputy CEO in 2010 and led the successful turnaround of Orange France.

Importance of contribution to the Company and reasons for re-election:

- Considerable experience in the telecoms sector and, more recently, in media and technology, enhances Board understanding of trends relevant to the Company's operations and the wider European regulatory environment.
- Sound technical skills fostered by Delphine's engineering background and distinguished career at Orange provide relevant knowledge and experience to the Board's evaluation of specific opportunities within the telecoms and connectivity space.

Deborah Kerr

Non-Executive Director (tenure: 2 years)

Skills and experience:

Deborah is Managing Director at Warburg Pincus, where she serves as co-head of Value Creation. Deborah has previously held senior executive roles and non-executive appointments across a range of sectors, including senior executive roles at Sabre, the travel technology company, Fair Isaac Corp, the data analytics business, and Hewlett-Packard Company, where she was Chief Technology Officer for HP's Enterprise Services operations. Deborah was a non-executive director of EXLservice Holdings Inc, the business process solutions company and Chico's FAS, Inc. Deborah has also held non-executive roles at International Airline Group, the airline conglomerate, DH Corporation, a global FinTech solutions and service provider, and Mitchell International Inc, a privately owned global technology business.

Importance of contribution to the Company and reasons for re-election:

- A wealth of technological expertise, including an understanding of complex digital transformations, which continues to be central to the next phase of the Company's growth.
- Detailed knowledge of the technology market, which, in the context of her role as a member of the Audit and Risk Committee, affords insights into the risk profile of the Company as well as the sectors and markets within which it operates.

External appointments:

- NetApp, INC, non-executive director and member of the audit committee.

Maria Amparo Moraleda Martinez

Non-Executive Director (tenure: 6 years)

Skills and experience:

Amparo joined IBM in 1988 and spent more than 20 years with the company, becoming President of IBM Southern Europe in 2005. In 2009, Amparo joined Iberdrola S.A. where she was Chief Operating Officer of the International Division until 2012. Amparo is a member of the Royal Academy of Economic and Financial Sciences and was inducted into the Women in Technology International Hall of Fame in 2005.

Importance of contribution to the Company and reasons for re-election:

- A background in engineering, IT and technology equip Amparo with significant experience and the ability to provide valuable contributions during technical Board discussions.
- Corporate social responsibility experience and her experience as a champion of inclusion and diversity are significant assets in the context of her role as Chair of the Company's ESG Committee.

External appointments:

- Airbus Group, senior independent director, chair of remuneration, nominations and governance committee and member of ethics, compliance & sustainability committee.
- CaixaBank, non-executive director and chair of appointments and sustainability committee.
- A.P. Moller-Maersk, non-executive director, chair of the ESG committee and member of the audit committee.

David Nish

Non-Executive Director and Senior Independent Director (tenure: 8 years)

Skills and experience:

David was Group Finance Director of Scottish Power Plc from 1999 to 2005 having joined the company as Deputy Finance Director in 1997. Additionally, he was the Chief Executive Officer of Standard Life Plc from January 2010 to September 2015 having joined the company as Group Finance Director in November 2006. David was also a former Partner at Price Waterhouse, where he began his career as a trainee. Previous non-executive positions held by David include boards of HSBC Holdings Plc, London Stock Exchange Group Plc, Zurich Insurance Group Ltd, UK Green Investment Bank plc, Northern Foods Plc, Thus Plc, HDFC Life (India) and Royal Scottish National Orchestra. He was Deputy Chairman of the Association of British Insurers. He was also formerly a member of the City UK Board Advisory Committee and the Financial Services Advisory Board of the Scottish Government.

Importance of contribution to the Company and reasons for re-election:

- Wide-ranging operational and strategic experience as a senior leader and a deep understanding of financial and capital markets.
- Significant finance experience, bringing strong direction as the Chair of the Audit and Risk Committee through a focus on the risk and control environment and Group resilience.

The Board continued

Christine Ramon

Non-Executive Director and Workforce Engagement Lead (tenure: 1 year)

Skills and experience:

Christine was previously Chief Financial Officer and executive director of AngloGold Ashanti Ltd, a global gold mining company. Prior to AngloGold Ashanti, she was Chief Financial Officer of Sasol Ltd, a South African energy and chemicals company. Christine was also a former Chief Executive Officer at Johnnic Holdings Ltd, an investment holding company with interests in media, entertainment and telecommunications prior to joining Sasol. Additionally, she has worked at Pepsi as a Financial Controller. Christine has held non-executive director roles at the International Federation of Accountants, the global organisation for the accountancy profession, MTN Group Ltd, a South African telecommunications company, Lafarge S.A., a cement company, and Transnet SOC Ltd, a South African rail, port and pipeline company.

