

VODAFONE GROUP PENSION TRUSTEE LIMITED
(Formerly Vodafone Group (Staff) Trustee Limited)

ANNUAL REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 MARCH 1999

REGISTERED No: 2288254



VODAFONE GROUP PENSION TRUSTEE LIMITED
(Formerly Vodafone Group (Staff) Trustee Limited)

REPORT OF THE DIRECTORS

The directors submit their annual report and audited financial statements for the year ended 31 March 1999.

Change of company names

On 1 April 1999 the Company, which was formerly Vodafone Group (Staff) Trustee Limited, changed its name to Vodafone Group Pension Trustee Limited.

On 29 June 1999 the Company's ultimate parent company, Vodafone Group Plc, changed its name to Vodafone AirTouch Plc.

Principal activity and future prospects

The principal activity of the Company is to act as a trustee. The Company did not trade during this or the preceding year. The directors do not anticipate the Company trading in the foreseeable future.

Dividends

The directors do not recommend the payment of a dividend (1998 - £nil).

Directors

The directors of the Company who served during the year were as follows:

R N Barr
S R Scott
P R Williams
P L Hughes (appointed 28 May 1999)

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

VODAFONE GROUP PENSION TRUSTEE LIMITED
(Formerly Vodafone Group (Staff) Trustee Limited)

REPORT OF THE DIRECTORS (continued)

The directors are responsible for keeping proper accounting records which 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. They are also responsible for the systems of internal financial controls and for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' share interests

The shareholdings and share options in Vodafone AirTouch Plc of P L Hughes are disclosed in the Annual Report and Accounts of Vodafone AirTouch Plc for the year ended 31 March 1999 (prepared under its former name, Vodafone Group Plc).

The beneficial interests of R N Barr, S R Scott and P R Williams in the shares of Vodafone AirTouch Plc at 31 March 1999 and at 1 April 1998 (or on appointment) are given below:

| | Ordinary Share | |
|--------------|----------------|--------------|
| | 31 March 1999 | 1 April 1998 |
| R N Barr | 13,453 | 11,793 |
| S R Scott | 11,330 | 24,586 |
| P R Williams | 25,457 | 23,777 |

The following information summarises the options of R N Barr, S R Scott and P R Williams under the Vodafone Group Plc Savings Related Share Option Scheme, the Vodafone Group Plc Executive Share Option Scheme and the Vodafone Group Plc Share Option Scheme.

| | R N Barr | S R Scott | P R Williams |
|---------------------------|----------|-----------|--------------|
| At 1 April 1998 | 140,374 | 200,086 | 149,537 |
| Granted during the year | 23,600 | 700 | 37,100 |
| Exercised during the year | (36,400) | (46,000) | (50,700) |
| | <hr/> | <hr/> | <hr/> |
| At 31 March 1999 | 127,574 | 154,786 | 135,937 |
| | <hr/> | <hr/> | <hr/> |

None of the directors had any other interests in the shares of either Vodafone Group Pension Trustee Limited or other group companies.

In addition, S R Scott and P R Williams had an interest in 4,127 and 4,449 ordinary shares, respectively, of Vodafone AirTouch Plc under the terms of the Group's Long Term Incentive Plan. Details of the scheme are included in the Remuneration Report of the Board in Vodafone AirTouch Plc's consolidated financial statements for the year ended 31 March 1999 (prepared under its former name, Vodafone Group Plc).

VODAFONE GROUP PENSION TRUSTEE LIMITED
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REPORT OF THE DIRECTORS (continued)

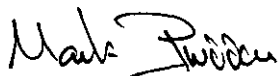
Auditors

A resolution proposing the reappointment of Deloitte & Touche as auditors to the Company will be put to the Annual General Meeting.

Registered office

The registered office of the Company is at The Courtyard, 2-4 London Road, Newbury, Berkshire, RG14 1JX, England.

By Order of the Board



M D Prudden
Secretary

21 January 2000

AUDITORS' REPORT

to the members of

VODAFONE GROUP PENSION TRUSTEE LIMITED (Formerly Vodafone Group (Staff) Trustee Limited)

We have audited the financial statements on pages 5 to 7 which have been prepared under the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1 the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit of those statements and to report our opinion to you.

