Shareholder Information

Financial calendar for the 2009 financial year

Announcement for quarter ending 30 June 2008	22 July 2008
Half-yearly financial results announcement	11 November 2008
Announcement for quarter ending 31 December 2008	29 January 2009
Preliminary announcement of full year results	19 May 2009

The Company does not publish results announcements in the press; they are available online at www.vodafone.com.

Dividends

Full details on the dividend amount per share can be found on page 55. Set out below is information relevant to the final dividend for the year ended 31 March 2008.

Ex-dividend date	4 June 2008
Record date	6 June 2008
Dividend reinvestment plan last election date	11 July 2008
Dividend payment date[1]	1 August 2008

Note:
(1) Payment date for both ordinary shares and ADSs.

Dividend payment methods

Holders of ordinary shares can:

- have cash dividends paid direct to a bank or building society account; or
- have cash dividends paid in the form of a cheque; or
- elect to use the cash dividends to purchase more Vodafone shares under the Dividend Reinvestment Plan (see below).

If a holder of ordinary shares does decide to receive cash dividends, it is recommended that these are paid directly to the shareholder's bank or building society account via BACS for UK account holders or EFTS for Irish account holders. Ordinary shareholders resident outside the UK and Eurozone can also have their dividends paid into their bank account directly via the Company's Registrars' Global Payments service. Details and terms and conditions may be viewed at www.computershare.com/uk/investor/GPS. This avoids the risk of cheques being lost in the post and means the dividend will be in the shareholder's account on the dividend payment date. The shareholder will be sent a tax voucher confirming the amount of dividend and the account into which it has been paid.

Please contact the Company's Registrars for further details.

Holders of ADSs can:

- have cash dividends paid direct to a bank account; or
- have cash dividends paid by cheque; or
- elect to have the dividends reinvested to purchase additional Vodafone ADSs.

Dividend reinvestment

The Company offers a Dividend Reinvestment Plan which allows holders of ordinary shares who choose to participate to use their cash dividends to acquire additional shares in the Company. These are purchased on their behalf by the Plan Administrator through a low cost dealing arrangement.

For ADS holders, The Bank of New York Mellon maintains a Global BuyDIRECT Plan for the Company, which is a direct purchase and sale plan for depositary receipts, with a dividend reinvestment facility.

Final B share redemption date

In accordance with the terms of the 2006 return of capital and share consolidation, the Company currently intends to redeem all B shares then in issue on 5 August 2008 at their nominal value of 15 pence per B share.

Telephone share dealing

A telephone share dealing service with the Company's Registrars is available for holders of ordinary shares. The service is available from 8.00 am to 4.30 pm, Monday to Friday, excluding bank holidays, on telephone number +44 (0)870 703 0084. Detailed terms and conditions are available on request by calling the above number.

Internet share dealing

An internet share dealing service is available for holders of ordinary shares who want either to buy or sell ordinary shares. Further information about this service can be obtained from the Company's Registrars on +44 (0)870 702 0198 or by logging onto www.computershare.com/dealing/uk.

Online shareholder services

The Company provides a number of shareholder services online at www.vodafone.com/shareholder, where shareholders may:

- register to receive electronic shareholder communications. Benefits to shareholders include faster receipt of communications, such as annual reports, with cost and time savings for the Company. Electronic shareholder communications are also more environmentally friendly;
- view a live webcast of the AGM of the Company on 29 July 2008. A recording will be available to view after that date;
- view and/or download the 2008 Annual Report;
- check the current share price;
- calculate dividend payments; and
- use interactive tools to calculate the value of shareholdings, change registered address or dividend mandate instructions, look up the historic price on a particular date and chart Vodafone ordinary share price changes against indices.

Registrars and Transfer Office

If private shareholders have any enquiries about their holding of ordinary shares, such as a change of address, change of ownership or dividend payments, they should contact the Company's Registrar at the address or telephone number below. Computershare Investor Services PLC maintain the Vodafone Group Plc share register and holders of ordinary shares may view and update details of their shareholding via the Registrars' Investor Centre at www.computershare.com/uk/investorCentre.

ADS holders should address any queries or instructions regarding their holdings to the Depositary Bank for the Company's ADR programme at the address or telephone number below. ADS holders can view their account balances and transaction history, sell shares and request certificates from their Global BuyDIRECT Plan at www.Stockbny.com.

The Registrar
Computershare Investor Services PLC
PO Box 82
The Pavilions
Bridgwater Road, Bristol BS99 7NH England
Telephone: +44 (0)870 702 0198
Email: web.queries@computershare.co.uk

(Holders of ordinary shares resident in Ireland):
Computershare Investor Services (Ireland) Limited
PO Box 9742
Dublin 18 Ireland
Telephone: 0818 300 999
Email: web.queries@computershare.ie

ADR Depositary
The Bank of New York Mellon
Investor Relations Dept, PO Box 11258
Church Street, Station
New York, NY 10286 -1258 USA
Telephone: 1 800 233 5601 (toll free) or, for calls outside the USA, +1 212 815 3700 (not toll free) and enter company number 2160

(Enquiries in relation to the Global BuyDIRECT Plan)
The Bank of New York Mellon
Investment Services Dept
PO Box 1958, Newark
New Jersey 07101 – 1958 USA

Shareholders and other interested parties can also receive Company press releases, including London Stock Exchange announcements, by registering for Vodafone News via the Company's website at www.vodafone.com/start/misc/register_for_news.html. Registering for Vodafone News will enable users to:

- access the latest news from their mobile; and
- have news automatically e-mailed to them.

Annual General Meeting

The twenty-fourth AGM of the Company will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on 29 July 2008 at 11.00 a.m.

A combined Review of the Year and Notice of AGM, including details of the business to be conducted at the AGM, will be circulated to shareholders and can be viewed at the Company's website – www.vodafone.com/agm.

The AGM will be transmitted via a live webcast and can be viewed at the Company's website – www.vodafone.com/start/investor_relations/agm.html – on the day of the meeting and a recording will be available to view after that date.

ShareGift

The Company supports ShareGift, the charity share donation scheme (registered charity number 1052686). Through ShareGift, shareholders who have only a very small number of shares, which might be considered uneconomic to sell, are able to donate them to charity. Donated shares are aggregated and sold by ShareGift, the proceeds being passed on to a wide range of UK charities. Donating shares to charity gives rise neither to a gain nor a loss for UK Capital Gains Tax purposes and UK taxpayers may also be able to claim income tax relief on the value of the donation.

ShareGift transfer forms specifically for the Company's shareholders are available from the Company's Registrars, Computershare Investor Services PLC, and, even if the share certificate has been lost or destroyed, the gift can be completed. The service is generally free. However, there may be an indemnity charge for a lost or destroyed share certificate where the value of the shares exceeds £100. Further details about ShareGift can be obtained from its website at www.ShareGift.org or at 17 Carlton House Terrace, London SW1Y 5AH (telephone: +44 (0)20 7930 3737).

The Unclaimed Assets Register

The Company participates in the Unclaimed Assets Register, which provides a search facility for financial assets which may have been forgotten and which donates a proportion of its public search fees to a group of three UK charities (Age Concern, NSPCC and Scope). For further information, contact The Unclaimed Assets Register, Cardinal Place, 6th Floor, 80 Victoria Street, London SW1E 5JL (telephone: +44 (0)870 241 1713), or visit its website at www.uar.co.uk.

Share price history

Upon flotation of the Company on 11 October 1988, the ordinary shares were valued at 170 pence each. On 16 September 1991, when the Company was finally demerged, for UK taxpayers the base cost of Racal Electronics Plc shares was apportioned between the Company and Racal Electronics Plc for Capital Gains Tax purposes in the ratio of 80.036% and 19.964% respectively. Opening share prices on 16 September 1991 were 332 pence for each Vodafone share and 223 pence for each Racal share.

On 21 July 1994, the Company effected a bonus issue of two new shares for every one then held and, on 30 September 1999, it effected a bonus issue of four new shares for every one held at that date. The flotation and demerger share prices, therefore, may be restated as 11.333 pence and 22.133 pence, respectively.

The share price at 31 March 2008 was 150.9 pence (31 March 2007: 135.5 pence). The share price on 23 May 2008 was 160.4 pence.

The following tables set out, for the periods indicated, (i) the reported high and low middle market quotations of ordinary shares on the London Stock Exchange, (ii) the reported high and low sales prices of ordinary shares on the Frankfurt Stock Exchange, and (iii) the reported high and low sales prices of ADSs on the NYSE.

The Company's ordinary shares were listed on the Frankfurt Stock Exchange from 3 April 2000 until 23 March 2004 and, therefore, information has not been provided for periods outside these dates.

On 31 July 2006, the Group returned approximately £9 billion to shareholders in the form of a B share arrangement. As part of this arrangement, and in order to facilitate historical share price comparisons, the Group's share capital was consolidated on the basis of seven new ordinary shares for every eight ordinary shares held at this date. Share prices in the five and two year data tables below have not been restated to reflect this consolidation.

