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COMPANIES FORM No. 88(2) (Rev 1988)

## Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

To the Registrar of Companies (address on page 2) (see note 1)

88(2)

(REVISED 1988) This form replaces forms PUC2, PUC3 and 88(2)

Company Number

2797438

insert full name of company

### **VODAFONE INTERNATIONAL OPERATIONS LIMITED**

2 This section must be completed for all allotments

† distinguish between ordinary preference, etc

Description of shares †	ORDINARY SHARES		
A Number allotted	1,225,094,973		
B Nominal value of each	£1.000	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	٤	£	£

§ complete (a) or (b) as appropriate Date(s) on which the shares were allotted

(a) [on

22 December 1997

] §, or

(b) [from

1. Name of company

to

1§

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

[	D Extent to which each share is to be treated as paid up. Please use percentage	%	%	%
	E Consideration for which the shares were allotted			

#### NOTES

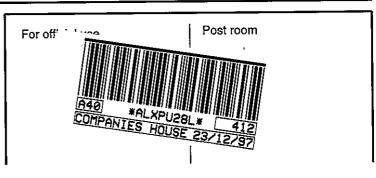
- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No. 88(3)).
- 3. Details of bonus issues should be included only in section 2.



Presentor's name, address, telephone number and reference (if any):

MR M D PRUDDEN VODAFONE GROUP SERVICES LIMITED THE COURTYARD, 2-4 LONDON ROAD, NEWBURY, BERKSHIRE, RG14 1JX

TEL 01635 33251



#### 4. Names and addresses of the allottees

ames and Addresses	Number of shares allotted		
•	Ordinary	Preference	Other
DDAFONE GROUP PLC			-
HE COURTYARD, 2-4 LONDON ROAD, NEWBURY, BERKSHIRE, RG14 1JX, NGLAND,	1,225,094,973		101
		-	
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Total	1,225,094,973	0	
Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:		0	§ Insert Director Secretar Administ Administ
Signed Signed Season Designation §	Doto	22/12/9	Receiver Receiver (Scotland ppropria

Companies registered in England and Wales or Wales should deliver this form to:-The Registrar of Companies Companies House Crown Way Cardiff CF4 3UZ

Companies registered in Scotland should deliver this form to:-The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB