



December 2013

Dear ADS Holder,

I am writing to you regarding certain steps that will shape the future of Vodafone. It is important that you have your say as shareholder on these steps. This letter uses certain defined terms which are not defined herein, but are defined in Part XIII of the Circular.

What is happening?

On 2 September 2013, Vodafone announced its agreement to sell its US group whose principal asset is its 45% interest in Verizon Wireless to Verizon Communications Inc. (“**Verizon**”) for approximately US\$ 130 billion mainly in cash and Verizon shares. Vodafone will also acquire Verizon’s 23% stake in Vodafone Italy, thereby securing full ownership. Together, these are known as the “**Transactions**”.

We also announced our intention to carry out a return of value to shareholders, partly in cash and partly in Verizon Shares, totalling approximately US\$ 84.0 billion (the “**Return of Value**”) equivalent to US\$ 17 per ADS at current prices. In connection with the Transactions and the Return of Value, Vodafone proposes to carry out a share consolidation (the “**Share Consolidation**”). The Transactions, the Return of Value, the Share Consolidation and all related matters are referred to as the “**Proposals**” in this letter.

Shareholder meetings and voting

Approval by Vodafone shareholders will be required at two meetings—a Court Meeting and a General Meeting of the Company (the “**Meetings**”)—both to be held on 28 January 2014. We strongly encourage all shareholders to exercise their voting rights. Please either attend the Meetings or return your ADS Proxy Card.

If you hold your American depository shares (ADS) on 12 December 2013, you will be entitled to vote on the Proposals. If you are a registered holder of ADSs you should have received an ADS Proxy Card with this letter which enables you to (i) attend, speak and vote at the Meetings, (ii) appoint another person to attend, speak and vote on your behalf at the Meetings, or (iii) instruct The Bank of New York Mellon (as Depository for the ADSs) how to vote on the matters to be considered at the Meetings. If you hold ADSs through a broker or other securities intermediary, you should receive instructions from that securities intermediary indicating the manner in which you may provide voting instructions and the date and time by which those instructions must be received.

What is enclosed with this letter?

1. A Circular containing information on the Proposals to be approved by Vodafone shareholders and notices convening the Meetings. This Circular contains information regarding the Transactions and the Proposals, including the resolutions proposed at the Meetings (see page 48) and the Board’s voting recommendation (see page 18). I encourage you to carefully read the accompanying Circular.
2. An ADS Proxy Card (for ADS holders) in relation to the Meetings. Your votes are important to the success of the Scheme and we encourage you to vote. If you wish to instruct The Bank of New York Mellon on how to vote on the shares underlying your ADSs, your ADS Proxy Card must be received by no later than 5.00 p.m. (New York time) on 23 January 2014 (for votes returned by mail) or 5.00 p.m. (New York time) on 22 January 2014 (for votes received by telephone or internet).

Helplines

If you are a holder of ADSs and have any questions on the Circular, the Meetings or relating to the completion and return of the ADS Proxy Card, please contact The Bank of New York Mellon on 1-888-985-2038 if calling from inside the United States or 1-312-360-5214 if calling from outside the United States between 8.00 a.m. and 8.00 p.m., New York time (excluding US holidays). The helpline cannot provide financial or tax advice or advice on the merits of the Scheme or the Proposals.

Thank you for taking the time to read through this Letter and the Circular and I thank you in advance for voting.

Yours faithfully,

Gerard Kleisterlee
Chairman
Vodafone Group Plc

TIMETABLE FOR ADS HOLDERS

The dates below are based on our current expectations and may be subject to change—if they do change, we will make an announcement through a Regulatory Information Service. Details of the revised times and/or dates will also be available at vodafone.com/investor.

Event	Time and/or date
Voting record date for ADS holders	12 December 2013
Latest time for receipt of ADS proxy instructions by telephone and internet	5.00 p.m. (New York time) 21 January 2014
Latest time for receipt of ADS Proxy Cards	5.00 p.m. (New York time) 22 January 2014
Court Meeting	11.00 a.m. (London time) 28 January 2014
General Meeting	11.15 a.m. (London time) 28 January 2014
ADS Distribution Record Time	Close of business (New York time) 20 February 2014
Completion of the Transactions	21 February 2014
Share Consolidation	8.00 a.m. (London time) 24 February 2014
Ex-Date for ADSs to receive the Return of Value	24 February 2014
Commencement of trading in New ADSs	Open of business (New York time) 24 February 2014
Entitlements to Verizon Consideration Shares and New ADSs credited to the Depository Trust Company (DTC) and registered in the Direct Registration System (DRS)	24 February 2014
Verizon Consideration Shares commence trading on the NYSE	Open of business (New York time) 24 February 2014
DTC allocates Verizon Consideration Shares and New ADSs to DTC participants	Open of business (New York time) 27 February 2014
Payments in respect of Cash Entitlements credited to DTC	4 March 2014
Checks in respect of Cash Entitlements for holders of ADSs in registered form posted	4 March 2014
DRS advices for New ADSs posted to ADS holders	4 March 2014
DRS advices for Verizon Consideration Shares posted to ADS holders	4 March 2014
Payments in respect of fractional entitlements to Verizon Consideration Shares and New ADSs (as applicable) made by electronic transfer to DTC	by 10 March 2014
Checks in respect of fractional entitlements to Verizon Consideration Shares and New ADSs of holders of ADSs in registered form posted	by 10 March 2014

Vodafone Group Plc

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Registered in England No. 1833679