Importance of contribution to the Company and reasons for election:

- Considerable experience of African markets, which aid the Company with its ambition to be a best-in-class telecommunications company in both Europe and Africa.
- Up-to-date investor relations experience and strong ambassadorial skills developed through a distinguished executive career to date.
- Highly experienced corporate finance executive with extensive board expertise, which supplements the Board's financial, commercial and strategic expertise.

External appointments:

- Clicks Group Limited, non-executive director, member of the remuneration & nominations committee and member of the audit & risk committee.
- Discovery Limited, non-executive director, member of the audit committee and social and ethics committee, member of the remuneration committee and member of the treating the customers fairly sub-committee.

Simon Segars

Non-Executive Director (tenure: 1 year)

Skills and experience:

Simon was previously the CEO of Arm Ltd., the global leader in the development of semiconductor intellectual property. He successfully led the business from 2013 to 2022 and generated significant value for investors during his tenure. During 2017-2021, Simon was also a Board member of the SoftBank Group. Prior to joining Arm in 1991, he was an engineer at Standard Telephones and Cables.

Importance of contribution to the Company and reasons for re-election:

- Possesses significant understanding of technology trends and how these are reshaping industry landscapes, which are important in charting the Company's long-term strategic direction.
- Proven history of business transformation and corporate strategy in dynamic and swiftly evolving commercial environments.

External appointments:

- Dolby Laboratories, Inc., non-executive director.

Notice of meeting and resolutions to be proposed

Vodafone will hold its fortieth AGM at The Pavilion, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN on Tuesday, 30 July 2024 at 10.00 am.

The purpose of the AGM is to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 18 (inclusive) and 22 will be proposed as Ordinary Resolutions and Resolutions 19 to 21 (inclusive) and 23, will be proposed as Special Resolutions. There will be a poll vote on all Resolutions.

The Board recommends you vote 'FOR' Resolutions 1 to 23.

Report and accounts

1. To receive the Company's accounts, the strategic report and reports of the Directors and the auditor for the year ended 31 March 2024.

Note: Shareholders are required to receive the Company's accounts for the financial year which ended on 31 March 2024. These include both the consolidated accounts and Vodafone's stand-alone accounts, together with the strategic report and the reports of the Directors and the auditor. These are all contained in the 2024 Annual Report which can be found on our website at vodafone.com/ar2024.

Election and re-election of Directors

2. To re-elect Jean-François van Boxmeer as a Director.
3. To re-elect Margherita Della Valle as a Director.
4. To elect Luka Mucic as a Director.
5. To re-elect Stephen A. Carter CBE as a Director.
6. To re-elect Michel Demaré as a Director.
7. To elect Hatem Dowidar as a Director.
8. To re-elect Delphine Ernotte Cunci as a Director.
9. To re-elect Deborah Kerr as a Director.
10. To re-elect Maria Amparo Moraleda Martinez as a Director.
11. To re-elect David Nish as a Director.
12. To re-elect Christine Ramon as a Director.
13. To re-elect Simon Segars as a Director.

Note: Full biographical details of all the Directors who are proposed for election or re-election (as applicable) under Resolutions 2 to 13 can be found on pages 3 to 8 of this document, on pages 76 to 78 of the 2024 Annual Report and on our website at vodafone.com/board.

In accordance with the Company's Articles of Association and the Code, each year the Directors appointed by the Board are required to submit themselves for election at the first AGM following their appointment, and each other Director who is a Director at the date of this AGM Notice shall retire from office at the AGM and will be subject to re-election by the shareholders. The Board has reviewed the independence of its Non-Executive Directors and with the exception of Hatem Dowidar (the director representative of e&, appointed pursuant to the strategic relationship agreement between the Company and e&), has determined that each of them remains independent of management.

