



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

BARCLAYS
709133
£ 75 x 5

363a

Annual Return

Company Number 1471587

Company Name in full VODAFONE LIMITED

Date of this return (See note 1)

The information in this return is made up to

Day	Month	Year
1	5	0 4 2 0 0 0

Date of next return (See note 2)

If you wish to make your next return
to a date earlier than the anniversary
of this return please show the date here.
Companies House will then send a form
at the appropriate time.

Day	Month	Year
1	5	0 4 2 0 0 1

Registered Office (See note 3)

Show here the address at the date of
this return.

THE COURTYARD

2-4 LONDON ROAD

NEWBURY

BERKSHIRE

RG14 1JX

Any change of
registered office
must be notified
on form 287.

Post town

County / Region

Postcode

Principal business activities

(See note 4)

Show trade classification code number(s)
for the principal activity or activities.

6420

3220

If the code number cannot be determined,
give a brief description of principal activity.

OPERATES A CELLULAR RADIO TELEPHONE SYSTEM IN THE UNITED KINGDOM.



A21
COMPANIES HOUSE

0409
29/04/00

le

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Register of members (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town
County / Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town
County / Region

Postcode

Company type (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please mark the appropriate box

Company Secretary (See notes 8)

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

* Honours etc

Forename(s)

STEPHEN ROY

Surname

SCOTT

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

18 TOMLINSON DRIVE

FINCHAMPSTEAD

Usual residential

address must be given. In the case of a corporation, give the registered or principal office address.

Post town
County / Region
Country

WOKINGHAM

BERKSHIRE

Postcode RG40 3NZ

ENGLAND

Directors (See notes 8)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	0	6
					0	3
					1	9
					5	4
Forename(s)	PETER RICHARD					
Surname	BAMFORD					
Previous forename(s)						
Previous surname(s)						
Address	4 SEASONS					
	BAKERS FARM					
Post town	CERNEY WICK					
County / Region	GLOUCESTERSHIRE			Postcode	GL7 5QJ	
Country	ENGLAND			Nationality	BRITISH	
Business occupation	DIRECTOR					
Other directorships	(See continuation sheet).					

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	2	7
					0	5
					1	9
					6	3
Forename(s)	PAULINE ANN					
Surname	BEST					
Previous forename(s)						
Previous surname(s)						
Address	HONEYSUCKLE COTTAGE					
	SUTTON LANE					
	SUTTON					
Post town	NEAR WITNEY					
County / Region	OXFORDSHIRE			Postcode	OX8 1RU	
Country	ENGLAND			Nationality	BRITISH	
Business occupation	HUMAN RESOURCES DIRECTOR					
Other directorships	(See continuation sheet).					

Issued share capital (See note 9)

Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
ORDINARY SHARES	1,000	£1,000.000
Totals	1,000	£1,000.000

List of past and present members

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐
Elective resolutions

(Private companies only)

(see note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐
Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

S. R. Brown

Date

26 April 00

† Please delete as appropriate.

† a director /secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes

20

continuation sheets.

(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

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

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		1	8	0	6	1	9	6	3
Forename(s)	NIGEL								
Surname	BROCKLEHURST								
Previous forename(s)									
Previous surname(s)									
Address	1 THE HOLLYHOCKS								
	READING ROAD								
	HARWELL								
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	DIDCOT							
	County / Region	OXON				Postcode	OX11 0JN		
	Country	ENGLAND				Nationality	BRITISH		
Business occupation	DIRECTOR								
Other directorships	(See continuation sheet).								

* Voluntary details.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		2	8	0	6	1	9	5	8
Forename(s)	PAUL MICHAEL								
Surname	DONOVAN								
Previous forename(s)									
Previous surname(s)									
Address	HILLSIDE								
	COKES LANE								
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	CHALFONT ST CULES							
	County / Region	BUCKINGHAMSHIRE				Postcode	HP8 4TA		
	Country	ENGLAND				Nationality	BRITISH		
Business occupation	DIRECTOR								
Other directorships	None								

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title									
		Day	Month	Year						
* Honours etc		Date of birth	1	0	0	5	1	9	4	8
Forename(s)	CHRISTOPHER CHARLES									
Surname	GENT									
Previous forename(s)										
Previous surname(s)										
Address	BOCKHAMPTON MANOR									
Post town	LAMBOURN									
County / Region	BERKSHIRE					Postcode	RG17 7LS			
Country	ENGLAND					Nationality	BRITISH			
Business occupation	COMPANY DIRECTOR									
Other directorships	(See continuation sheet).									