Five year data on an annual basis

	London Stock Exchange Pounds per ordinary share		Frankfurt Stock Exchange Euros per ordinary share		NYSE Dollars per ADS	
Financial Year	High	Low	High	Low	High	Low
2003/2004	1.50	1.12	2.22	1.59	27.88	18.10
2004/2005	1.49	1.14	–	–	28.54	20.83
2005/2006	1.55	1.09	–	–	28.04	19.32
2006/2007	1.54	1.08	–	–	29.85	20.07
2007/2008	1.98	1.36	–	–	40.87	26.88

Two year data on a quarterly basis

	London Stock Exchange Pounds per ordinary share		NYSE Dollars per ADS	
Financial Year	High	Low	High	Low
2006/2007				
First Quarter	1.30	1.14	24.23	21.07
Second Quarter	1.24	1.08	22.93	20.07
Third Quarter	1.47	1.20	29.00	22.61
Fourth Quarter	1.54	1.34	29.85	25.94
2007/2008				
First Quarter	1.69	1.36	33.87	26.88
Second Quarter	1.79	1.47	36.52	29.13
Third Quarter	1.98	1.67	40.87	34.32
Fourth Quarter	1.94	1.46	38.27	29.27
2008/2009				
First Quarter(1)	1.68	1.50	32.82	29.74

Note:
(1) Covering period up to 23 May 2008.

Six month data on a monthly basis

	London Stock Exchange Pounds per ordinary share		NYSE Dollars per ADS	
Financial Year	High	Low	High	Low
November 2007	1.98	1.77	40.87	36.62
December 2007	1.90	1.80	38.36	36.00
January 2008	1.94	1.62	38.27	31.27
February 2008	1.83	1.59	35.95	31.40
March 2008	1.64	1.46	32.10	29.27
April 2008	1.62	1.49	32.23	29.57
May 2008(1)	1.68	1.59	32.82	30.82

Note:
(1) High and low share prices for May 2008 only reported until 23 May 2008.

The current authorised share capital comprises 68,250,000,000 ordinary shares of $0.11 $^{3}/_{7}$ each and 50,000 7% cumulative fixed rate shares of £1.00 each and 38,563,935,574 B shares of £0.15 each and 28,036,064,426 deferred shares of £0.15 pence each.

Inflation and foreign currency translation

Inflation

Inflation has not had a significant effect on the Group's results of operations and financial condition during the three years ended 31 March 2008.

Shareholder Information continued

Foreign currency translation

The following table sets out the pounds sterling exchange rates of the other principal currencies of the Group, being: "euros", "€" or "eurocents", the currency of the EU Member States which have adopted the euro as their currency, and "US dollars", "$", "cents" or "¢", the currency of the United States.

Currency (=£1)	At year ended 2008	2007	Change %
Average:			
Euro	1.42	1.48	(4.1)
US dollar	2.01	1.89	6.3
At 31 March:			
Euro	1.26	1.47	(14.3)
US dollar	1.99	1.97	1.0

The following table sets out, for the periods and dates indicated, the period end, average, high and low exchanges rates for pounds sterling expressed in US dollars per £1.00.

Year ended 31 March	Period end	Average	High	Low
2004	1.84	1.69	1.90	1.55
2005	1.89	1.85	1.96	1.75
2006	1.74	1.79	1.92	1.71
2007	1.97	1.89	1.98	1.74
2008	1.99	2.01	2.11	1.94

Month	High	Low
November 2007	2.11	2.05
December 2007	2.07	1.98
January 2008	1.99	1.95
February 2008	1.99	1.94
March 2008	2.03	1.98
April 2008	2.00	1.96

Markets

Ordinary shares of Vodafone Group Plc are traded on the London Stock Exchange and, in the form of ADSs, on the NYSE. The Company had a total market capitalisation of approximately £86.8 billion at 23 May 2008, making it the third largest listing in *The Financial Times* Stock Exchange 100 index and the 24th largest company in the world based on market capitalisation at that date.

ADSs, each representing ten ordinary shares, are traded on the NYSE under the symbol 'VOD'. The ADSs are evidenced by ADRs issued by The Bank of New York Mellon, as Depositary, under a Deposit Agreement, dated as of 12 October 1988, as amended and restated as of 26 December 1989, as further amended and restated as of 16 September 1991, as further amended and restated as of 30 June 1999, and as further amended and restated as of 31 July 2006 between the Company, the Depositary and the holders from time to time of ADRs issued thereunder.

ADS holders are not members of the Company but may instruct The Bank of New York Mellon on the exercise of voting rights relative to the number of ordinary shares represented by their ADSs. See "Memorandum and Articles of Association and applicable English law – Rights attaching to the Company's shares – Voting rights" on page 143.

Shareholders at 31 March 2008

Number of ordinary shares held	Number of accounts	% of total issued shares
1 – 1,000	443,176	0.21
1,001 – 5,000	81,173	0.30
5,001– 50,000	25,087	0.55
50,001 – 100,000	1,158	0.14
100,001– 500,000	1,142	0.45
More than 500,000	1,757	98.35
	553,493	100.00

Geographical analysis of shareholders

At 31 March 2008, approximately 51.58% of the Company's shares were held in the UK, 33.64% in North America, 11.73% in Europe (excluding the UK) and 3.05% in the rest of the world.

Major shareholders

The Bank of New York Mellon, as custodian of the Company's ADR programme, held approximately 12.6% of the Company's ordinary shares of $0.11^{3}/_{7}$ each at 23 May 2008 as nominee. The total number of ADRs outstanding at 23 May 2008 was 670,777,009. At this date, 1,182 holders of record of ordinary shares had registered addresses in the United States and in total held approximately 0.006% of the ordinary shares of the Company. At 23 May 2008, the following percentage interests in the ordinary share capital of the Company, disclosable under the Disclosure and Transparency Rules, (DTR 5), have been notified to the directors:

Shareholder	Shareholding
AXA S.A.	5.81%
Legal & General Group Plc	4.53%

The rights attaching to the ordinary shares of the Company held by this shareholder are identical in all respects to the rights attaching to all the ordinary shares of the Company. The directors are not aware, at 23 May 2008, of any other interest of 3% or more in the ordinary share capital of the Company. The Company is not directly or indirectly owned or controlled by any foreign government or any other legal entity. There are no arrangements known to the Company that could result in a change of control of the Company.

Memorandum and Articles of Association and applicable English law

The following description summarises certain provisions of the Company's Memorandum and Articles of Association and applicable English law. This summary is qualified in its entirety by reference to the Companies Act 1985 of England and Wales, as amended and the Companies Act 2006 of England and Wales (the "Companies Acts"), and the Company's Memorandum and Articles of Association. Information on where shareholders can obtain copies of the Memorandum and Articles of Association is provided under "Documents on display" on page 144.

All of the Company's ordinary shares are fully paid. Accordingly, no further contribution of capital may be required by the Company from the holders of such shares.

English law specifies that any alteration to the Articles of Association must be approved by a special resolution of the shareholders.

A resolution to change the Articles of Association in order to comply with the Companies Act 2006 will be put to shareholders at the 2008 AGM.

The Company's objects

The Company is a public limited company under the laws of England and Wales. The Company is registered in England and Wales under the name Vodafone Group Public Limited Company, with the registration number 1833679. The Company's objects are set out in the fourth clause of its Memorandum of Association and cover a wide range of activities, including to carry on the business of a holding company, to carry on business as dealers in, operators, manufacturers, repairers, designers, developers, importers and exporters of electronic, electrical, mechanical and aeronautical equipment of all types as well as to carry on all other businesses necessary to attain the Company's objectives. The Memorandum of Association grants the Company a broad range of powers to affect its objects.

Directors

The Company's Articles of Association provide for a Board of directors, consisting of not fewer than three directors, who shall manage the business and affairs of the Company.

The directors are empowered to exercise all the powers of the Company subject to any restrictions in the Articles of Association.

Under the Company's Articles of Association, a director cannot vote in respect of any proposal in which the director, or any person connected with the director, has a material interest other than by virtue of the director's interest in the Company's shares or other securities. However, this restriction on voting does not apply to resolutions (a) giving the director or a third party any guarantee, security or indemnity in respect of obligations or liabilities incurred at the request of or for the benefit of the Company, (b) giving any guarantee, security or indemnity to the director or a third party in respect of obligations of the Company for which the director has assumed responsibility under an indemnity or guarantee, (c) relating to an offer of securities of the Company in which the director participates as a holder of shares or other securities or in the underwriting of such shares or securities, (d) concerning any other company in which the director (together with any connected person) is a shareholder or an officer or is otherwise interested, provided that the director (together with any connected person) is not interested in 1% or more of any class of the company's equity share capital or the voting rights available to its shareholders, (e) relating to the arrangement of any employee benefit in which the director will share equally with other employees and (f) relating to any insurance that the Company purchases or renews for its directors or any group of people, including directors.

The directors are empowered to exercise all the powers of the Company to borrow money, subject to the limitation that the aggregate amount of all liabilities and obligations of the Group outstanding at any time shall not exceed an amount equal to 1.5 times the aggregate of the Group's share capital and reserves calculated in the manner prescribed in the Articles of Association, unless sanctioned by an ordinary resolution of the Company's shareholders.

The Company can make market purchases of its own shares or agree to do so in the future, provided it is duly authorised by its members in a general meeting and subject to and in accordance with Section 166 of the Companies Act 1985.