Notice of meeting and resolutions to be proposed continued

Following the outcome of the Board evaluation process, the Board concluded that each existing Director standing for election or re-election (as applicable) continues to make a valuable contribution to Board meetings and to the meetings of the Committees on which they sit, and that the Directors effectively work together to contribute to the Company's long-term success. The Board considers that each Director has sufficient time to commit to their respective roles on the Board and in any Committee on which they sit, alongside any other external appointments which they hold. This includes Hatem Dowidar who holds an additional three listed non-executive directorships, two of which are on the boards of Ethiad Etisalat Company (Mobily) and Maroc Telecom, which form part of the e& group, and the role of Group CEO of e&. Whilst his position of Group CEO is not strictly a board appointment, we recognise that it may be considered as a comparable role. The time commitments for the non-executive director appointments held by Hatem on the boards of Ethiad Etisalat Company (Mobily) and Maroc Telecom are not considered as extensive as two stand-alone listed positions would be. Therefore, after due consideration, the Board are comfortable that Hatem has sufficient capacity to discharge his responsibilities.

Final dividend

14. To declare a final dividend of 4.50 eurocents per ordinary share for the year ended 31 March 2024.

Note: This Resolution seeks shareholder approval for the final ordinary dividend recommended by the Directors. The Directors are recommending a final dividend of 4.50 eurocents per ordinary share. An interim dividend of 4.50 eurocents per ordinary share was paid on 2 February 2024, making a total dividend for the year of 9 eurocents per ordinary share. If approved, the final dividend will be paid on 2 August 2024 to shareholders on the register of members as at 5.00 pm on 7 June 2024.

Vodafone pays cash dividends by direct credit only. In order to receive your dividends directly into your bank or building society account on the dividend payment date, you will need to have provided your account details. Paying dividends into a bank or building society account is a quicker and more secure way for your dividends to be paid directly to you.

In instances where you have not provided valid account details to the Company's Registrar, Equiniti, your distributions due on these shares will be retained and you may be charged a fee for the dividend payment to be released unless you have instructed for your dividend to be reinvested into the Dividend Reinvestment Plan ('DRIP'). Shareholders who elect for the DRIP will automatically receive shares for all future dividends. Shareholders may cancel the election at any time by contacting the Company's Registrar, Equiniti.

Equiniti's contact details can be found on page 24 of this document.

Annual Report on Remuneration

15. To approve the Annual Report on Remuneration contained in the Remuneration Report of the Board for the year ended 31 March 2024 (the 'Annual Report on Remuneration').

Note: The Board must put the Annual Report on Remuneration to a shareholder vote under company law. As in previous years, this shareholder vote is advisory. The Annual Report on Remuneration is available to view in the 2024 Annual Report (pages 98 to 118) which is available on our website at vodafone.com/ar2024.

Auditor re-appointment

16. To re-appoint Ernst & Young LLP as the Company's auditor until the end of the next general meeting at which accounts are laid before the Company.

Note: The Company has to appoint the auditor at each general meeting at which accounts are presented, to hold office until the end of the next meeting of that type. This Resolution, which is recommended by the Audit and Risk Committee, proposes the re-appointment of Ernst & Young LLP as the Company's statutory auditor for the financial year ending 31 March 2025.

Auditor remuneration

17. To authorise the Audit and Risk Committee to determine the remuneration of the auditor.

Note: This Resolution follows best practice in corporate governance by separately seeking authority for the Audit and Risk Committee to determine the auditor's remuneration.

Authority to allot shares and authority to allot further shares as part of a rights issue

18. To renew the Board's power under Article 11.2 of the Company's Articles of Association to allot shares, grant rights to subscribe for shares and to convert any security into shares in the Company:

- a. up to an aggregate nominal amount of US\$1,888,414,791; and
- b. up to a further aggregate nominal amount of US\$1,888,414,791 only for the purposes of a rights issue:
 - to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and

- to people who are holders of or otherwise have rights to other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,

subject, in both cases, to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The Directors may use this power until the earlier of the end of the next annual general meeting of the Company or the close of business on 30 September 2025. This authority replaces all previous authorities.

Note: The Directors need authority from shareholders to be able to issue shares. This authority is renewed each year at the AGM. The Directors are seeking authority to be able to:

- issue shares equivalent to one-third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 20 May 2024 (Resolution 18a.); and
- issue shares equivalent to a further one-third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 20 May 2024 as part of a rights issue (Resolution 18b.). If the Directors exercised this authority, then all the Directors would offer themselves for re-election by the shareholders at the following AGM (as they do each year in the interests of good corporate governance).

Notice of meeting and resolutions to be proposed continued

The Company's Articles of Association and this Resolution allow the issue or sale of shares after the expiry of this authority if the agreement to issue or sell the shares is entered into while the authority is in force.

At the moment, the Company has no plans to undertake a rights issue or to issue new shares other than to meet its obligations under its executive and employee share plans. However, the Directors believe it to be in the best interests of the Company that they should continue to have this authority to respond to market developments and to enable shares to be issued to finance business opportunities as they may arise.