* Voluntary details.

Name	* Style / Title									
		Day	Month	Year						
* Honours etc		Date of birth	1	8	0	9	1	9	5	6
Forename(s)	ALAN PAUL									
Surname	HARPER									
Previous forename(s)										
Previous surname(s)										
Address	SPEEN HOUSE									
	SPEEN									
Post town	NEWBURY									
County / Region	BERKSHIRE					Postcode	RG20 8EP			
Country	ENGLAND					Nationality	BRITISH			
Business occupation	GROUP COMMERCIAL DIRECTOR									
Other directorships	(See continuation sheet).									

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Name * Style / Title

* Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Post town

County / Region

Country

Business occupation

Other directorships

* Voluntary details.

Name * Style / Title

* Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Country

Business occupation

Other directorships

TIMOTHY JAMES

HARRABIN

JASMINE HOUSE

THE FIRS

INKPEN

READING

BERKSHIRE

ENGLAND

DIRECTOR

None

Date of birth

Day Month Year

1 0 0 2 1 9 6 2

Postcode RG17 9PT

Nationality BRITISH

Day Month Year

1 6 1 0 1 9 4 5

Postcode RG42 5QZ

Nationality BRITISH

GATHERUM FARM

RYEHURST LANE

BINFIELD

BERKS

DIRECTOR

None

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title									
		Day	Month	Year						
* Honours etc		Date of birth	2	0	1	1	1	9	4	5
Forename(s)	RICHARD ALAN									
Surname	JARVIS									
Previous forename(s)										
Previous surname(s)										
Address	BIRCH PADDOCK									
	TYDEHAMS ANDOVER ROAD									
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEWBURY								
	County / Region	BERKSHIRE				Postcode	RG14 6JT			
	Country	ENGLAND				Nationality	BRITISH			
Business occupation	COMPANY DIRECTOR									
Other directorships	None									

* Voluntary details.

Name	* Style / Title	MRS								
		Day	Month	Year						
* Honours etc		Date of birth	2	6	0	3	1	9	6	4
Forename(s)	HELEN MARGARET									
Surname	KEYS									
Previous forename(s)										
Previous surname(s)										
Address	CLEMATIS COTTAGE									
	OLD WARWICK ROAD									
	ROWINGTON									
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	WARWICK								
	County / Region	WARWICKSHIRE				Postcode	CV35 7AA			
	Country	ENGLAND				Nationality	BRITISH			
Business occupation	DIRECTOR									
Other directorships	(See continuation sheet).									

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		2	6	0	3	1	9	5	8
Forename(s)	JOHN MICHAEL								
Surname	KENT								
Previous forename(s)									
Previous surname(s)									
Address	WARMSTONE HOUSE								
	MAIN STREET								
	ASHENDEN								
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	AYLESBURY							
	County / Region	BUCKINGHAMSHIRE				Postcode	HP19 0HB		
	Country	ENGLAND				Nationality	BRITISH		
Business occupation	DIRECTOR								
Other directorships	(See continuation sheet).								

* Voluntary details.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		0	3	0	3	1	9	6	3
Forename(s)	MATTHEW DAVID								
Surname	KEY								
Previous forename(s)									
Previous surname(s)									
Address	YARDLEY								
	SCHOOL LANE								
	SEER GREEN								
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	BEACONFIELD							
	County / Region	BUCKINGHAMSHIRE				Postcode	HP9 2QJ		
	Country	ENGLAND				Nationality	BRITISH		
Business occupation	DIRECTOR								
Other directorships	(See continuation sheet).								

