

SH01

Return of allotment of shares

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☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscrip
on formation of the company or
for an allotment of a new class o
shares by an unlimited company

TUESDAY



L85Y4YCJ
LD5 21/05/2019 #69
COMPANIES HOUSE

1 Company details

Company number 0 1 8 3 3 6 7 9

Company name in full VODAFONE GROUP PLC

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date ^d 0 ^d 3 ^m 1 ^m 0 ^y 2 ^y 0 ^y 1 ^y 8
To Date ^d ^d ^m ^m ^y ^y ^y ^y

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
USD	Ordinary	4,980	\$0.20 20/21	\$2.11045272	\$0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
USD	Ordinary	28,815,252,478	\$6,037,486,960.20	
Totals		28,815,252,478	\$6,037,486,960.20	

GBP	7% Cumulative Fixed Rate	50,000	£50,000.00	
Totals		50,000	£50,000.00	

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
28,815,252,478 + 50,000	\$6,037,486,960.20 + £50,000.00	\$0.00+£0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share	Ordinary Shares
Prescribed particulars ①	SEE CONTINUATION SHEET

Class of share	7% Cumulative Fixed Rate Shares
Prescribed particulars ①	SEE CONTINUATION SHEET

Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Group Corporate Secretariat**

Company name **Vodafone Group Plc**

Address **One Kingdom**

Paddington Central

Post town **London**

County/Region **London**

Postcode **W 2 6 B Y**

Country

DX

Telephone

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>1. Right of ordinary shares to profits Any dividend payable shall be distributed to the appropriate shareholder pro rata according to the number of shares held by them.</p> <p>2. Right of ordinary shares to capital On a capital distribution (including on winding up), the ordinary shares confer full rights but they do not confer any rights of redemption, and shall rank after the FRS shares of £1 each.</p> <p>3. Voting rights of ordinary shares The ordinary shares shall confer, on each holder of ordinary shares, the right to receive notice and to attend, speak and vote at all general meetings of the company, and each ordinary share shall carry one vote per share. Where a share is held by joint shareholders, any one joint shareholder can vote at any general meeting (either personally or by proxy) in respect of such shares as if he were the only shareholder. If more than one of the joint shareholder votes (either personally or by proxy), the only vote which will count is the vote of the one of them that is listed first on the register for the share.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	7% Cumulative Fixed Rate Shares	
Prescribed particulars	<p>1.Right of Fixed Rate Shares ("FRS") to profits</p> <p>1.1 If the Company has profits which are available for distribution and the directors resolve that these should be distributed, the FRS holders are entitled, before the holders of any other class of shares, to be paid in respect of each financial year or other accounting period of the Company a fixed cumulative preferential dividend ("preferential dividend") at the rate of 7 per cent. per annum on the nominal value of the FRS which is paid-up or treated as paid-up.</p> <p>1.2 Subject to Article 1.3 below, the preferential dividend will be paid yearly, on 31 March in respect of each financial year ending on or before that date. If this date is not a working day, the payment will be made on the next working day.</p> <p>1.3 When the Company has to calculate a dividend on the FRS for a period other than a calendar year ending on 31 March (being another accounting period, the first dividend period arising for the FRS or otherwise), the daily dividend rate will be worked out by dividing the yearly dividend rate by 365 days. This daily rate will then be multiplied by the actual number of days which have passed in the relevant period, but not including the date of payment, to give the amount payable for that period.</p> <p>1.4 Except as provided in this Article, the FRS do not have any other right to share in the Company's profits.</p> <p>2 Right of FRS to capital</p> <p>2.1 If the Company is wound up (but in no other circumstances involving a repayment of capital or distribution of assets to shareholders whether by reduction of capital, redeeming or buying back shares or otherwise), the FRS holders will be entitled, before the holders of any other class of shares to: - repayment of the amount paid-up or treated as paid-up on the nominal value of each FRS - the amount of any dividend which is due for payment on, or after, the date the winding up commenced which is payable for a period ending on or before that date. This applies even if the dividend has not been declared or earned - any dividend arrears on any FRS held by them. This applies even if the dividend has not been declared or earned, and - a proportion of any dividend in respect of the financial year or other accounting period which began before the winding up commenced but ends after that date. The proportion will be the amount of the dividend that would otherwise have been payable for the period which ends on that date. This applies even if the dividend has not been declared or earned.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	7% Cumulative Fixed Rate Shares	
Prescribed particulars	<p>2.2 If there is a winding up to which Article 2.1 applies, and there is not enough to pay the amounts due on the FRS, the FRS holders will share what is available in proportion to the amounts to which they would otherwise be entitled. The FRS holders will be given preference over the holders of other classes of shares which rank behind them in sharing in the Company's assets.</p> <p>2.3 Except as provided in this Article 2, the FRS do not have any other right to share in the Company's surplus assets.</p> <p>3 Voting rights of FRS</p> <p>3.1 The FRS holders are only entitled to receive notice of General Meetings, or to attend, speak and vote at General Meetings, as follows: - If a resolution is to be proposed at the General Meeting to wind up the Company, they are entitled to receive notice of the General Meeting and can attend, but are not entitled to speak or vote, and - If a resolution is to be proposed at the General Meeting which would vary or abrogate the rights attached to the FRS, they are entitled to receive notice of the General Meeting and are entitled to attend, speak and vote but only in respect of such resolution or any motion to adjourn the General Meeting before such resolution is voted on.</p> <p>3.2 If the FRS holders are entitled to vote at a General Meeting, each FRS holder present in person or by proxy has one vote on a show of hands and on a poll every FRS holder who is present in person or by proxy shall have one vote in respect of each fully-paid FRS.</p>	