In accordance with the Company's Articles of Association, directors retiring at each AGM are those last elected or re-elected at or before the AGM held in the third calendar year before the current year. In 2005, the Company reviewed its policy regarding the retirement and re-election of directors and, although it is not intended to amend the Company's Articles in this regard, the Board has decided, in the interests of good corporate governance, that all of the directors should offer themselves for re-election annually. Accordingly, all the directors not retiring will submit themselves for re-election at the 2008 AGM.

No person is disqualified from being a director or is required to vacate that office by reason of age.

Directors are not required, under the Company's Articles of Association, to hold any shares of the Company as a qualification to act as a director, although executive directors participating in long term incentive plans must comply with the Company's share ownership guidelines. In accordance with best practice in the UK for corporate governance, compensation awarded to executive directors is decided by a remuneration committee consisting exclusively of non-executive directors.

In addition, as required by The Directors' Remuneration Report Regulations, the Board has, since 2003, prepared a report to shareholders on the directors' remuneration which complies with the Regulations (see pages 71 to 81). The report is also subject to a shareholder vote.

Rights attaching to the Company's shares

At 31 March 2008, the issued share capital of the Company was comprised of 50,000 7% cumulative fixed rate shares of £1.00 each, 53,127,598,035 ordinary shares (excluding treasury shares) of US0.11^{3}/_{7}$ each and 87,429,138 B shares of 15 pence each.

Dividend rights

Holders of 7% cumulative fixed rate shares are entitled to be paid in respect of each financial year, or other accounting period of the Company, a fixed cumulative preferential dividend of 7% per annum on the nominal value of the fixed rate shares. A preferential dividend may only be paid out of available distributable profits which the directors have resolved should be distributed. The fixed rate shares do not have any other right to share in the Company's profits.

Holders of the Company's ordinary shares may, by ordinary resolution, declare dividends but may not declare dividends in excess of the amount recommended by the directors. The Board of directors may also pay interim dividends. No dividend may be paid other than out of profits available for distribution. Dividends on ordinary shares will be announced in pounds sterling. Holders of ordinary shares with a registered address in a euro zone country (defined, for this purpose, as a country that has adopted the euro as its national currency) will receive their dividends in euros, exchanged from pounds sterling at a rate fixed by the Board of directors in accordance with the Articles of Association. Dividends for ADS holders represented by ordinary shares held by the Depositary will be paid to the Depositary in US dollars, exchanged from pounds sterling at a rate fixed by the directors in accordance with the Articles of Association, and the Depositary will distribute them to the ADS holders.

If a dividend has not been claimed for one year after the date of the resolution passed at a general meeting declaring that dividend or the resolution of the directors providing for payment of that dividend, the directors may invest the dividend or use it in some other way for the benefit of the Company until the dividend is claimed. If the dividend remains unclaimed for 12 years after the relevant resolution either declaring that dividend or providing for payment of that dividend, it will be forfeited and belong to the Company.

Holders of outstanding B shares in issue are entitled to accrue a continuing dividend at the rate of 75% of sterling LIBOR, payable semi-annually in arrears, on all future redemption dates until final redemption on 5 August 2008. The B shares do not have any other right to share in the profits of the Company.

Special distribution

At an Extraordinary General Meeting of the Company on 25 July 2006, shareholders approved a distribution of capital of approximately £9 billion by way of a B share scheme, equating to 15 pence per B share for every ordinary share in issue at 28 July 2006. The Company has made payments against B shares redeemed in August 2006, February 2007, August 2007 and February 2008. The Company intends to redeem all outstanding B shares in issue, on 5 August 2008.

Voting rights

The Company's Articles of Association provide that voting on Substantive Resolutions (i.e. any resolution which is not a Procedural Resolution) at a general meeting shall be decided on a poll. On a poll, each shareholder who is entitled to vote and is present in person or by proxy has one vote for every share held. Procedural Resolutions (such as a resolution to adjourn a General Meeting or a resolution on the choice of Chairman of a General Meeting) shall be decided on a show of hands, where each shareholder who is present at the meeting has one vote regardless of the number of shares held, unless a poll is demanded. In addition, the Articles of Association allow persons appointed as proxies of shareholders entitled to vote at general meetings to vote on a show of hands, as well as to vote on a poll and attend and speak at general meetings. Holders of the Company's ordinary shares do not have cumulative voting rights.

Under English law, two shareholders present in person constitute a quorum for purposes of a general meeting, unless a company's articles of association specify otherwise. The Company's Articles of Association do not specify otherwise, except that the shareholders do not need to be present in person, and may instead be present by proxy, to constitute a quorum.

Under English law, shareholders of a public company such as the Company are not permitted to pass resolutions by written consent.

Record holders of the Company's ADSs are entitled to attend, speak and vote on a poll or a show of hands at any general meeting of the Company's shareholders by the Depositary's appointment of them as corporate representatives with respect to the underlying ordinary shares represented by their ADSs. Alternatively, holders of ADSs are entitled to vote by supplying their voting instructions to the Depositary or its nominee, who will vote the ordinary shares underlying their ADSs in accordance with their instructions.

Employees are able to vote any shares held under the Vodafone Group Share Incentive Plan and "My ShareBank" (a vested share account) through the respective plan's trustees.

Holders of the Company's 7% cumulative fixed rate shares are only entitled to vote on any resolution to vary or abrogate the rights attached to the fixed rate shares. Holders have one vote for every fully paid 7% cumulative fixed rate share.

Holders of B shares are only entitled to vote on a proposal to wind up the Company and have one vote for every fully paid B share held.

Liquidation rights

In the event of the liquidation of the Company, after payment of all liabilities and deductions in accordance with English law, the holders of the Company's 7% cumulative fixed rate shares would be entitled to a sum equal to the capital paid up on such shares, together with certain dividend payments, in priority to holders of the Company's ordinary shares. The holders of the fixed rate shares do not have any other right to share in the Company's surplus assets.

The holders of B shares will be entitled, before any payment to holders of the Company's ordinary shares but after any payment to holders of the Company's 7% cumulative fixed rate shares, to repayment of the amount paid up or treated to be paid up on the nominal value of each B share, together with any outstanding

Shareholder Information continued

entitlement to the B share continuing dividend up to the future redemption date immediately before the liquidation. The holders of B shares do not have any other right to share in the Company's surplus assets.

Pre-emptive rights and new issues of shares

Under Section 80 of the Companies Act 1985, directors are, with certain exceptions, unable to allot relevant securities without the authority of the shareholders in a general meeting. Relevant securities as defined in the Companies Act include the Company's ordinary shares or securities convertible into the Company's ordinary shares. In addition, Section 89 of the Companies Act 1985 imposes further restrictions on the issue of equity securities (as defined in the Companies Act, which include the Company's ordinary shares and securities convertible into ordinary shares) which are, or are to be, paid up wholly in cash and not first offered to existing shareholders. The Company's Articles of Association allow shareholders to authorise directors for a period up to five years to allot (a) relevant securities generally up to an amount fixed by the shareholders and (b) equity securities for cash other than in connection with a rights issue up to an amount specified by the shareholders and free of the restriction in Section 89. In accordance with institutional investor guidelines, the amount of relevant securities to be fixed by shareholders is normally restricted to one third of the existing issued ordinary share capital, and the amount of equity securities to be issued for cash other than in connection with a rights issue is restricted to 5% of the existing issued ordinary share capital.

Disclosure of interests in the Company's shares

There are no provisions in the Articles of Association whereby persons acquiring, holding or disposing of a certain percentage of the Company's shares are required to make disclosure of their ownership percentage, although such requirements exist under rules derived by the Disclosure and Transparency Rules ("DTRs").

The basic disclosure requirement upon a person acquiring or disposing of shares carrying voting rights is an obligation to provide written notification to the Company, including certain details as set out in DTR 5, where the percentage of the person's voting rights which he holds as shareholder or through his direct or indirect holding of financial instruments (falling within DTR 5.3.1R) reaches or exceeds 3% and reaches, exceeds or falls below each 1% threshold thereafter.

Under Section 793 of the Companies Act 2006, the Company may, by notice in writing, require a person that the Company knows or has reasonable cause to believe is, or was during the preceding three years, interested in the Company's shares to indicate whether or not that is correct and, if that person does or did hold an interest in the Company's shares, to provide certain information as set out in the Companies Act 2006. DTR 3 deals with the disclosure by persons "discharging managerial responsibility" and their connected persons of the occurrence of all transactions conducted on their account in the shares in the Company. Part 28 of The Companies Act 2006 sets out the statutory functions of the Panel on Takeovers & Mergers (the "Panel"). The Panel is responsible for issuing and administering the Code on Takeovers & Mergers and governs disclosure requirements on all parties to a takeover with regard to dealings in the securities of an offeror or offeree company and also on their respective associates during the course of an offer period.

General meetings and notices

Annual general meetings are held at such times and place as determined by the directors of the Company. The directors may also, when they think fit, convene an extraordinary general meeting of the Company. General meetings may also be convened on requisition as provided by the Companies Acts.

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution needs to be called by not less than twenty-one days' notice in writing and all other extraordinary general meetings by not less than fourteen days' notice in writing. The directors may determine that persons entitled to receive notices of meetings are those persons entered on the register at the close of business on a day determined by the directors but not later than twenty-one days before the date the relevant notice is sent. The notice may also specify the record date, which shall not be more than forty-eight hours before the time fixed for the meeting.