The Directors are aware of the latest IA Share Capital Management Guidelines published in February 2023, which update the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided that they will limit the relevant limb of the allotment authority (Resolution 18b.) to rights issues in line with past practice but will keep emerging market practice under review, and consider the current limitation to rights issues provides sufficient flexibility to the Company at present.

At 20 May 2024, the Company held 1,780,042,197 treasury shares, which represents 6.58 percent of the total number of ordinary shares in issue, excluding treasury shares, at that date.

Disapplication of pre-emption rights

19. If Resolution 18 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- a. to the allotment of equity securities and sale of treasury shares in connection with a pre-emptive offer (as defined in the Company's Articles of Association) (but, in the case of authority granted under Resolution 18b., by way of a rights issue); and
- b. to the allotment of equity securities and sale of treasury shares (otherwise than under paragraph a. above) up to an aggregate nominal amount of US\$283,262,219,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 19 is proposed as a Special Resolution

Note: Under company law, where shares are issued or treasury shares are sold for cash they must first be offered to the existing shareholders on a pre-emptive basis in accordance with a particular procedure set out in company law (unless they are issued or sold in connection with an employee share scheme). The Directors are seeking authority (with Resolutions 19 and 20) to be able to issue shares or sell treasury shares for cash in certain circumstances. Seeking the disapplication of pre-emption rights in these circumstances gives the Directors flexibility to make an offer to shareholders without following the particular procedure in company law. This enables the Directors to make arrangements in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in countries outside the UK or any other matter.

Resolution 19 allows the Directors to allot shares and sell treasury shares for cash (i) in connection with a pre-emptive offer or, in the case of authority granted under Resolution 18b., a pre-emptive rights issue, or (ii) otherwise up to a nominal value of US\$283,262,219, equivalent to just less than 5 percent of the total issued ordinary share capital of the Company excluding treasury shares and 4.69 percent of the total issued ordinary share capital of the Company including treasury shares, as at 20 May 2024, in each case without first having to offer them to existing shareholders in proportion to their holdings.

The Directors are also seeking authority to disapply pre-emption rights in respect of allotments of shares and sales of treasury shares for cash representing no more than an additional 5 percent of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment (see Resolution 20).

The Board intends to continue to not allot shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis under the authority in Resolution 19 in excess of an amount equal to 7.5 percent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, other than with prior consultation with shareholders or in connection with an acquisition or specified capital investment which is announced together with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

In respect of the authority sought under Resolutions 19 and 20, the Directors acknowledge the provisions of the Pre-Emption Group's most recent Statement of Principles published in November 2022 (the '2022 Statement of Principles'). However, at this time, the Directors consider it appropriate to retain the previous limits of 5 percent of the issued ordinary share capital of the Company in Resolutions 19 and 20 and have not adopted the increased limits of 10 percent set out in the 2022 Statement of Principles nor specifically provided for follow-on offers. The Directors will keep emerging market practice under review but consider that the limits of 5 percent provide sufficient flexibility to the Company at present. The Directors confirm that, in considering the exercise of the authority under Resolutions 19 and 20, they intend to follow the shareholder protections set out in Part 2B of the 2022 Statement of Principles to the extent reasonably practicable and relevant (as the Company is not seeking authority for follow-on offers).

Notice of meeting and resolutions to be proposed continued

Additional authority for disapplication of pre-emption rights

20. If Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 19 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$283,262,219; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2025) but, in each case, prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 20 is proposed as a Special Resolution

Note: The purpose of Resolution 20 is to authorise the Directors to allot new shares under the allotment authority given by Resolution 18, or sell treasury shares, for cash up to a further nominal amount of US\$283,262,219, equivalent to just less than 5 percent of the total issued ordinary share capital of the Company as at 20 May 2024, exclusive of treasury shares and 4.69 percent of the total issued ordinary share capital of the Company including treasury shares, only in connection with an acquisition or specified capital investment which is announced together with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue.

If the authority given in Resolution 20 is used, the Company will publish details of the placing in its next Annual Report.

Share buyback

21. To authorise the Company, for the purposes of Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary shares of 20²⁰²¹ US cents each in the capital of the Company provided that:

- a. the maximum aggregate number of ordinary shares which may be purchased is 4,053,092,397;
- b. the minimum price which may be paid for each ordinary share is 20²⁰²¹ US cents;
- c. the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed the higher of:

- 5 percent above the average market price of such shares on the London Stock Exchange Daily Official List for the five business days prior to the date of purchase; and
- the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

This authority will expire at the earlier of the end of the next annual general meeting of the Company or at the close of business on 30 September 2025, unless the authority is renewed before then (except in relation to a purchase of ordinary shares where the contract was concluded before the expiry of the authority but which might be executed wholly or partly after that expiry).