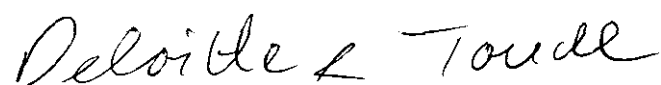
Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 March 1999 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche
Chartered Accountants and Registered Auditors
Hill House
1 Little New Street
London
EC4A 3TR

24 January 2000

VODAFONE GROUP PENSION TRUSTEE LIMITED
(Formerly Vodafone Group (Staff) Trustee Limited)

BALANCE SHEET

AT 31 MARCH 1999

| | Note | 1999 £ | 1998 £ |
|---|------|-----------|-----------|
| FIXED ASSETS | | | |
| Investments | 3 | 334 | 334 |
| | | <hr/> | <hr/> |
| CURRENT ASSETS | | | |
| Amount owed by parent undertaking | | 2 | 2 |
| | | <hr/> | <hr/> |
| CREDITORS: amounts falling due within one year | 4 | (334) | (334) |
| | | <hr/> | <hr/> |
| NET CURRENT LIABILITIES | | (332) | (332) |
| | | <hr/> | <hr/> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 2 | 2 |
| | | <hr/> | <hr/> |
| CAPITAL AND RESERVES | | | |
| Attributable to equity interests | | | |
| Called up share capital | 5 | 2 | 2 |
| | | <hr/> | <hr/> |

There were no recognised gains or losses or movements in shareholders' funds in the year or the preceding year.

The financial statements were approved by the Board of Directors on *21 January* 2000 and were signed on its behalf by:



R N Barr
Director

VODAFONE GROUP PENSION TRUSTEE LIMITED
(Formerly Vodafone Group (Staff) Trustee Limited)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 1999

1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value.

2 Profit and loss account

The Company has not traded in the current or previous financial year and accordingly no profit and loss account has been prepared.

Neither the directors nor the auditors received any remuneration from the Company in the financial year (1998 - £nil). There were no employees other than the directors of the Company throughout the year or the preceding year.

3 Fixed asset investments

| | 1999 £ | 1998 £ |
|------------------|------------|------------|
| At 1 April 1998 | 334 | - |
| Equity addition | - | 334 |
| At 31 March 1999 | <u>334</u> | <u>334</u> |

The equity addition in the prior year comprised 33% of the ordinary share capital of Vodafone Group Pension Investment Fund Limited, a company incorporated in England. Vodafone Group Pension Investment Fund Limited acts as a trustee and did not trade in the year.

4 Creditors: Amounts falling due within one year

| | 1999 £ | 1998 £ |
|----------------------------------|------------|------------|
| Amount owed to fellow subsidiary | <u>334</u> | <u>334</u> |

VODAFONE GROUP PENSION TRUSTEE LIMITED
(Formerly Vodafone Group (Staff) Trustee Limited)

NOTES TO THE FINANCIAL STATEMENTS (continued)

YEAR ENDED 31 MARCH 1999

5 Called up share capital

| | 1999 £ | 1998 £ |
|-----------------------------------|-----------|-----------|
| Authorised: | | |
| 1,000 ordinary shares of £1 each | 1,000 | 1,000 |
| | <hr/> | <hr/> |
| Allotted, called up but not paid: | | |
| 2 ordinary shares of £1 each | 2 | 2 |
| | <hr/> | <hr/> |

6 Ultimate parent company

The ultimate parent company of Vodafone Group Pension Trustee Limited is Vodafone AirTouch Plc, which is incorporated in England.

A copy of the financial statements of Vodafone AirTouch Plc for the year ended 31 March 1999 (prepared under its former name, Vodafone Group Plc), may be obtained from the Company Secretary, Vodafone AirTouch Plc, The Courtyard, 2-4 London Road, Newbury, Berkshire, RG14 1 JX, England.

On 30 June 1999 the merger of Vodafone Group Plc and AirTouch Communications, Inc. was completed. Details of the merger and the issues of ordinary shares in Vodafone AirTouch Plc are included in Listing Particulars dated 22 April 1999.