Shareholders must provide the Company with an address or (so far as the Companies Acts allow) an electronic address or fax number in the United Kingdom in order to be entitled to receive notices of shareholders' meetings and other notices and documents. In certain circumstances, the Company may give notices to shareholders by advertisement in newspapers in the United Kingdom. Holders of the Company's ADSs are entitled to receive notices under the terms of the Deposit Agreement relating to the ADSs.

Under Section 336 of the Companies Act 2006, the annual general meeting of shareholders must be held each calendar year and within six months of the Company's year end.

Electronic communications

The Company may, subject to and in accordance with the Companies Act 2006, communicate all shareholder information by electronic means, including by making such information available on a website, with notification that such information shall be available on the website.

Variation of rights

If, at any time, the Company's share capital is divided into different classes of shares, the rights attached to any class may be varied, subject to the provisions of the Companies Acts, either with the consent in writing of the holders of three fourths in nominal value of the shares of that class or upon the adoption of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class.

At every such separate meeting, all of the provisions of the Articles of Association relating to proceedings at a general meeting apply, except that (a) the quorum is to be the number of persons (which must be at least two) who hold or represent by proxy not less than one-third in nominal value of the issued shares of the class or, if such quorum is not present on an adjourned meeting, one person who holds shares of the class regardless of the number of shares he holds, (b) any person present in person or by proxy may demand a poll, and (c) each shareholder will have one vote per share held in that particular class in the event a poll is taken. Class rights are deemed not to have been varied by the creation or issue of new shares ranking equally with or subsequent to that class of shares in sharing in profits or assets of the Company or by a redemption or repurchase of the shares by the Company.

Limitations on voting and shareholding

As far as the Company is aware, there are no limitations imposed on the transfer, holding or voting of the Company's shares other than those limitations that would generally apply to all of the shareholders. No shareholder has any securities carrying special rights with regard to control of the Company.

Documents on display

The Company is subject to the information requirements of the US Securities and Exchange Act of 1934 applicable to foreign private issuers. In accordance with these requirements, the Company files its Annual Report on Form 20-F and other related documents with the SEC. These documents may be inspected at the SEC's public reference rooms located at 100 F Street, NE Washington, DC 20549. Information on the operation of the public reference room can be obtained in the US by calling the SEC on +1-800-SEC-0330. In addition, some of the Company's SEC filings, including all those filed on or after 4 November 2002, are available on the SEC's website at www.sec.gov. Shareholders can also obtain copies of the Company's Memorandum and Articles of Association from the Vodafone website at www.vodafone.com or from the Company's registered office.

Debt securities

Pursuant to an Agreement of Resignation, Appointment and Acceptance, dated as of 24 July 2007, by and among the Company, The Bank of New York Mellon and Citibank N.A, The Bank of New York Mellon has become the successor trustee to Citibank N.A. under the Company's Indenture dated as of 10 February 2000.

Material contracts

At the date of this Annual Report, the Group is not party to any contracts that are considered material to the Group's results or operations, except for its $11.3 billion credit facilities which are discussed under "Financial Position and Resources" on page 57.

Exchange controls

There are no UK government laws, decrees or regulations that restrict or affect the export or import of capital, including but not limited to, foreign exchange controls on remittance of dividends on the ordinary shares or on the conduct of the Group's operations, except as otherwise set out under "Taxation" below.

Taxation

As this is a complex area, investors should consult their own tax adviser regarding the US federal, state and local, the UK and other tax consequences of owning and disposing of shares and ADSs in their particular circumstances.

This section describes, primarily for a US holder (as defined below), in general terms, the principal US federal income tax and UK tax consequences of owning or disposing of shares or ADSs in the Company held as capital assets (for US and UK tax purposes). This section does not, however, cover the tax consequences for members of certain classes of holders subject to special rules including officers of the Company, employees and holders that, directly or indirectly, hold 10% or more of the Company's voting stock. The tax consequences of the return of capital and the share consolidation undertaken during the 2007 financial year pursuant to a B share scheme are also not covered in this section. Guidance for holders of B shares in certain specific circumstances was included in the Circular for the issue of B shares, a copy of which is available on the Company's website at www.vodafone.com.

A US holder is a beneficial owner of shares or ADSs that is for US federal income tax purposes:

- a citizen or resident of the United States;
- a US domestic corporation;
- an estate, the income of which is subject to US federal income tax regardless of its source; or
- a trust, if a US court can exercise primary supervision over the trust's administration and one or more US persons are authorised to control all substantial decisions of the trust.

If a partnership holds the shares or ADSs, the US federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding the shares or ADSs should consult its tax advisor with regard to the US federal income tax treatment of an investment in the shares or ADSs.

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, and on the tax laws of the United Kingdom and the Double Taxation Convention between the United States and the United Kingdom (the "Treaty"), all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

This section is further based in part upon the representations of the Depositary and assumes that each obligation in the Deposit Agreement and any related agreement will be performed in accordance with its terms.

Based on this assumption, for purposes of the Treaty and the US-UK double taxation convention relating to estate and gift taxes (the "Estate Tax Convention"), and for US federal income tax and UK tax purposes, a holder of ADRs evidencing ADSs will be treated as the owner of the shares in the Company represented by those ADSs. Generally, exchanges of shares for ADRs, and ADRs for shares, will not be subject to US federal income tax or to UK tax, other than stamp duty or stamp duty reserve tax (see the section on these taxes below).

Taxation of dividends

UK Taxation

Under current UK tax law, no withholding tax will be deducted from dividends paid by the Company. A shareholder that is a company resident for UK tax purposes in the United Kingdom will not be taxable on a dividend it receives from the Company. A shareholder in the Company who is an individual resident for UK tax purposes in the United Kingdom is entitled, in calculating their liability to UK income tax, to a tax credit on cash dividends paid on shares in the Company or ADSs, and the tax credit is equal to one-ninth of the cash dividend.

US Federal Income Taxation

Subject to the PFIC rules described below, a US holder is subject to US federal income taxation on the gross amount of any dividend paid by the Company out of its current or accumulated earnings and profits (as determined for US federal income tax purposes). Dividends paid to a non-corporate US holder in tax years beginning before 1 January 2011 that constitute qualified dividend income will be taxable to the holder at a maximum tax rate of 15%, provided that the ordinary shares or ADSs are held for more than 60 days during the 121 day period beginning 60 days before the ex-dividend date and the holder meets other holding period requirements. Dividends paid by the Company with respect to the shares or ADSs will generally be qualified dividend income.

A US holder is not subject to a UK withholding tax. The US holder includes in gross income for US federal income tax purposes only the amount of the dividend actually received from the Company, and the receipt of a dividend does not entitle the US holder to a foreign tax credit.

Dividends must be included in income when the US holder, in the case of shares, or the Depositary, in the case of ADSs, actually or constructively receives the dividend and will not be eligible for the dividends-received deduction generally allowed to US corporations in respect of dividends received from other US corporations. Dividends will be income from sources outside the United States. Dividends paid in taxable years beginning before 1 January 2007 generally will be "passive" or "financial services" income, and dividends paid in taxable years beginning after 31 December 2006 generally will be "passive" or "general" income, which in either case is treated separately from other types of income for the purposes of computing any allowable foreign tax credit.

In the case of shares, the amount of the dividend distribution to be included in income will be the US dollar value of the pound sterling payments made, determined at the spot pound sterling/US dollar rate on the date of the dividend distribution, regardless of whether the payment is in fact converted into US dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend payment is to be included in income to the date the payment is converted into US dollars will be treated as ordinary income or loss. Generally, the gain or loss will be income or loss from sources within the United States for foreign tax credit limitation purposes.

Taxation of capital gains

UK taxation

A US holder may be liable for both UK and US tax in respect of a gain on the disposal of the Company's shares or ADSs if the US holder is:

- a citizen of the United States resident or ordinarily resident for UK tax purposes in the United Kingdom;
- a citizen of the United States who has been resident or ordinarily resident for UK tax purposes in the United Kingdom, ceased to be so resident or ordinarily resident for a period of less than five years of assessment and who disposed of the shares or ADSs during that period (a "Temporary Non-Resident"), unless the shares or ADSs were also acquired during that period, such liability arising on that individual's return to the UK;
- a US domestic corporation resident in the United Kingdom by reason of being centrally managed and controlled in the United Kingdom; or
- a citizen of the United States or a US domestic corporation that carries on a trade, profession or vocation in the United Kingdom through a branch or agency or, in the case of US domestic companies, through a permanent establishment and that has used the shares or ADSs for the purposes of such trade, profession or vocation or has used, held or acquired the shares or ADSs for the purposes of such branch or agency or permanent establishment.

Under the Treaty, capital gains on dispositions of the shares or ADSs are generally subject to tax only in the country of residence of the relevant holder as determined under both the laws of the United Kingdom and the United States and as required by the terms of the Treaty. However, individuals who are residents of either the United Kingdom or the United States and who have been residents of the other jurisdiction (the US or the UK, as the case may be) at any time during the six years immediately preceding the relevant disposal of shares or ADSs may be subject to tax with respect to capital gains arising from the dispositions of the shares or ADSs not only in the country of which the holder is resident at the time of the disposition, but also in that other country (although, in respect of UK taxation, generally only to the extent that such an individual comprises a Temporary Non-Resident).

US federal income taxation

Subject to the PFIC rules described below, a US holder that sells or otherwise disposes of the Company's shares or ADSs will recognise a capital gain or loss for US federal income tax purposes equal to the difference between the US dollar value of the amount realised and the holder's tax basis, determined in US dollars, in the shares or ADSs. Generally, a capital gain of a non-corporate US holder that is recognised in tax years beginning before 1 January 2011 is taxed at a maximum rate of 15%, provided the holder has a holding period of more than one year. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. The deductibility of losses is subject to limitations.

Shareholder Information continued

Additional tax considerations

UK inheritance tax

An individual who is domiciled in the United States (for the purposes of the Estate Tax Convention) and is not a UK national will not be subject to UK inheritance tax in respect of the Company's shares or ADSs on the individual's death or on a transfer of the shares or ADSs during the individual's lifetime, provided that any applicable US federal gift or estate tax is paid, unless the shares or ADSs are part of the business property of a UK permanent establishment or pertain to a UK fixed base used for the performance of independent personal services. Where the shares or ADSs have been placed in trust by a settlor, they may be subject to UK inheritance tax unless, when the trust was created, the settlor was domiciled in the United States and was not a UK national. Where the shares or ADSs are subject to both UK inheritance tax and to US federal gift or estate tax, the Estate Tax Convention generally provides a credit against US federal tax liabilities for UK inheritance tax paid.

UK stamp duty and stamp duty reserve tax

Stamp duty will, subject to certain exceptions, be payable on any instrument transferring shares in the Company to the Custodian of the Depositary at the rate of 1.5% on the amount or value of the consideration if on sale or on the value of such shares if not on sale. Stamp duty reserve tax ("SDRT"), at the rate of 1.5% of the price or value of the shares, could also be payable in these circumstances and on issue to such a person, but no SDRT will be payable if stamp duty equal to such SDRT liability is paid. In accordance with the terms of the Deposit Agreement, any tax or duty payable on deposits of shares by the Depositary or the Custodian of the Depositary will be charged to the party to whom ADSs are delivered against such deposits.

No stamp duty will be payable on any transfer of ADSs of the Company, provided that the ADSs and any separate instrument of transfer are executed and retained at all times outside the United Kingdom. A transfer of shares in the Company in registered form will attract ad valorem stamp duty generally at the rate of 0.5% of the purchase price of the shares. There is no charge to ad valorem stamp duty on gifts.

SDRT is generally payable on an unconditional agreement to transfer shares in the Company in registered form at 0.5% of the amount or value of the consideration for the transfer, but is repayable if, within six years of the date of the agreement, an instrument transferring the shares is executed or, if the SDRT has not been paid, the liability to pay the tax (but not necessarily interest and penalties) would be cancelled. However, an agreement to transfer the ADSs of the Company will not give rise to SDRT.

PFIC Rules

The Company does not believe that the shares or ADSs will be treated as stock of a passive foreign investment company, or PFIC, for US federal income tax purposes. This conclusion is a factual determination that is made annually and thus is subject to change. If the Company is treated as a PFIC, any gain realised on the sale or other disposition of the shares or ADSs would in general not be treated as capital gain, unless a US holder elects to be taxed annually on a mark to market basis with respect to the shares or ADSs. Otherwise a US holder would be treated as if he or she has realised such gain and certain "excess distributions" rateably over the holding period for the shares or ADSs and would be taxed at the highest tax rate in effect for each such year to which the gain was allocated. An interest charge in respect of the tax attributable to each such year would also apply. Dividends received from Vodafone would not be eligible for the preferential tax rate applicable to qualified dividend income for certain non-corporate holders.

History and Development

The Company was incorporated under English law in 1984 as Racal Strategic Radio Limited (registered number 1833679). After various name changes, 20% of Racal Telecom Plc capital was offered to the public in October 1988. The Company was fully demerged from Racal Electronics Plc and became an independent company in September 1991, at which time it changed its name to Vodafone Group Plc.

Since then, the Group entered into various transactions, which consolidated the Group's position in the United Kingdom and enhanced its international presence. The most significant of these transactions were as follows:

- The merger with AirTouch Communications, Inc., which completed on 30 June 1999. The Company changed its name to Vodafone AirTouch Plc in June 1999, but then reverted to its former name, Vodafone Group Plc, on 28 July 2000.
- The acquisition of Mannesmann AG, which completed on 12 April 2000. Through this transaction the Group acquired subsidiaries in Germany and Italy, and increased the Group's indirect holding in SFR.
- Through a series of business transactions between 1999 and 2004, the Group acquired a 97.7% stake in Vodafone Japan. This was then disposed of on 27 April 2006.
- On 8 May 2007, the Group acquired companies with interests in Vodafone Essar for $10.9 billion (£5.5 billion), following which the Group controls Vodafone Essar (see note 28 to the Consolidated Financial Statements).

Other transactions that have occurred since 31 March 2005 are as follows:

11 May 2005 – France: Following a transaction completed by the Group's associated undertaking, SFR, the Group's effective shareholding in Neuf Cegetel became 12.4%.

31 May 2005 – Czech Republic and Romania: 79.0% of the share capital of MobiFon S.A. ("MobiFon") in Romania and 99.9% of the share capital of Oskar Mobil a.s. ("Oskar") in the Czech Republic were acquired for $3.5 billion (£1.9 billion). In addition, the Group assumed approximately $1.0 billion (£0.6 billion) of net debt.

18 November 2005 – India: Acquired a 5.60% interest in Bharti Airtel and on 22 December 2005 acquired a further 4.39% interest in Bharti Airtel. Total consideration for the combined 10.0% stake was Rs. 67 billion (£858 million).

5 January 2006 – Sweden: Sold Vodafone Sweden for €970 million (£660 million).

20 April 2006 – South Africa: Increased stake in Vodacom Group (Pty) Limited ("Vodacom") by 15.0% to 50.0% for a consideration of ZAR15.8 billion (£1.5 billion).

24 May 2006 – Turkey: The assets of Telsim Mobil Telekomunikasyon ("Telsim") were acquired for $4.67 billion (£2.6 billion).

29 June 2006 – Greece: The Group's interest in Vodafone Greece reached 99.9% following a public offer for all outstanding shares.

3 November 2006 – Belgium: Disposed of 25% interest in Belgacom Mobile SA for €2.0 billion (£1.3 billion).

25 November 2006 – The Netherlands: Group's shareholdings increased to 100.0% following a compulsory acquisition of outstanding shares.

3 December 2006 – Egypt: Acquired an additional 4.8% stake in Vodafone Egypt bringing the Group's interest to 54.9%.

20 December 2006 – Switzerland: Disposed of 25% interest in Swisscom Mobile AG for CHF4.25 billion (£1.8 billion).

9 May 2007 – India: A Bharti group company irrevocably agreed to purchase the Group's 5.60% direct shareholding in Bharti Airtel (see note 29 to the Consolidated Financial Statements).

3 December 2007 – Italy and Spain: Acquired Tele2 Italia SpA and Tele2 Telecommunications Services SLU from Tele2 AB Group for €775 million (£537 million).

11 December 2007 – Qatar: A consortium comprising Vodafone and The Qatar Foundation was named as the successful applicant in the auction to become the second mobile operator in Qatar.

19 May 2008 – Arcor: The Group increased its stake in Arcor for €474 million (£377 million) and now owns 100% of Arcor.

Regulation

The Group's operating companies are generally subject to regulation governing the operation of their business activities. Such regulation typically takes the form of industry-specific law and regulation covering telecommunications services and general competition (anti-trust) law applicable to all activities. Some regulation implements commitments made by governments under the Basic Telecommunications Accord of the World Trade Organisation to facilitate market entry and establish regulatory frameworks.

The following section describes the regulatory framework and the key regulatory developments at the global and regional level and in selected countries in which the Group has significant interests. Many of the regulatory developments reported in the following section involve ongoing proceedings or consideration of potential proceedings that have not reached a conclusion. Accordingly, the Group is unable to attach a specific level of financial risk to the Group's performance from such matters.

World Radiocommunication Conference

During October and November 2007, the World Radiocommunication Conference of the International Telecommunications Union met in Geneva to consider changes to the Radio Regulations. The next such Conference will be held in 2011. The Conference establishes, by means of international treaty, the basis upon which radio frequency bands may be used in the signatory countries (which include all markets in which Vodafone has interests). Such agreements are required to prevent interference between users in different countries and to facilitate the development of scalable technologies such as GSM or UMTS. The most important outcome of the 2007 conference for Vodafone was the identification of additional spectrum in the UHF band for mobile services and, in particular, the identification of spectrum in the 790-862 MHz range for mobile services in Europe.

European Union

The EU Regulatory Framework for the communications sector ("the EU Framework") was adopted in 2002 and has been implemented by all EU Member States although there remain both ongoing and new infringement proceedings against a number of Member States for late or inadequate implementation.

The EU Framework consists of four principal Directives outlining matters such as:

- the objectives to be pursued by national regulatory authorities ("NRAs");
- the way in which telecommunications operators are to be licensed;
- measures to be taken to protect consumers; and
- ensuring universal provision of certain telecommunications services and the terms and basis upon which operators interconnect and provide access to each other.

The EU Framework seeks to align the techniques for defining where sector specific regulation may be applied, and the threshold for when such regulation can be applied, with those already employed in EU competition law. It is also intended to ensure consistency of approach amongst NRAs within the Member States. All NRAs are required to take utmost account of a list of markets which are specified by the European Commission (the "Commission") in a Recommendation when deciding which markets to investigate. The second such Recommendation was published by the Commission in November 2007 and for the mobile industry includes only the market at a wholesale level for 'voice call termination on individual mobile networks'. Two markets included the first Recommendation, one for the 'wholesale national market for international roaming' and the market for 'access and call origination' on public mobile networks, have been removed. NRAs may still review other markets subject to satisfying certain tests.

Under the EU Framework, regulation can only be applied to undertakings with significant market power ("SMP"), either individually or collectively, in the relevant markets, subject to the Commission's consent. SMP under the EU Framework accords with the concept of "dominance" under existing EU competition law. For individual dominance, this generally implies a market share of at least 40%, although other factors may also be taken into consideration.

In November 2007, the Commission published proposals to amend the EU Framework ("the review"). Any changes to the EU Framework would become effective following their transposition into national law from around 2010. Not all of these affect Vodafone directly. The proposals that may directly affect Vodafone include:

- the proposed creation of a new European regulatory authority;
- the extension of the Commission's powers so as to allow it, rather than national regulators, to determine remedies where SMP is found;
- the addition of functional separation as a remedy subject to certain conditions being fulfilled;
- fundamental changes to the licensing of spectrum, introducing more flexibility, trading and market-based approaches;
- some 'net neutrality' provisions to address the concerns that the services of some internet service providers ("ISPs") will be blocked or otherwise discriminated against by network operators;
- proposals that number portability be completed in one day on all networks in the EU;
- various measures to address concerns about network security; and
- various measures to address the provision of services for the disabled.

The proposed changes are now being debated in the European Parliament and the Council of Member States and this process is expected to continue for most, if not all, of 2008. The impact of the review on Vodafone will depend on the changes actually adopted by the EU, the manner in which revised directives are subsequently implemented in Member States and how the revised regulatory framework is then applied by the respective NRAs and the Commission.

Spectrum

In February 2007, the Commission published a communication on its plans to introduce greater flexibility in the use of spectrum in selected bands, including 2G and 3G bands, through the use of Decisions agreed with the Radio Spectrum Committee (an EU level committee comprising the Commission and Member States). These reforms are expected to take place in advance of the review. The first proposed measure is a replacement of the GSM Directive by a decision to allow the deployment of UMTS services using 900 MHz and 1800 MHz spectrum ("refarming"). The Commission submitted formal proposals for such a decision to the European Parliament in July 2007.

In November 2007, the European Commission made a policy announcement on the 800 MHz 'digital dividend' spectrum (to be released following the transition from analogue to digital TV). It urged Europe, and the Member States in particular, to create new harmonised bands of spectrum for mobile broadband services and mobile TV. The need for action on the digital dividend has been supported by leading European Parliamentarians, and the Member States are expected to respond with a statement at the EU Telecoms Council in June 2008.

International roaming

In June 2007, a regulation (the "roaming regulation") under Article 95 of the EU Treaty came into force requiring mobile operators to offer a 'euro-tariff' under which the cost of making calls within the EU is capped at 49 eurocents per minute and the cost of receiving calls within the EU is capped at 24 eurocents per minute. Customers who had not otherwise already opted for another roaming tariff, such as Vodafone Passport, were automatically opted onto the euro-tariff. The roaming regulation also requires that wholesale roaming charges within the EU are capped at an initial average rate of 30 eurocents per minute and that operators provide certain tariff transparency services to customers when they roam. The level of the retail and wholesale caps will fall in a further 12 and 24 months following the application of the regulation, which will terminate after three years.

The Commission is required by the roaming regulation to consider whether voice roaming should continue to be regulated beyond the expiry of the current regulation and, if so, what form such regulation might take. In addition, the Commission is required to review SMS and data roaming and to consider whether regulation is required, and if so, what form this might take. The Commission is consulting on these matters, with a view to publishing conclusions in late summer or early autumn of 2008. The Commission indicated in February 2008 that it would consider regulation in the event that SMS retail roaming prices did not approach justified levels, which it considered to be not more than 12 eurocents per SMS. The Commission urged the industry to adopt more predictable and transparent tariffs for data roaming services, and suggested that wholesale data roaming pricing should fall to around 35 eurocents per megabyte.

Call termination

At 31 March 2008, the termination rates effective for the Group's subsidiaries and joint ventures within the European Union, which differs from the Group's Europe region, ranged from 6.40 eurocents (5.09 pence) to 11.84 eurocents (9.42 pence), at the relevant 31 March 2008 exchange rate.

The Commission is studying the regulation of call termination and is expected to consult upon and then issue a Recommendation in the autumn of 2008. The Commission has indicated that it is concerned by what it considers to be the unjustifiably wide range of regulated rates set by NRA's in the EU and by their level relative to its view of cost. The NRAs are required to take utmost account of the Commission's recommendations, but may depart from them in justified circumstances.

Regulation continued

Europe

Germany

Vodafone's 900 MHz licence was extended to 2016. In April 2008, the NRA published the rules for auctioning further 2.0 GHz, 2.6 GHz and 1800 MHz spectrum, with auctions expected in 2009.

In April 2008, the German Supreme Administration Court rejected lawsuits filed by the four mobile network operators against the NRA's decision to regulate mobile termination rates on an ex ante basis. The German Competition Authority has commenced an investigation into the use by Vodafone Germany and T-Mobile Germany of on-net pricing.

During the year, the NRA reduced Vodafone's termination rate by 9.8% to 7.92 eurocents, valid until March 2009.

Italy

The NRA launched a public consultation for the assignment of 900 MHz, 1800 MHz and 2.1 GHz spectrum and on the implementation of 900 MHz refarming. The Italian Ministry of Communications assigned 5 MHz of 900 MHz spectrum to Wind on a temporary basis in 16 main cities. The NRA published proposals to licence DVB-H services.

The Italian National Competition Authority ("NCA") closed its investigation into alleged anti-competitive practices by mobile network operators, including Vodafone Italy, in relation to network access for MVNOs and other matters. Undertakings in relation to network access were submitted by Vodafone Italy and accepted by the NCA, and the case has been closed without sanction for Vodafone. A new law was enacted prohibiting fees or other charges in addition to airtime for prepaid services and introducing measures to enable consumers to terminate contracts without penalty. The Italian NRA published guidelines requiring operators to reimburse or transfer any remaining prepaid airtime of customers switching networks.

The Italian NRA and Government commenced discussions with Telecom Italia about proposed voluntary separation of the Telecom Italia fixed network. Vodafone currently purchases certain services from Telecom Italia in order to provide fixed broadband services in the Italian market and it is possible that both existing and future arrangements between Vodafone and Telecom Italia would be affected if such proposals were to be implemented.

During the year, the NRA reduced Vodafone's termination rate by 11.0% to 9.97 eurocents, with the NRA foreseeing further reductions to 8.85 eurocents in July 2008, 7.70 eurocents in July 2009, 6.60 eurocents in July 2010 and 5.90 eurocents in July 2011.

Spain

The NRA commenced a review of the wholesale market for SMS termination. The Spanish Competition Authority commenced an investigation against the three largest mobile operators in Spain, including Vodafone, alleging that the firms colluded when setting call set-up charges. A new law was passed requiring telecommunications operators to retain certain data for a 12 month period and requiring operators to register the identity of new prepay customers and to register the identity of existing prepay customers within a two year period. The NRA commenced a review to determine the operators obliged to contribute to the national universal service fund and the criteria for distribution of the fund.

During the year, the NRA reduced Vodafone's termination rate by 15.3% to 9.61 eurocents. In April 2008, the NRA reduced the rate to 8.74 eurocents, with reductions to 7.87 eurocents in October 2008 and 7.00 eurocents in April 2009.

United Kingdom

An auction of 2.6 GHz spectrum is expected to commence in September 2008 and the NRA also proposes to auction 112 MHz of digital dividend spectrum in the 550-860 MHz range during 2009. The NRA published proposals to allow refarming of 900 MHz spectrum, but proposed that Vodafone, and O2, first release 2 x 7.5 MHz each for reallocation to other parties. Following consultation, the NRA has decided to reconsider these proposals.

The appeal by certain stakeholders against the NRA's decision on setting call termination rates until 2011 is being considered by the UK Competition Commission and Competition Appeal Tribunal. Vodafone UK filed an appeal against the proposals of the NRA to reform the number portability processes and reduce porting times to two hours.

The NRA announced that it will withdraw certain regulatory obligations from BT in relation to the provision of wholesale broadband services in certain parts of the UK market where it considers that BT no longer has SMP, a result of competition from other fixed unbundlers and cable operators. Vodafone purchases certain fixed wholesale services from BT.

Vodafone's average termination rate for the 2008 financial year was 5.70 pence. Rates declined by 3.2% below the retail price index in April 2008 and will decline by 2.5% below the retail price index in the April 2009 and April 2010.