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		2	9	0 5 1 9 5 9
Forename(s)	COLIN MAGNUS			
Surname	MACDOUGALL			
Previous forename(s)				
Previous surname(s)				
Address	3 TOWN VIEW			
	OFF FAIRVIEW ROAD			
	Post town	HUNGERFORD		
	County / Region	BERKSHIRE	Postcode	RG17 8DH
	Country	ENGLAND	Nationality	BRITISH
Business occupation	DIRECTOR			
Other directorships	None			

* Voluntary details.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	1	0 5 1 9 5 3
Forename(s)	JOHN NORMAN			
Surname	MAY			
Previous forename(s)				
Previous surname(s)				
Address	Bushel Barn			
	Pickwick Lodge			
	Post town	Corsham		
	County / Region	Wiltshire	Postcode	SN13 0PS
	Country	ENGLAND	Nationality	BRITISH
Business occupation	Director			
Other directorships	None			

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	0	0
		9	1	9
		4	8	
Forename(s)	KENNETH ROY			
Surname	MCGEORGE			
Previous forename(s)				
Previous surname(s)				
Address	PIGSHILL VIEW			
	MANOR LANE			
	BAYDON			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	MARLBOROUGH		
	County / Region	WILTSHIRE	Postcode	SN8 2JD
	Country	ENGLAND	Nationality	BRITISH
Business occupation	COMPANY DIRECTOR			
Other directorships	(See continuation sheet).			

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	9	1
		1	1	1
		9	5	2
Forename(s)	MALCOLM KEVIN			
Surname	MITCHELL			
Previous forename(s)				
Previous surname(s)				
Address	MOONGATE			
	11 DONNINGTON PARK			
	DONNINGTON			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEWBURY		
	County / Region	BERKSHIRE	Postcode	RG14 2DZ
	Country	ENGLAND	Nationality	BRITISH
Business occupation	DIRECTOR			
Other directorships	None			

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	1	9
					1	1
					1	9
					4	4
	Forename(s)	MICHAEL COLIN				
	Surname	PINCHES				
	Previous forename(s)					
	Previous surname(s)					
	Address	MANORFIELDS				
		THE HATCH				
	Post town	BURGHFIELD VILLAGE READING				
	County / Region	BERKS	Postcode	RG3 3TH		
	Country		Nationality	BRITISH		
	Business occupation	COMPANY DIRECTOR				
	Other directorships	(See continuation sheet).				

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	1	8
					1	1
					1	9
					5	4
	Forename(s)	TIMOTHY ROBIN				
	Surname	SHERWOOD				
	Previous forename(s)					
	Previous surname(s)					
	Address	12 WOODLANDS AVENUE				
	Post town	WOKINGHAM				
	County / Region	BERKSHIRE	Postcode	RG41 3HL		
	Country	ENGLAND	Nationality	BRITISH		
	Business occupation	ACCOUNTANT				
	Other directorships	(See continuation sheet).				

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title											
		Day	Month	Year								
* Honours etc		Date of birth			1	3	0	2	1	9	5	4
Forename(s)	DAVID JOHN											
Surname	TARGETT											
Previous forename(s)												
Previous surname(s)												
Address	35 SOMERTON GARDENS											
	EARLEY											
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	READING										
	County / Region	BERKSHIRE					Postcode	RG6 2XG				
	Country	ENGLAND					Nationality	BRITISH				
Business occupation	DIRECTOR											
Other directorships	None											

* Voluntary details.

Name	* Style / Title											
		Day	Month	Year								
* Honours etc		Date of birth			0	9	0	7	1	9	4	9
Forename(s)	CHARLES PATRICK											
Surname	WARD											
Previous forename(s)												
Previous surname(s)												
Address	GLEBE HOUSE											
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	TIDMARSH										
	County / Region	BERKS					Postcode	RG8 8EJ				
	Country						Nationality	BRITISH				
Business occupation	COMPANY DIRECTOR											
Other directorships	(See continuation sheet).											

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	5	0
		6	1	9
		5	1	
Forename(s)	JEFFREY RICHARD			
Surname	WEARING			
Previous forename(s)				
Previous surname(s)				
Address	MUCH HAZEL			
	WOODMANCOTT			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	WINCHESTER		
	County / Region	HAMPSHIRE	Postcode	SO21 3BL
	Country	ENGLAND	Nationality	BRITISH
Business occupation	DIRECTOR			
Other directorships	None			

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country		Nationality	
Business occupation				
Other directorships				

Company Number 1471587

Company Name in full VODAFONE LIMITED

Current directorships for PETER RICHARD BAMFORD

AAA (MCR) LTD
 ASTEC COMMUNICATIONS LIMITED
 FAZELYNIA LIMITED
 PEOPLES PHONE LIMITED
 VODACALL LIMITED
 VODAFONE (SCOTLAND) LIMITED
 VODAFONE AIRTOUCH PLC
 VODAFONE CENTRAL SERVICES LIMITED
 VODAFONE CONNECT LIMITED
 VODAFONE DISTRIBUTION LIMITED
 VODAFONE M.C. MOBILE SERVICES LIMITED
 VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED
 VODAFONE PLOT A LIMITED
 VODAFONE PLOT B LIMITED
 VODAFONE PLOT C LIMITED
 VODAFONE PLOT D LIMITED
 VODAFONE PLOT E LIMITED
 VODAFONE PLOT F LIMITED
 VODAFONE PLOT G LIMITED
 VODAFONE PROPERTY INVESTMENTS LIMITED
 VODAFONE PROPERTY MANAGEMENT LIMITED
 VODAFONE RETAIL (HOLDINGS) LIMITED
 VODAFONE RETAIL LIMITED

Past directorships for PETER RICHARD BAMFORD

TALKLAND RETAIL LIMITED (31-Mar-2000)
 VODAFONE AIRTOUCH GLOBAL COMMERCIAL SERVICES LIMITED (31-Mar-2000)

Company Number 1471587

Company Name in full VODAFONE LIMITED

W H SMITH GROUP PLC (11-Apr-1997)

W H SMITH LIMITED (11-Apr-1997)

Current directorships for PAULINE ANN BEST

VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED

VODAFONE PLOT A LIMITED

VODAFONE PLOT B LIMITED

VODAFONE PLOT C LIMITED

VODAFONE PLOT D LIMITED

VODAFONE PLOT E LIMITED

VODAFONE PLOT F LIMITED

VODAFONE PLOT G LIMITED

VODAFONE PROPERTY INVESTMENTS LIMITED

VODAFONE PROPERTY MANAGEMENT LIMITED

VODAFONE UK LIMITED

Past directorships for PAULINE ANN BEST

ASTEC COMMUNICATIONS LIMITED (30-Apr-1998)

PEOPLES PHONE LIMITED (30-Apr-1998)

TALKLAND RETAIL AUSTRALIA LIMITED (01-Apr-1998)

TALKLAND RETAIL LIMITED (30-Apr-1998)

VODAFONE RETAIL (HOLDINGS) LIMITED (30-Apr-1998)

VODAFONE RETAIL LIMITED (30-Apr-1998)

Past directorships for NIGEL BROCKLEHURST

VODAFONE M.C. MOBILE SERVICES LIMITED (01-Feb-2000)

Current directorships for CHRISTOPHER CHARLES GENT

Company Number 1471587

Company Name in full VODAFONE LIMITED

HAWTHORN LESLIE LIMITED

TALKLAND INTERNATIONAL LIMITED

TASKONLY LIMITED

VODAFONE AIRTOUCH PLC

VODAFONE INVESTMENTS LIMITED

VODAFONE OVERSEAS HOLDINGS LIMITED

VODAFONE WORLDWIDE HOLDINGS LIMITED

Past directorships for CHRISTOPHER CHARLES GENT

AIR CALL HOLDINGS LIMITED (02-Jan-1997)

AIR CALL SITES LIMITED (02-Jan-1997)

ASTEC COMMUNICATIONS LIMITED (30-Apr-1997)

CARTEL LEASING LIMITED (16-Dec-1997)

COMPANY NUMBER 874784 LIMITED (02-Jan-1997)

DIGITAL MOBILE COMMUNICATIONS LIMITED (02-Jan-1997)

PEOPLES PHONE LIMITED (01-Jul-1997)

VODACALL LIMITED (01-Jul-1997)

VODAFONE CONNECT LIMITED (01-Jul-1997)

VODAFONE DISTRIBUTION LIMITED (01-Jul-1999)

VODAFONE PAGING LIMITED (02-Jan-1997)

VODAFONE RETAIL LIMITED (01-Jul-1997)

VODAZAP LIMITED (02-Jan-1997)

Current directorships for ALAN PAUL HARPER

AIR CALL HOLDINGS LIMITED

AIR CALL SITES LIMITED

DIGITAL MOBILE COMMUNICATIONS LIMITED

VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED

Company Number 1471587

Company Name in full VODAFONE LIMITED

VODAFONE PAGING (HOLDINGS) LIMITED

VODAFONE PAGING LIMITED

VODAFONE PLOT A LIMITED

VODAFONE PLOT B LIMITED

VODAFONE PLOT C LIMITED

VODAFONE PLOT D LIMITED

VODAFONE PLOT E LIMITED

VODAFONE PLOT F LIMITED

VODAFONE PLOT G LIMITED

VODAFONE PROPERTY INVESTMENTS LIMITED

VODAFONE PROPERTY MANAGEMENT LIMITED

VODAFONE UK LIMITED

VODAZAP LIMITED

Past directorships for ALAN PAUL HARPER

ASTEC COMMUNICATIONS LIMITED (01-Jul-1997)

COMPANY NUMBER 874784 LIMITED (24-Mar-2000)

MARTIN DAWES TELECOMMUNICATIONS LIMITED (17-Dec-1999)

THE MARBLE WAREHOUSE COMPANY LIMITED (31-Dec-1997)

Past directorships for MRS HELEN MARGARET KEAYS

AIRETEL LIMITED (01-Jul-1999)

ASTEC COMMUNICATIONS LIMITED (01-Jul-1999)

CAPITAL MANAGEMENT LIMITED (01-Jul-1999)

CELLCOVER LIMITED (01-Jul-1999)

CELLULAR WHOLESALE LIMITED (01-Jul-1999)

DESIGNCALL LIMITED (01-Jul-1999)

EUROPA FINANCE LIMITED (01-Jul-1999)

Company Number 1471587

Company Name in full VODAFONE LIMITED

EUROPA GROUP LIMITED (01-Jul-1999)
EUROPA LEASING LIMITED (01-Jul-1999)
GLOBAL CELLULAR RENTAL LIMITED (01-Jul-1999)
INTERCOMM CELLULAR LIMITED (01-Jul-1999)
INTERNATIONAL COMMUNICATIONS GROUP LIMITED (01-Jul-1999)
INTERNATIONAL COMMUNICATIONS RETAIL LIMITED (01-Jul-1999)
INTERNATIONAL COMMUNICATIONS SERVICES LIMITED (01-Jul-1999)
JAYSCOTT LIMITED (01-Jul-1999)
MOBILE COMMUNICATIONS UK LIMITED (01-Jul-1999)
OCC LEASING LIMITED (01-Jul-1999)
PEOPLES PHONE LIMITED (01-Jul-1999)
PORTABLE DATA COMMUNICATIONS LIMITED (01-Jul-1999)
SEARS FINANCIAL SERVICES LIMITED (30-Jun-1996)
TALKLAND AIRTIME SERVICES LIMITED (01-Jul-1999)
TALKLAND COMMUNICATIONS LIMITED (01-Jul-1999)
TALKLAND LIMITED (01-Jul-1999)
TALKLAND RETAIL AUSTRALIA LIMITED (01-Apr-1998)
TALKLAND RETAIL LIMITED (01-Jul-1999)
TALKLAND SCOTLAND LIMITED (01-Jul-1999)
TALKLAND TELECOMMUNICATIONS LIMITED (01-Jul-1999)
VODAFONE RETAIL (HOLDINGS) LIMITED (01-Jul-1999)
VODAFONE RETAIL LIMITED (01-Jul-1999)
WORLDWIDE CONNECTIONS LIMITED (01-Jul-1999)

Past directorships for JOHN MICHAEL KENT

BG ENERGY FINANCE LIMITED (14-Dec-1995)
BRAVELLY LIMITED (16-Feb-2000)

Company Number 1471587

Company Name in full VODAFONE LIMITED

BRITISH GAS PENSION FUNDS MANAGEMENT LIMITED (31-Mar-1998)

CENTRICA COMMON INVESTMENT FUND LIMITED (03-Sep-1999)

CENTRICA NO.12 LIMITED (14-Dec-1995)

CENTRICA STAFF PENSION TRUSTEES LIMITED (03-Sep-1999)

COGENERATION INVESTMENTS LIMITED (31-Dec-1995)

GOLDBRAND DEVELOPMENT LIMITED (10-Dec-1997)

GOLDBRAND DEVELOPMENT LIMITED (01-Nov-1999)

GOLDFISH CARD SERVICES LIMITED (02-Jun-1997)

GOLDFISH ENTERPRISES LIMITED (02-Jun-1997)

GOLDFISH FINANCIAL SERVICES LIMMITED (02-Jun-1997)

GOLDFISH GROUP LIMITED (02-Jun-1997)

GOLDFISH HOLDINGS LIMMITED (02-Jun-1997)

GOLDFISH INSURANCE SERVICES LIMITED (02-Jun-1997)

GOLDFISH MANAGEMENT LIMITED (14-Mar-1997)

GOLDFISH TRADING LIMITED (02-Jun-1997)

GOLDFISH TRAVEL LIMITED (02-Jun-1997)

PAJERO LIMITED (04-Nov-1999)

PETBOW CO-GENERATION LIMITED (30-Jan-1997)

PRESTAY LIMITED (16-Feb-2000)

STARGAS NOMINEES LIMITED (31-Mar-1998)

Current directorships for MATTHEW DAVID KEY

CAPITAL MANAGEMENT LIMITED

CARPHONES OF BRITAIN LIMITED

CELLCOVER LIMITED

CELLULAR WHOLESALE LIMITED

DESIGNCALL LIMITED

Company Number 1471587

Company Name in full VODAFONE LIMITED

EUROPA FINANCE LIMITED

EUROPA GROUP LIMITED

EUROPA LEASING LIMITED

INTERCOMM CELLULAR LIMITED

INTERNATIONAL COMMUNICATIONS RETAIL LIMITED

JAYSCOTT LIMITED

MOBILE COMMUNICATIONS UK LIMITED

OCC LEASING LIMITED

PORTABLE DATA COMMUNICATIONS LIMITED

TALKLAND LIMITED

Past directorships for MATTHEW DAVID KEY

AIRETEL LIMITED (31-Mar-2000)

ASTEC COMMUNICATIONS LIMITED (31-Mar-2000)

CARPHONES OF EUROPE LIMITED (31-Mar-2000)

GLOBAL CELLULAR RENTAL LIMITED (31-Mar-2000)

IES TELECOM LIMITED (31-Mar-2000)

INTERNATIONAL COMMUNICATIONS GROUP LIMITED (31-Mar-2000)

INTERNATIONAL COMMUNICATIONS SERVICES LIMITED (31-Mar-2000)

MERGECO LIMITED (31-Mar-2000)

PEOPLES PHONE LIMITED (31-Mar-2000)

PINNACLE AIR TIME LIMITED (31-Mar-2000)

PINNACLE CELLULAR GROUP LIMITED (31-Mar-2000)

PINNACLE CELLULAR LIMITED (31-Mar-2000)

PINNACLE PAGING LIMITED (31-Mar-2000)

PINNACLE PHONE SERVICES LIMITED (31-Mar-2000)

PINNACLE SERVICE CENTRE LIMITED (31-Mar-2000)

TALKLAND AIRTIME SERVICES LIMITED (31-Mar-2000)

Company Number 1471587

Company Name in full VODAFONE LIMITED

TALKLAND COMMUNICATIONS LIMITED (31-Mar-2000)
TALKLAND MIDLANDS LIMITED (31-Mar-2000)
TALKLAND RETAIL LIMITED (31-Mar-2000)
TALKLAND SCOTLAND LIMITED (31-Mar-2000)
TALKLAND TELECOMMUNICATIONS LIMITED (31-Mar-2000)
VODAFONE (SCOTLAND) LIMITED (31-Mar-2000)
VODAFONE HIRE SOLUTIONS LIMITED (31-Mar-2000)
VODAFONE RETAIL (HOLDINGS) LIMITED (31-Mar-2000)
VODAFONE RETAIL LIMITED (31-Mar-2000)
WOODEND CELLULAR LIMITED (31-Mar-2000)
WOODEND COMMUNICATIONS LIMITED (31-Mar-2000)
WOODEND GROUP LIMITED (31-Mar-2000)
WOODEND HOLDINGS LIMITED (31-Mar-2000)
WORLDWIDE CONNECTIONS LIMITED (31-Mar-2000)

Past directorships for KENNETH ROY MCGEORGE

AIR CALL HOLDINGS LIMITED (31-Oct-1998)
AIR CALL SITES LIMITED (31-Oct-1998)
ASTEC COMMUNICATIONS LIMITED (01-Aug-1997)
COMPANY NUMBER 874784 LIMITED (31-Oct-1998)
DIGITAL MOBILE COMMUNICATIONS LIMITED (31-Oct-1998)
NAT COMM AIR LIMITED (01-Aug-1997)
VODAFONE DISTRIBUTION LIMITED (01-Jul-1999)
VODAFONE M.C. MOBILE SERVICES LIMITED (31-Mar-2000)
VODAFONE PAGING (HOLDINGS) LIMITED (31-Oct-1998)
VODAFONE PAGING LIMITED (31-Oct-1998)
VODAZAP LIMITED (31-Oct-1998)

