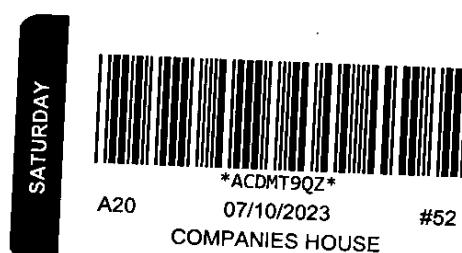


**VODAFONE UK LIMITED**

**Company No: 02227940**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2023**



**VODAFONE UK LIMITED**  
**Company No: 02227940**

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**VODAFONE UK LIMITED**  
**Company No: 02227940**

**REPORT OF THE DIRECTORS**

The directors submit their annual report and unaudited financial statements for Vodafone UK Limited (the 'Company') for the financial year ended 31 March 2023.

**Principal activity and future developments**

The Company's principal activity during the year continued to be that of an investment holding company. The directors do not anticipate that the business of the Company will change in the foreseeable future.

The Company has met the requirements in the Companies Act 2006 to obtain the exemption from the need to present a strategic report.

**Results and dividends**

The profit and loss account is set out on page 4 of the financial statements. For the year ended 31 March 2023, there was a profit on ordinary activities after taxation of £66,886,000 (2022: loss of £39,623,000) primarily due to increased interest receivable on amounts owed by Group undertakings.

The directors do not recommend the payment of a dividend (2022: £nil).

**Directors**

The directors of the Company, who served throughout the year and to the date of this report, unless otherwise indicated, are as follows:

Emanuele Tournon	
Andrew Yorston	
Prashant Bhagania	(appointed on 23 March 2023)
Janine Butler	(resigned on 23 November 2022)

**Financial risk management**

The Company follows Group policy to manage its financial risks, which include liquidity risk, market risk (interest rate management) and credit risk. The Group's treasury function provides a centralised service to the Group, including the Company, and follows a framework of policies and guidelines authorised and reviewed annually by the Group's management. The term 'Group' in this context and where used elsewhere in these reports and financial statements means Vodafone Group Plc and its subsidiaries and associated companies.

There has been no significant change during the financial year to the types of financial risks faced by the Company, or the Company's approach to the management of those risks.

Further details of the Group's policies can be found in the annual report and financial statements of Vodafone Group Plc, the ultimate parent undertaking, for the year ended 31 March 2023, which does not form part of this report.

**Registered office**

The registered office of the Company is Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.

**Going concern**

The directors are satisfied that, at the time of approving the financial statements, it is appropriate to adopt the going concern basis in preparing the financial statements. On the basis of their assessment of the Company's financial position, the factors likely to affect its future development and performance, and the enquiries made of the directors of Vodafone Group Plc, who is its ultimate parent, the Company's directors have no reason to believe that a material uncertainty exists that may cast doubt about the ability of the Vodafone Group Plc to continue as a going concern. Accordingly, they expect that the Company will be able to continue in operational existence for the foreseeable future and hence continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**VODAFONE UK LIMITED**  
**Company No: 02227940**

**REPORT OF THE DIRECTORS (continued)**

**Statement of directors' responsibilities**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

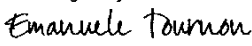
- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 102, have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Indemnification of directors**

In accordance with the Company's articles of association and to the extent permitted by law, the directors may be granted an indemnity from the Company in respect of liabilities incurred as a result of their office. In respect of those matters for which the directors may not be indemnified, Vodafone Group Plc maintained a directors' and officers' liability insurance policy throughout the financial year. This policy is renewed annually in August. Neither the Company's indemnity nor the insurance provides cover in the event that the director is proven to have acted dishonestly or fraudulently.

The report of the directors was approved by the Board on 2 October 2023 and signed on its behalf by:

DocuSigned by:  
  
Emanuele Tournon  
Director

**VODAFONE UK LIMITED**  
**Company No: 02227940**

**INCOME STATEMENT**

**FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 £'000	2022 £'000
Other operating income/(expenses)		1,077	(41,818)
Finance income	3	78,919	5,050
Profit/(loss) on ordinary activities before taxation		79,996	(36,768)
Income tax charge on ordinary activities	4	(13,110)	(2,855)
Profit/(loss) for the financial year		<u>66,886</u>	<u>(39,623)</u>

The Company has no other recognised gains or losses in the current or preceding year and therefore, no separate statement of other comprehensive income has been presented.

The results above are derived from continuing operations.

The accompanying notes are an integral part of these financial statements.

**VODAFONE UK LIMITED**  
**Company No: 02227940**

**STATEMENT OF FINANCIAL POSITION**

**AT 31 MARCH 2023**

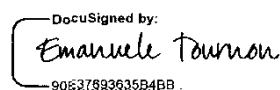
	Notes	2023 £'000	2022 £'000
<b>FIXED ASSETS</b>			
Investments	5	<u>214,186</u>	<u>214,186</u>
<b>CURRENT ASSETS</b>			
Debtors	6	<u>5,021,421</u>	<u>4,631,711</u>
<b>CURRENT LIABILITIES</b>			
Creditors: amounts falling due within one year	7	<u>(355,224)</u>	<u>(32,400)</u>
<b>NET CURRENT ASSETS</b>		<u>4,666,197</u>	<u>4,599,311</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>4,880,383</u>	<u>4,813,497</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	3,630,000	3,630,000
Reserves		<u>1,250,383</u>	<u>1,183,497</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>		<u>4,880,383</u>	<u>4,813,497</u>

For the year ended 31 March 2023 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the Board on 2 October 2023 and were signed on its behalf by:

DocuSigned by:  
  
 .....9082798283584BB  
 Emanuele Tournon  
 Director

The accompanying notes are an integral part of these financial statements.

**VODAFONE UK LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 MARCH 2023**

	Called up share capital	Profit and loss account	Total Shareholders' funds
	£'000	£'000	£'000
At 1 April 2021	3,630,000	1,223,120	4,853,120
Loss for the financial year	-	(39,623)	(39,623)
At 31 March 2022	3,630,000	1,183,497	4,813,497
Profit for the financial year	-	66,886	66,886
At 31 March 2023	3,630,000	1,250,383	4,880,383

**VODAFONE UK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**1. Statement of accounting policies**

Vodafone UK Limited is a limited liability company incorporated and domiciled in England and Wales (registration number 02227940).

The accounting policies adopted in respect of material items are described below. The accounting policies have been applied on a consistent basis during the current and the preceding year.

**Basis of preparation**

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

The financial statements are presented in Sterling (£).

The exemptions available under FRS 102 have been applied to the following items:

- Statement of cash flows and related notes.
- Financial instrument disclosures, including:
  - categories of financial instruments,
  - items of income, expenses, gains or losses relating to financial instruments; and
  - exposure to and management of financial risks.
- Related Party Disclosures

As a wholly owned subsidiary of a company registered in England and Wales, for which consolidated financial statements are prepared, the Company has taken advantage of Section 400 of the Companies Act 2006 and has not prepared consolidated financial statements.

**Going concern**

The Company continues to adopt the going concern basis in preparing its financial statements.

**Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The financial statements do not contain any significant estimates or judgements that would reasonably impact the results and balances presented.

**Investments**

Investments held as fixed assets are stated at cost less accumulated impairment losses. The performance of investments is reviewed annually at each year end to establish whether there has been an impairment in the value of the investment which would necessitate a provision.



**VODAFONE UK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**1. Statement of accounting policies (continued)**

**Debtors**

Receivables are measured at transaction price, less any impairment. Receivables are written off when management considers them to be irrecoverable.

If collection is expected in one year or less, they are classified as current assets. If not, they are classified as non-current assets.

**Creditors**

Creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

**Finance costs**

Finance costs attributable to financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

**Taxation**

Current tax, including UK corporation tax, is provided at amounts expected to be paid, or recovered, using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

**2. Administrative expenses**

The directors did not receive any remuneration for their services from the Company in the financial year (2022: £nil).

There were no employees employed directly by the Company during the current or preceding year.