Other Europe

Greece

In January 2007, Vodafone Greece was fined €76 million as software foreign to the network and capable of intercepting calls had been installed without Vodafone's knowledge in the network software. Vodafone Greece has paid the fine but is appealing the decision before the Council of State and a hearing is set for October 2008. In March 2008, Vodafone Greece was fined €19 million by the NRA for violations of telecommunications legislation and provisions of licences in connection with the interception incident. Vodafone has appealed the decision. Vodafone Greece appealed a finding that the three largest mobile network operators colluded in setting retail SMS prices and won. The NRA then appealed this decision before the Council of State.

During the year, the termination rate reduced by 15.6% to 9.91 eurocents.

Ireland

Vodafone Ireland has obtained a trial licence to deploy UMTS in 900 MHz spectrum. In March 2007, a 3G licence was awarded to eircom.

The Netherlands

In March 2007, Vodafone Netherlands' 900 MHz licence was extended for three years to 2013. The NRA is expected to consult upon compliance with 3G coverage obligations in 2008. Auctions of 2.6 GHz spectrum are also expected in 2008.

An appeal by one stakeholder against the NRA's decision setting call termination rates was heard and a decision is expected in the coming months. During the year, the termination rate reduced by 9.1% to 10.00 eurocents. The NRA proposes to reduce termination rates to 9.00 eurocents in July 2008 and to 7.00 eurocents in July 2009.

Portugal

The NRA decided to implement technology neutrality for 900 MHz spectrum, paving the way for refarming. The NRA proposed to allocate, through a public tender, 450 MHz spectrum for mobile services.

A new law concerning unfair commercial practices was enacted in April 2008 that prohibits the rounding up of charges and introduced a series of associated tariff transparency measures.

During the year, the NRA published a proposal for future termination rates. This proposal is yet to be finalised and the termination rate applied in Portugal remained unchanged at 11.00 eurocents during the year.

France

The NRA issued a call for tenders for a fourth 3G licence by July 2007. No licence has been awarded to date. The NRA authorised refarming of the 900 MHz and 1800 MHz bands.

The French Competition Council has issued a Statement of Objection to SFR concerning on-net pricing in certain tariffs.

EMAPA

Eastern Europe

Poland

The NRA concluded an analysis of the market for access and call origination on mobile public networks, concluding that no operator had SMP.

Romania

The Government commenced a process to issue a sixth mobile licence in the 410-415 MHz band. Mobile number portability is expected to be implemented in October 2008.

Turkey

The Government undertook an auction of 2.1 GHz licences in August 2007. The auction was subsequently revoked and no licences were issued. The NRA may recommence the award of 3G licences in late 2008 or 2009.

The NRA has applied certain restrictions on the on-net retail pricing practices of Turkcell, which are subject to appeal by Turkcell. Mobile number portability is expected to be implemented in the autumn of 2008.

Middle East, Africa and Asia

Egypt

The NRA extended Vodafone Egypt's 2G licence until 2013 and its 3G licence until 2022.

The third entrant, ETISALAT, launched GSM services in the Egyptian market in May 2007. ETISALAT was awarded an International Gateway Licence in October 2007. Mobile number portability was introduced in Egypt in April 2008.

India

The NRA has issued recommendations to the Department of Telecommunications ("DoT") on the licence terms and capping the number of licensees. The DoT has permitted CDMA operators to apply for GSM spectrum to enable them to provide GSM services alongside their CDMA operations. It has revised the customer number threshold at which licensees become eligible for incremental spectrum allocation, with the threshold being made significantly more stringent. The DoT has also issued new licences for up to seven new licences in each licence area. It has commenced the process of allocating GSM spectrum to these new licensees, with Vodafone Essar being awarded initial GSM spectrum in seven service areas in the 2008 financial year.

The DoT issued guidelines to permit active infrastructure sharing between licensees. It has issued guidelines on mobile number portability, which is to be launched in four Metro cities by the fourth quarter of the 2008 calendar year, before being extended nationwide. The DoT has also issued broad guidelines on 3G mobile services and broadband wireless access.

The NRA has recommended the abolition of the Access Deficit Contribution, a 0.75% charge levied on adjusted gross revenue of operators.

Kenya

The Kenya Communications Amendment Bill 2007 was withdrawn by the Government.

The NRA has granted Telkom Kenya a licence for the provision of Mobile Cellular Services. It is expected that Telkom Kenya will roll out GSM services during 2008 under the Orange East Africa brand. The third Kenyan mobile licence has been awarded to Econet Wireless, which plans to roll out its GSM services during 2008.

South Africa

The NRA is proceeding with the implementation of the Electronic Communications Act ("ECA") of 2006 and the associated licence conversion process. The NRA plans to issue service licences by July 2008 and complete regulations before the end of 2008.

Vodacom has announced its commitment to a transaction in 2008 under the South Africa Government's programme of Broad-Based Black Economic Empowerment ("BBBEE"). The Information Communications Technologies BBBEE Sector Code ("Code") was submitted to the Minister of Trade and Industry in March 2008 for approval. To date, the Minister has not published the Code for the 60 day public comment process required before the Minister may give his approval. Vodacom remains subject to the generic Department of Trade and Industry Codes of Good Practice until the Code is approved. As part of the implementation of the ECA, the NRA is consulting on the process of determining wholesale and retail regulations (i.e. interconnection, facilities leasing and essential facilities). The NRA is expected to conclude this by the end of June 2008.

Call termination remains under investigation by the NRA. In January 2007, the NRA issued proposals to declare Vodacom, MTN and Cell C as having SMP mobile call termination on individual networks.

Qatar

In December 2007, a consortium comprising Vodafone and the Qatar Foundation for Education, Science and Community Development was named as the successful applicant in the auction to become the second mobile operator in Qatar. The licence is expected to be granted by 30 June 2008 and will be owned by Vodafone Qatar, which is required to complete a public offering of 40% of its shareholding on the Doha Securities Market for Qatari nationals. The public offering is expected to complete in the 2008 calendar year.

The NRA is currently consulting on Qtel's status and whether to impose dominant service provider obligations.

Pacific

New Zealand

Vodafone sold 2x 5.8 MHZ of 900 MHz spectrum to the third mobile entrant in March 2008. Vodafone retains 2x 15 MHz until 2031, subject to payment of a renewal fee. Vodafone has entered into a national roaming agreement with the third entrant, as a result of which the NRA has concluded an enquiry without taking further action.

Non-GAAP Information

Group adjusted operating profit and adjusted earnings per share

Group adjusted operating profit excludes non-operating income of associates, impairment losses and other income and expense. Adjusted earnings per share also excludes changes in fair value of equity put rights and similar arrangements and certain foreign exchange differences, together with related tax effects. The Group believes that it is both useful and necessary to report these measures for the following reasons:

- these measures are used by the Group for internal performance analysis;
- these measures are used in setting director and management remuneration;
- it is useful in connection with discussion with the investment analyst community and debt rating agencies; and
- adjusted operating profit is used as the Group's measure of segment performance.

Reconciliation of adjusted operating profit and adjusted earnings per share to the respective closest equivalent GAAP measure, operating profit/(loss) and basic earnings/(loss) per share, is provided in "Operating Results" beginning on page 32.

Cash flow measures

In presenting and discussing the Group's reported results, free cash flow and operating free cash flow are calculated and presented even though these measures are not recognised within IFRS. The Group believes that it is both useful and necessary to communicate free cash flow to investors and other interested parties, for the following reasons:

- free cash flow allows the Company and external parties to evaluate the Group's liquidity and the cash generated by the Group's operations. Free cash flow does not include items determined independently of the ongoing business, such as the level of dividends, and items which are deemed discretionary, such as cash flows relating to acquisitions and disposals or financing activities. In addition, it does not necessarily reflect the amounts which the Group has an obligation to incur. However, it does reflect the cash available for such discretionary activities, to strengthen the Consolidated Balance Sheet or to provide returns to shareholders in the form of dividends or share purchases;
- free cash flow facilitates comparability of results with other companies, although the Group's measure of free cash flow may not be directly comparable to similarly titled measures used by other companies;
- these measures are used by management for planning, reporting and incentive purposes; and
- these measures are useful in connection with discussion with the investment analyst community and debt rating agencies.

A reconciliation of net cash inflow from operating activities, the closest equivalent GAAP measure, to operating free cash flow and free cash flow, is provided in "Financial Position and Resources" on page 55.

Other

Certain of the statements within the section titled "Chief Executive's Review" on pages 4 to 7 contain forward-looking non-GAAP financial information for which at this time there is no comparable GAAP measure and which at this time cannot be quantitatively reconciled to comparable GAAP financial information.

Certain of the statements within the section titled "Outlook" on page 51 contain forward-looking non-GAAP financial information which at this time cannot be quantitatively reconciled to comparable GAAP financial information.

Organic growth

The Group believes that "organic growth", which is not intended to be a substitute, or superior to, reported growth, provides useful and necessary information to investors and other interested parties for the following reasons:

- it provides additional information on underlying growth of the business without the effect of factors unrelated to the operating performance of the business;
- it is used by the Group for internal performance analysis; and
- it facilitates comparability of underlying growth with other companies, although the term "organic" is not a defined term under IFRS and may not, therefore, be comparable with similarly titled measures reported by other companies.

