

Company No: 01833679

COMPANIES ACT 2006

Public Company Limited by shares

THURSDAY



LD5 *L8AGS6RN* 25/07/2019 #97
COMPANIES HOUSE

ORDINARY AND SPECIAL RESOLUTIONS

of

VODAFONE GROUP PLC (the "Company")

Passed on Tuesday 23 July 2019

At the thirty-fifth Annual General Meeting ("AGM") of the Company held at the Royal Lancaster London, Lancaster Terrace, London W2 2TY at 11.00 a.m. on Tuesday, 23 July 2019 the following Resolution, numbered 18 in the Notice of Annual General Meeting, was passed as an Ordinary Resolution:

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\$1,866,400,126 (the 'Section 551 Amount'); and
- (b) up to a further aggregate nominal amount of US\$1,866,400,126 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 2020 (the period being the 'Allotment Period'). This authority replaces all previous authorities.

The following Resolutions, numbered 19, 20, 21 and 23 in the Notice of Annual General Meeting, were passed as Special Resolutions:

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); and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of US\$279,960,019 (the 'Section 561 Amount'), 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 2020) 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.

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\$279,960,019; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, 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 2020) 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.

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 20 ²⁰/₂₁ US cents each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 2,672,345,634;
- (b) the minimum price which may be paid for each ordinary share is 20 ²⁰/₂₁ US cents;
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed the higher of
 - 5 per cent above the average closing 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 2020, 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).

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