

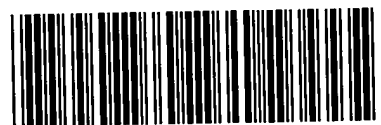
VODAFONE GROUP PENSION TRUSTEE LIMITED

Company No: 2288254

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

WEDNESDAY



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COMPANIES HOUSE

Company No: 2288254

VODAFONE GROUP PENSION TRUSTEE LIMITED

REPORT OF THE DIRECTORS

The directors submit their annual report and financial statements for the financial year ended 31 March 2015.

The Company has taken advantage of its entitlement to exemption from the need to prepare a Strategic Report.

Principal activity

The Company was dormant throughout the financial year and the directors do not expect it to trade in the foreseeable future.

Dividends

The directors do not recommend the payment of a dividend (2014 - £nil).

Directors

The directors of the Company, who served throughout the year unless otherwise indicated, are as follows:

	Appointed	Resigned
Paul Stephenson		
John Adshead		
Philip Howie		
Robert Costa		03/09/14
David Jeal		
James Ludlow	16/09/14	
Robin Turner	06/06/14	
David Morgan	06/06/14	
Alan Pickering	06/06/14	
David Aubery	06/06/14	

Auditors

The Company, having been dormant throughout the financial year to 31 March 2015, has taken advantage of the exemption under Section 480(1) of the Companies Act 2006 and dispensed with the requirement for an audit to be performed. The members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006.

Registered office

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

VODAFONE GROUP PENSION TRUSTEE LIMITED

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 have been followed; 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 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 period. 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 21/12/2015 and signed on its behalf by:



(Director , for and on behalf of Vodafone Corporate Secretaries Limited)

T. NORTHCOTT

VODAFONE GROUP PENSION TRUSTEE LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2015

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

Director's emoluments were borne by other group companies in the current and prior years. The Company had no employees during the year (2014: nil).

VODAFONE GROUP PENSION TRUSTEE LIMITED

BALANCE SHEET

AT 31 MARCH 2015

	Note	2015 £	2014 £
CURRENT ASSETS			
Debtors-Amount owed by group undertakings		2	2
		<hr/>	<hr/>
NET ASSETS		2	2
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Attributable to equity interests			
Called up share capital	2	2	2
		<hr/>	<hr/>
SHAREHOLDERS' FUNDS		2	2
		<hr/>	<hr/>

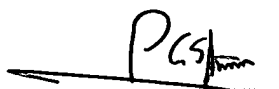
For the year ended 31 March 2015 the Company was entitled to exemption under Section 480(1) of the Companies Act 2006 from the requirement to have its accounts audited.

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

The directors acknowledge their responsibility for:

- i. ensuring the Company keeps accounting records which comply with Section 386 of the Companies Act 2006; and
- ii. preparing financial statements which give a true and fair view of the state of affairs of the Company at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Sections 394 and 395, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the Company.

These financial statements were approved by the Board on 21/12/2015, and were authorised for issue and signed on its behalf by:

 Director
Paul Stephenson

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

VODAFONE GROUP PENSION TRUSTEE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

1 Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with the Companies Act 2006 and applicable UK Accounting Standards.

2 Called up share capital

	2015 £	2014 £
Allotted, issued and fully paid:		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

3 Related party disclosure

The Company is a wholly owned subsidiary of Vodafone Group Plc and has taken advantage of the exemption granted by paragraph 3(c) FRS 8, Related Party Disclosures, not to disclose transactions with wholly owned Vodafone Group Plc group companies.

4 Ultimate parent company

The immediate and ultimate parent company and controlling entity of Vodafone Group Pension Trustee Limited, and the smallest and largest group which prepared 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 2015 may be obtained from the company's website www.vodafone.com or from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.