Company Number 1471587

Company Name in full VODAFONE LIMITED

Past directorships for MICHAEL COLIN PINCHES

VODACOM GROUP (PTY) LIMITED (25-Sep-1997)

VODACOM GROUP (PTY) LIMITED (16-Sep-1997)

Current directorships for TIMOTHY ROBIN SHERWOOD

CENTEL LIMITED

MOBILE TELECOM GROUP LIMITED

MOBILE TELECOM PLC

Past directorships for TIMOTHY ROBIN SHERWOOD

AIRETEL LIMITED (10-Jul-1997)

CAPITAL MANAGEMENT LIMITED (10-Jul-1997)

CARPHONES OF BRITAIN LIMITED (10-Jul-1997)

CARPHONES OF EUROPE LIMITED (10-Jul-1997)

CELLCOVER LIMITED (10-Jul-1997)

CELLULAR WHOLESALE LIMITED (10-Jul-1997)

DESIGNCALL LIMITED (10-Jul-1997)

EUROPA FINANCE LIMITED (10-Jul-1997)

EUROPA GROUP LIMITED (10-Jul-1997)

EUROPA LEASING LIMITED (10-Jul-1997)

GLOBAL CELLULAR RENTAL LIMITED (10-Jul-1997)

IES TELECOM LIMITED (10-Jul-1997)

INTERCOMM CELLULAR LIMITED (10-Jul-1997)

INTERNATIONAL COMMUNICATIONS GROUP LIMITED (10-Jul-1997)

INTERNATIONAL COMMUNICATIONS RETAIL LIMITED (10-Jul-1997)

INTERNATIONAL COMMUNICATIONS SERVICES LIMITED (10-Jul-1997)

JAYSCOTT LIMITED (10-Jul-1997)

MOBILE COMMUNICATIONS UK LIMITED (10-Jul-1997)

Company Number 1471587

Company Name in full VODAFONE LIMITED

OCC LEASING LIMITED (10-Jul-1997)
PORTABLE DATA COMMUNICATIONS LIMITED (10-Jul-1997)
TALKLAND AIRTIME SERVICES LIMITED (10-Jul-1997)
TALKLAND AUSTRALIA PTY LIMITED (25-Mar-1997)
TALKLAND COMMUNICATIONS LIMITED (10-Jul-1997)
TALKLAND LIMITED (10-Jul-1997)
TALKLAND MIDLANDS LIMITED (10-Jul-1997)
TALKLAND RETAIL AUSTRALIA LIMITED (10-Jul-1997)
TALKLAND SCOTLAND LIMITED (10-Jul-1997)
TALKLAND TELECOMMUNICATIONS LIMITED (10-Jul-1997)
VODAFONE DISTRIBUTION LIMITED (01-Jul-1999)
VODAFONE HIRE SOLUTIONS LIMITED (10-Jul-1997)
VODAFONE M.C. MOBILE SERVICES LIMITED (31-Mar-2000)
VODAFONE RETAIL LIMITED (01-Jul-1997)
WORLDWIDE CONNECTIONS LIMITED (10-Jul-1997)

Current directorships for CHARLES PATRICK WARD

BERE COURT SCHOOL (PANGBOURNE) EDUCATIONAL TRUST LIMITED
THE FEDERATION OF COMMUNICATION SERVICES LIMITED

Please complete in typescript,
or in bold black capitals.

**List of past and present members
Schedule to form 363a and 363b**

CHFP055

Company Number 1471587

Company Name in full VODAFONE LIMITED

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since
the date of the last return (or in the case of the
first return, since the incorporation of the
company) by
(a) persons who are still members, and
(b) persons who have ceased to be members.

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
VODAFONE NOMINEES LIMITED				
THE COURTYARD, 2-4 LONDON ROAD, NEWBURY, BERKSHIRE, RG14 1JX, ENGLAND.				
ORDINARY SHARES	1			
VODAFONE UK LIMITED				
THE COURTYARD, 2-4 LONDON ROAD, NEWBURY, BERKSHIRE, RG14 1JX, ENGLAND.				
ORDINARY SHARES	999			