Resolution 21 is proposed as a Special Resolution

Note: Resolution 21 grants authority to the Company to purchase up to 4,053,092,397 ordinary shares (being just less than 15 percent of the issued share capital of the Company (excluding treasury shares) as at 20 May 2024, the last practicable date prior to the publication of this AGM Notice) until the earlier of the next AGM of the Company in 2025 or at the close of business on 30 September 2025, whichever occurs first. The Company's exercise of this authority is subject to the upper and lower limits on the price payable set out in the Resolution.

Similar resolutions granting authority to repurchase shares up to 10 percent of the issued share capital of the Company (excluding treasury shares) have been approved by shareholders in previous years. The existing authority to buy back shares expires at the end of the 2024 AGM. During the financial year ended 31 March 2024, the Company did not purchase any ordinary shares in the capital of the Company.

On 15 March 2024, the Company announced an intention to undertake a share buyback programme of up to €2.0 billion, expected to commence following the completion of the sale of Vodafone Spain to Zegona Communications Plc. As part of this, an initial €500 million share buyback programme commenced on 15 May 2024, following receipt of final regulatory approval for the sale of Vodafone Spain. The Company also announced the opportunity for further share buybacks of up to €2.0 billion following the completion of the sale of Vodafone Italy to Swisscom AG.

This year, authority is therefore being sought to repurchase just less than 15 percent of the issued share capital of the Company in order to continue to facilitate these specific transaction proceeds-related share buyback programmes following the 2024 AGM.

Under UK company law, the Company can:

- hold the shares it has repurchased as treasury shares and resell them for cash or cancel them, either immediately or in the future; or
- use them for the purposes of its employee share schemes.

Notice of meeting and resolutions to be proposed continued

The Directors intend for the shares purchased under this authority to be held in treasury and cancelled on a periodic basis. It is not intended that the Company would hold more than 10 percent of its issued share capital in treasury at any time.

Any treasury shares sold by the Company will count towards the number of shares which, if Resolutions 19 and 20 are passed, may be issued or sold without first offering them to existing shareholders (except when sold in connection with an employee share scheme).

The Board carefully considered the implementation of these share buyback programmes in the context of a broad capital allocation review, considering the investment profile of the Group's strategy within its reshaped footprint, as set out in the announcement on 15 March 2024.

The total number of warrants and options to subscribe for shares issued by the Company outstanding as at 20 May 2024 was 314,526,398. This represents 1.16 percent of the issued share capital at that date (excluding treasury shares). If the Company was to purchase the maximum number of shares permitted under this Resolution, then the total number of warrants and options to subscribe for shares issued by the Company outstanding at 20 May 2024 would represent 1.37 percent of the total issued ordinary share capital (excluding treasury shares).

Political donations and expenditure

22. To authorise the Company and its subsidiaries during the period this Resolution has effect, for the purposes of Part 14 of the Companies Act 2006:

- a. to make political donations to political parties and/or independent election candidates not exceeding £100,000;

- b. to make political donations to political organisations other than political parties not exceeding £100,000; and
- c. to incur political expenditure not exceeding £100,000,

provided that the aggregate of donations and expenditure under (a), (b) and (c) does not exceed £100,000.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are revoked without prejudice to any donation made or expenditure incurred before those authorisations or approvals were revoked. This authority will expire at the earlier of the end of the next annual general meeting of the Company or at the close of business on 30 September 2025.

Words and expressions defined for the purpose of the Companies Act 2006 have the same meaning in this Resolution.

Note: The Companies Act 2006 requires shareholder approval for donations by companies to:

- registered political parties;
- other political organisations;
- independent election candidates,

totalling more than £5,000 in any 12-month period; and

- incur any political expenditure (subject to limited exceptions).

The definition of donation in this context is very wide and extends to bodies concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though doing so would not be designed to support or influence support for a particular political party.

The existing authority for these payments expires at the end of the Company's 2024 AGM.

The Company's policy is still not to make political donations or incur political expenditure as those expressions are normally understood. However, the Directors consider that it is in the best interests of the shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertently infringing the Companies Act 2006, the Directors are seeking authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the date of the AGM in 2024 to the end of the AGM in 2025 or at the close of business on 30 September 2025 (whichever occurs first). This is subject to a maximum aggregate amount of £100,000.

No payments have been made under previous authorities given in this regard and the Company has no current intention to use this authority in the subsequent year.

Consent to short notice

23. To authorise the Board to call general meetings (other than annual general meetings) on a minimum of 14 clear days' notice.

Resolution 23 is proposed as a Special Resolution

Note: The Directors would like to be able to call general meetings (other than AGMs) on 14 clear days' notice (rather than the default 21 days specified under the Companies Act 2006).

Resolution 23 seeks approval to be able to do this, effective until the end of the Company's AGM in 2025. The shorter notice period of 14 clear days will not be routinely used for general meetings, but will only be used where the business of the meeting merits that flexibility and the Directors believe it to be beneficial to shareholders as a whole.

The Company intends to seek this authority each year.

The shorter notice period of 14 clear days will not be routinely used for general meetings, but will only be used where the business of the meeting merits that flexibility and the Directors believe it to be beneficial to shareholders as a whole.

The Company meets the requirements for electronic voting under the relevant regulations to be able to call a general meeting on 14 clear days' notice.

Your Directors are recommending that shareholders vote 'FOR' Resolutions 1 to 23 as they intend to do for their own shareholdings in Vodafone.

By Order of the Board

Maaik de Bie

Company Secretary

Vodafone House, The Connection, Newbury,
Berkshire RG14 2FN, United Kingdom

24 May 2024

Notes to the AGM Notice

1. Information rights

Any person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The rights relating to proxy appointments in these notes do not apply directly to Nominated Persons.

2. Documents available for inspection

Copies of the Directors' service contracts and the terms and conditions of appointment of all Non-Executive Directors and a copy of this AGM Notice will be available for inspection at the registered office of the Company and at the offices of Slaughter and May, 1 Bunhill Row, London EC1Y 8YY during normal business hours on any weekday (excluding public holidays) from the date of this AGM Notice until (and including) the date of the AGM, and at The Pavilion, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN from 9.45 am on that date until the end of the AGM. A copy of this AGM Notice and other information required by Section 311A of the Companies Act 2006 is also available on the Company's website at vodafone.com/agm.

3. Entitlement to attend and vote

The Company will determine which shareholders are entitled to attend and vote at the AGM, and the number of votes which may be cast, by reference to the Company's shareholder register at 6.30 pm on Friday, 26 July 2024 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting. In each case, changes to the shareholder register after that time will not be taken into account.

Shareholders are reminded of their right under section 360BA of the Companies Act 2006 to request, within thirty days following the AGM, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.

4. Appointing a proxy:

Direct Shareholders

A shareholder holding shares directly on the register of members (a 'Direct Shareholder') may appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the AGM.

Direct Shareholders can register proxy appointments and instructions by using one of the following methods:

- visiting our website, vodafone.com/agm, and following the 'Vote Online' link. Please ensure you have your Shareholder Reference Number to hand. These are shown on the proxy form. For shareholders who have elected to receive notice via email, and who have therefore not received a proxy card, a proxy or proxies may be appointed electronically by logging into their Portfolio at www.shareview.co.uk;

- completing and signing the proxy form and returning it in the addressed envelope along with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; or
- submitting a CREST message, if you are a CREST member. Please see Note 8 on the proxy form for details.

All proxy appointments and instructions, by whichever method you choose, must be received by the Company's registrars, Equiniti Limited (the 'Registrars') by 10.00 am on Friday, 26 July 2024, or if the meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting. You are encouraged to choose electronic proxy appointment and instructions.

If you appoint a proxy, you will still be able to come to the AGM in person and vote, if you wish to do so.

5. Appointing a proxy:

VSA members

Shareholders who hold shares through the Vodafone Share Account ('VSA') and cannot attend the meeting in person can instruct Equiniti Financial Services Limited (the 'Nominee') to vote on their behalf, using one of the following methods:

- visiting our website, vodafone.com/agm, and following the 'Vote Online' link. Please ensure you have your Shareholder Reference Number to hand. These are shown on the front of the voting instruction form; or
- completing and signing the voting instruction form and returning it in the addressed envelope.

All voting instructions, by whichever method you choose, must be received by our Registrars by 10.00 am on Thursday, 25 July 2024, or if the meeting is adjourned, 72 hours (excluding non-working days) before the time set for the adjourned meeting. You are encouraged to choose the electronic method.

If you instruct the Nominee to vote for you, you will still be able to come to the AGM in person and vote, if you wish to do so.

6. Using the CREST service

Proxy Instruction

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by following the procedures described in the CREST Manual (available via euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, to be valid, be transmitted so as to be received by Equiniti Limited (RA19) by the latest time for receipt of proxy appointments specified in Note 4. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Notes to the AGM Notice continued

After this time any change of instructions to a proxy appointed through CREST should be communicated to them by other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you appoint a proxy via the CREST electronic proxy appointment service, you will still be able to come to the AGM in person, if you wish to do so.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 am on Friday, 26 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. Corporate representatives

A shareholder that is a company or other organisation not having a physical presence cannot attend in person and must therefore appoint someone to represent it. Company law provides for two alternative methods to do this: the appointment of a proxy (described above) or a corporate representative.

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares. Shareholders considering the appointment of a corporate representative are recommended to check their legal position and also view the Company's Articles of Association, available on vodafone.com/governance.

Corporate representatives wishing to attend the AGM are recommended to pre-register with the Registrars and then arrive at the registration desks in good time before the start of the meeting, particularly if representing a number of different holdings. Typically, this might need to be at least 30 minutes before the start of the meeting.

8. Electronic addresses

Electronic addresses provided in this AGM Notice, the proxy form and voting instruction form are provided only for those purposes expressly stated.

9. Joint holders

In the case of joint holders, where more than one of the joint holders completes a proxy form or VSA Voting Instruction Form for the joint holding, only the form submitted by the holder whose name appears first in the Company's register of members will be accepted.

10. Total voting rights and share capital

As at 20 May 2024, which is the latest practicable date before publication of this AGM Notice, the Company had 28,818,683,938 ordinary shares of 20²⁰²¹ US cents each (including treasury shares) and 50,000 7 percent cumulative fixed rate shares of £1 each. The total number of votes exercisable as at 20 May 2024 was 27,038,641,741. The holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands every ordinary shareholder who is present and entitled to vote has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote.

On a vote by poll every ordinary shareholder who is present in person or by proxy has one vote for every ordinary share held. The holders of 7 percent cumulative fixed rate shares are only entitled to attend and vote at general meetings of the Company in very limited circumstances, as set out in the Articles of Association of the Company.

Each of the Resolutions to be put to the meeting will be voted on by way of a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.

11. Right to request a statement from the Company

Shareholders should note that, under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish, on a website, a statement setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM, or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

Notes to the AGM Notice continued

12. Right to ask questions at the AGM

Any shareholder has the right to ask questions in relation to the business of the AGM. Shareholders are invited to send questions or comments relating to the business being dealt with at the AGM by email to VodafoneAGMQuestions@equiniti.com. Questions or comments must be received by 6.30 pm on Friday, 26 July 2024. Any shareholder attending the AGM in person also has the right to ask questions. The Company must give an answer to any such question relating to the business being dealt with at the AGM except if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

13. Right to propose a resolution

Under Section 338 and Section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company (a) to give to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM, and/or (b) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, and must be received by the Company not later than 16 June 2024 which is six clear weeks before the AGM. In the case of a matter to be included in the business only, it must also be accompanied by a statement setting out the grounds for the request.

14. Data protection

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number. The Company and any third party to which it discloses the data (including our Registrars) may process your personal data in accordance with the Company's privacy policy for the purposes of compiling and updating the Company's records and fulfilling the Company's legal obligations. The Company's shareholder privacy policy is available online at vodafone.com/shareholdercentre.

Shareholder attendance, enquiries and information

Getting to the AGM venue

There is a map showing how to find the Pavilion on page 25 of this AGM Notice.

For your personal safety and security, there may be checks and bag searches of those attending the meeting. It is recommended that you arrive a little early to allow time for these procedures. Recording equipment, cameras and other items that might interfere with the meeting will not be permitted inside the venue. Please be advised that you will be unable to bring food or drink into the meeting.

Registration

The AGM will start at 10.00 am. Registration will take place from 9.00 am.

Please make sure you bring photographic ID and your Shareholder Reference Number (found on the proxy form or voting instruction form) or a copy of the email notification of this booklet (if we communicate with you electronically), as this will help you with registration formalities.

Shareholders will have the opportunity to ask questions relating to the business of the meeting.

If you cannot attend

The AGM will be webcast live on the Company's website for registered shareholders. For more information on how to view the webcast, please visit vodafone.com/agm.

If you hold your shares directly on the share register you can register your proxy appointment and instructions using one of the methods in Note 4 to the AGM Notice. You may appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to a different share or shares held by you.

