

**Return of Allotment of Shares**Company Name: **VODAFONE GROUP PUBLIC LIMITED COMPANY**Company Number: **01833679**Received for filing in Electronic Format on the: **09/07/2019**

X89CU43E

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
03/07/2019

Class of Shares: ORDINARY**Currency: USD****Number allotted 620030****Nominal value of each share 0.209524****Amount paid: 1.60737****Amount unpaid: 0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	28815908498
Currency:	USD	Aggregate nominal value:	6037624412.13

Prescribed particulars

ORDINARY SHARES OF US\$0.20 20/21 EACH

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.

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.

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.

Class of Shares:	7%	Number allotted	50000
	CUMULATIVE	Aggregate nominal value:	50000
	FIXED		
	RATE		

Currency: **GBP**

Prescribed particulars

1. RIGHT OF FIXED RATE SHARES ("FRS") TO PROFITS

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.

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.

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.

1.4 EXCEPT AS PROVIDED IN THIS ARTICLE, THE FRS DO NOT HAVE ANY OTHER RIGHT TO SHARE IN THE COMPANY'S PROFITS.

2 RIGHT OF FRS TO CAPITAL

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.

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.

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.

3 VOTING RIGHTS OF FRS

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. 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.

Statement of Capital (Totals)

Currency:	USD	Total number of shares:	28815908498
		Total aggregate nominal value:	6037624412.13
		Total aggregate amount unpaid:	0
Currency:	GBP	Total number of shares:	50000
		Total aggregate nominal value:	50000
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.