**3. Finance income**

	2023 £'000	2022 £'000
Interest receivable and similar income:		
Group undertakings	78,919	5,050
	<hr/> 78,919 <hr/>	<hr/> 5,050 <hr/>

**VODAFONE UK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**4. Income tax charge on ordinary activities**

	2023	2022
	£'000	£'000
UK corporation tax charge at 19% (2022: 19%)	14,994	2,855
Adjustments in respect of prior years	(1,884)	-
Current tax charge for the year	<u>13,110</u>	<u>2,855</u>

The standard rate of tax for the financial year, based on the UK standard rate of corporation tax, is 19% (2022: 19%). The actual tax charge for the current and previous year differs from the tax charge at the standard rate for the reasons set out in the following reconciliation:

	2023	2022
	£'000	£'000
Profit/(loss) on ordinary activities before tax	79,996	(36,768)
Tax on profit on ordinary activities before tax at standard rate of 19% (2022: 19%)	15,199	(6,986)
Adjustments in respect of prior years	(1,884)	-
Permanent differences	(205)	9,841
Current tax charge for the year	<u>13,110</u>	<u>2,855</u>

The tax rate for the current year is 19%. An increase in the UK corporation tax rate from 19% to 25% from 1 April 2023 was substantively enacted in the Finance Act 2021.

**VODAFONE UK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**5. Investments**

£'000

Cost

At 1 April 2022 and 31 March 2023

360,782

Provisions for impairment

At 1 April 2022 and 31 March 2023

(146,596)

Net book value

At 31 March 2022 and 31 March 2023

214,186

The Company's investments at 31 March 2023 are listed below:

<u>Investment held</u>	<u>Principal activity</u>	<u>Holding and Voting Rights %</u>
Central Communications Group Limited	Non-trading	100
FB Holdings Limited	Holding company	100
Le Bunt Holdings Limited	Holding company	100
Silver Stream Investments Limited	Holding company	100
Vodafone Distribution Holdings Limited	Non-trading	100
Vodafone Partner Services Limited	Non-trading	100
Vodafone Corporate Limited	Non-trading	100
Vodafone Retail (Holdings) Limited	Non-trading	100
Vodafone (NI) Limited	Non-trading	100
Vodafone-Central Limited	Non-trading	100
Vodafone (Scotland) Limited	Non-trading	100
Pinnacle Cellular Group Limited	Non-trading	100
Pinnacle Cellular Limited	Non-trading	100

All shareholdings are in ordinary shares, except for Vodafone Partner Services Limited, in which Vodafone UK Limited holds £1 redeemable preference shares.

During the year the Company sold its direct holding in Vodafone Property Investments Limited and its indirect holding in Vodafone Old Show Ground Site Management Limited.

With the exception of FB Holdings Limited, Le Bunt Holdings Limited and Silver Stream Investments Limited, which are Guernsey registered companies, all companies are registered in England and Wales.

**VODAFONE UK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**6. Debtors**

	2023	2022
	£'000	£'000
Amounts owed by Group undertakings	5,021,421	4,631,711

Amounts owed by Group undertakings are unsecured and repayable on demand.

**7. Creditors: amounts falling due within one year**

	2023	2022
	£'000	£'000
Amounts due to Group undertakings	340,230	29,545
Group relief payable	14,994	2,855
	<u>355,224</u>	<u>32,400</u>

Amounts owed to Group undertakings are repayable on demand.

**8. Called up share capital**

	2023	2022
	£'000	£'000
<b>Allotted, issued and fully paid:</b>		
3,630,000,002 (2022: 3,630,000,002) ordinary shares of £1 each	3,630,000	3,630,000

**9. Related party transactions**

The Company is a wholly owned subsidiary of Vodafone Group Plc and has taken advantage of the exemption granted by paragraph 33(2) of FRS102, Related Party Disclosures, not to disclose transactions with Vodafone Group Plc group companies or interests of the Group who are related parties.

**10. Ultimate parent company**

The immediate and ultimate parent company and controlling entity of Vodafone UK Limited, and the smallest and largest group which prepares consolidated financial statements and of which the Company forms a part, is Vodafone Group Plc, a company registered in England and Wales.

A copy of the financial statements of Vodafone Group Plc for the year ended 31 March 2023 may be obtained from its website [www.vodafone.com](http://www.vodafone.com) or from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.