If you are a VSA member you can attend, speak and vote at the AGM or, if you do not wish to attend in person, you may instruct the Nominee, Equiniti Financial Services Limited, to vote these shares on your behalf using one of the methods in Note 5 to the AGM Notice.

A proxy does not need to be a shareholder of the Company. Shareholders who have lodged a proxy (whether by post, via the internet, or by submitting a CREST message (if applicable)) may still attend and vote at the AGM themselves.

2024 Annual Report and AGM Notice

The Company's 2024 Annual Report is available online at vodafone.com/ar2024. Hard copies of the 2024 Annual Report and this AGM Notice are available by contacting the Registrars whose contact details can be found on page 24.

Manage your shareholding online

Holders of ordinary shares may view and update details of their shareholding and dividend payment instructions, subject to passing an identity check, on the Registrars' website at www.shareview.co.uk.

You will need your eleven-digit Shareholder Reference Number which is printed on your proxy form or voting instruction form.

Dividend payments by direct credit

The Company pays cash dividends to holders of ordinary shares by direct credit only. To receive dividends directly into your account, you should ensure that your payment instructions are registered with our Registrars – see 'Manage your shareholding online' above.

Customer Services

Customer Services representatives will be available at the AGM venue to support with customer related matters. If you cannot attend and would like to enquire about a customer related matter, please contact 191 from your mobile free of charge if you are a Vodafone customer in the UK, or 0333 304 0191 (standard charges apply) using any other UK mobile or landline.

If you are calling from outside of the UK, please contact +447836 191191. This is free of charge if you are a Vodafone customer, otherwise standard charges apply.

Registrars/shareholder enquiries

The Company's ordinary share register is maintained by:

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
United Kingdom

Telephone: +44 (0) 371 384 2532

The Company's VSA register is maintained by:

Equiniti Financial Services Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
United Kingdom

Any queries about the AGM should be directed to the Company's Registrars as detailed above.

AGM information

Date	Tuesday, 30 July 2024
Location	The Pavilion, Vodafone House, The Connection, Newbury, RG14 2FN
Nearest train station	Newbury Station
Transportation	If you are arriving by car, parking spaces will be available in Car Park 1
Key timings	9.00 am registration opens 10.00 am AGM starts

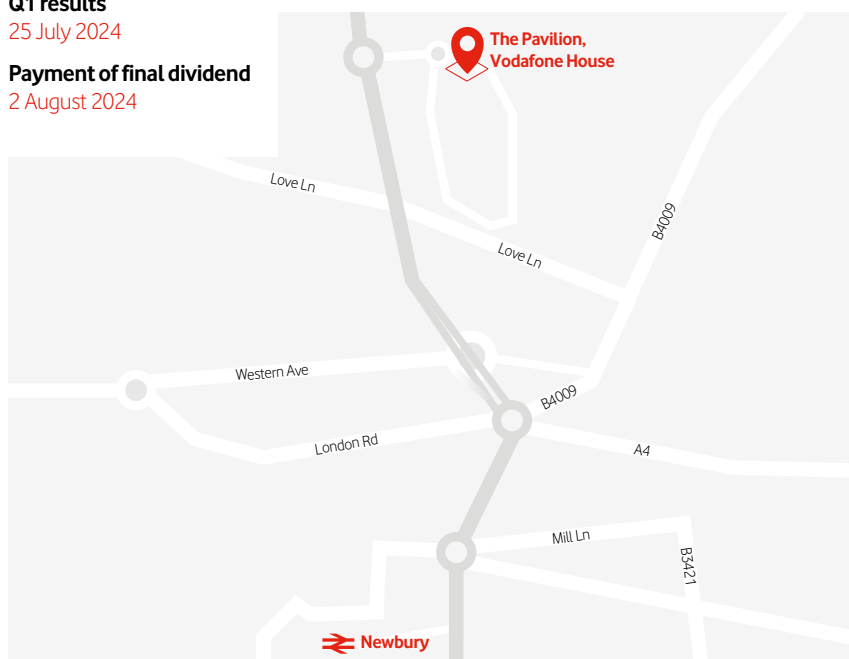
Upcoming dates

Q1 results

25 July 2024

Payment of final dividend

2 August 2024



Vodafone Group Plc

Registered office:
Vodafone House
The Connection
Newbury
Berkshire RG14 2FN
United Kingdom

Tel: +44 (0) 1635 33251

Registered in England and Wales No. 1833679

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