Reconciliation of organic growth to reported growth is shown where used, or in the table below:

	Organic growth %	Impact of foreign exchange Percentage points	Impact of acquisitions and disposals Percentage points	Reported growth %
31 March 2008				
Group				
Data revenue	40.6	5.4	6.7	52.7
Europe				
Voice revenue	(1.8)	3.1	–	1.3
Outgoing voice revenue	(0.3)	3.3	–	3.0
Incoming voice revenue	(4.6)	3.2	(0.3)	(1.7)
Roaming and international visitor revenue	(8.0)	2.1	–	(5.9)
Messaging revenue	8.1	3.4	–	11.5
Data revenue	35.7	4.8	–	40.5
Fixed line revenue	4.7	5.2	12.5	22.4
Other Europe – data revenue	44.0	6.0	–	50.0

	Organic growth %	Impact of foreign exchange Percentage points	Impact of acquisitions and disposals Percentage points	Reported growth %
31 March 2008				
Europe				
Interconnect costs	4.1	3.2	1.2	8.5
Other direct costs	1.3	3.9	2.6	7.8
Acquisition costs	6.0	3.2	1.1	10.3
Retention costs	10.1	3.5	0.2	13.8
Operating expenses	0.1	3.3	1.3	4.7
Depreciation and amortisation	0.2	2.9	0.3	3.4
Italy				
Total costs	(1.0)	4.4	5.2	8.6
Interconnect costs	6.2	4.5	4.7	15.4
Other direct costs	(15.8)	4.4	9.7	(1.7)
Acquisition costs	18.7	6.0	5.8	30.5
Operating expenses	(7.4)	4.1	4.8	1.5
Spain				
Service revenue for the six months ended 31 March 2008	5.8	10.1	3.1	19.0
Interconnect costs	(0.1)	4.1	2.5	6.5
Acquisition costs	(9.0)	3.7	1.9	(3.4)
Retention costs	28.3	6.0	0.4	34.7
Operating expenses	4.0	4.5	2.8	11.3
EMAPA				
Voice revenue	12.8	2.6	32.0	47.4
Messaging revenue	6.5	6.5	10.5	23.5
Data revenue	87.9	8.9	63.3	160.1
Eastern Europe – interconnect costs	7.5	7.1	6.0	20.6
Eastern Europe – operating expenses	5.7	7.5	12.0	25.2
Eastern Europe – depreciation and amortisation	16.0	8.7	3.7	28.4
Middle East, Africa & Asia – other direct costs	38.0	(9.0)	125.1	154.1
Middle East, Africa & Asia – operating expenses	23.4	(8.6)	97.0	111.8
Middle East, Africa & Asia – depreciation and amortisation	36.3	(5.5)	66.5	97.3
31 March 2007				
Group				
Voice revenue(1)	2.5	(1.8)	3.8	4.5
Messaging revenue	7.0	(1.3)	3.4	9.1
Data revenue	30.7	(0.8)	0.2	30.1
Europe				
Voice revenue(1)	(0.6)	(0.4)	(1.6)	(2.6)
Incoming voice revenue	(7.4)	(0.4)	(1.2)	(9.0)
Roaming revenue	1.2	(0.4)	(2.8)	(2.0)
Messaging revenue	4.6	(0.5)	(1.0)	3.1
Data revenue	29.5	(0.7)	(1.7)	27.1
Other direct costs	16.7	(0.5)	(1.3)	14.9
Acquisition and retention costs	0.1	(0.4)	(2.2)	(2.5)
Operating expenses	7.4	(0.4)	(2.8)	4.2
Adjusted operating profit(2)	(3.7)	(0.5)	0.1	(4.1)
EMAPA				
Non-service revenue	28.9	(13.7)	16.3	31.5
Eastern Europe – interconnect costs	23.8	(3.2)	25.7	46.3
Middle East, Africa & Asia – interconnect costs	26.8	(19.0)	37.2	45.0

Notes:
(1) Revenue relating to fixed line activities provided by mobile operators, previously classified within voice revenue, is now presented as fixed line revenue, together with revenue from fixed line operators and fixed broadband. All prior periods have been adjusted accordingly.
(2) During the year ended 31 March 2008, the Group changed its organisational structure and the Group's associated undertaking in France, SFR, is now managed within the Europe region and reported within Other Europe. The results are presented in accordance with the new organisational structure.

Form 20-F Cross Reference Guide

Certain of the information in this document that is referenced in the following table is included in the Company's Annual Report on Form 20-F for 2008 filed with the SEC (the "2008 Form 20-F"). No other information in this document is included in the 2008 Form 20-F or incorporated by reference into any filings by the Company under the US Securities Act of 1933, as amended. Please see "Documents on display" on page 144 for information on how to access the 2008 Form 20-F as filed with the SEC. The 2008 Form 20-F has not been approved or disapproved by the SEC nor has the SEC passed judgement upon the adequacy or accuracy of the 2008 Form 20-F.

Item	Form 20-F caption	Location in this document	Page
8	**Financial Information**		
	8A Consolidated statements and other financial information	Financials[1]	82
		Audit Report on the Consolidated Financial Statements	132
		Note 32 "Contingent liabilities"	128
		Financial Position and Resources	54
	8B Significant changes	Note 36 "Subsequent events"	130
9	**The Offer and Listing**		
	9A Offer and listing details	Shareholder Information – Share price history	141
	9B Plan of distribution	Not applicable	–
	9C Markets	Shareholder Information – Markets	142
	9D Selling shareholders	Not applicable	–
	9E Dilution	Not applicable	–
	9F Expenses of the issue	Not applicable	–
10	**Additional Information**		
	10A Share capital	Not applicable	–
	10B Memorandum and Articles of Association	Shareholder Information – Memorandum and Articles of Association and applicable English law	142
	10C Material contracts	Shareholder Information – Material contracts	144
	10D Exchange controls	Shareholder Information – Exchange controls	144
	10E Taxation	Shareholder Information – Taxation	144
	10F Dividends and paying agents	Not applicable	–
	10G Statement by experts	Not applicable	–
	10H Documents on display	Shareholder Information – Documents on display	144
	10I Subsidiary information	Not applicable	–
11	**Quantitative and Qualitative Disclosures About Market Risk**	Note 24 "Borrowings"	116
12	**Description of Securities Other than Equity Securities**	Not applicable	–
13	**Defaults, Dividend Arrearages and Delinquencies**	Not applicable	–
14	**Material Modifications to the Rights of Security Holders and Use of Proceeds**	Shareholder Information – Debt securities	144
15	**Controls and Procedures**	Corporate Governance	65
		Directors' Statement of Responsibility – Management's report on internal control over financial reporting	83
		Audit Report on Internal Controls	84
16	16A Audit committee financial expert	Corporate Governance – Board committees	67
	16B Code of ethics	Corporate Governance	65
	16C Principal accountant fees and services	Note 4 "Operating profit/(loss)"	98
		Corporate Governance – Auditors	69
	16D Exemptions from the listing standards for audit committees	Corporate Governance – Board committees	67
	16E Purchase of equity securities by the issuer and affiliated purchasers	Financial Position and Resources	54
		Note 21 "Transactions with equity shareholders"	115
17	**Financial Statements**	Not applicable	–
18	**Financial Statements**	Financials[1]	82
19	**Exhibits**	Filed with the SEC	–

Note:
(1) The Company Financial Statements, and the Audit Report and Notes relating thereto, on pages 133 to 139 should not be considered to form part of the Company's Annual Report on Form 20-F.

Cautionary Statement Regarding Foward-Looking Statements

This document contains "forward-looking statements" within the meaning of the US Private Securities Litigation Reform Act of 1995 with respect to the Group's financial condition, results of operations and businesses and certain of the Group's plans and objectives.

In particular, such forward-looking statements include statements with respect to

- Vodafone's expectations as to launch and roll out dates for products, services or technologies offered by Vodafone;
- expectations regarding the operating environment and market conditions;
- intentions regarding the development of products, services and initiatives introduced by Vodafone or by Vodafone in conjunction with third parties;
- revenue and growth expected from our total communications strategy;
- the development and impact of new mobile technology including the development of 4G technology and the launch of faster data speeds;
- anticipated benefits to the Group from cost efficiency programmes,including outsourcing of IT functions and network sharing agreements;
- growth in customers and usage;
- expected growth prospects in Europe and the EMAPA region;
- expectations regarding the performance of investments, associates, joint ventures and newly acquired businesses, including the expected performance of Verizon Wireless;
- the Group's expectations for revenue, adjusted operating profit, average foreign exchange rates, depreciation and amortisation charges, capitalised fixed asset additions, capital intensity, free cash flow, cash payments for tax and associated interest, payments of deferred capital expenditures, adjusted effective tax rates and foreign exchange rate changes contained within the Chief Executives Review on pages 4 to 7 and the Outlook statement on page 51 of this document, and expectations for the Group's future performance generally, including average revenue per user, costs, capital expenditures, operating expenditures and margins;
- the expected contribution to the Group's revenue of voice services, messaging services, data services, broadband services, fixed location pricing, internet services and mobile advertising;
- the rate of dividend growth by the Group or its existing investments;
- the expected contributions to the Group's revenue from our business segment;
- expectations regarding the Group's access to adequate funding for its working capital requirements;
- possible future acquisitions, including increases in ownership in existing investments, the timely completion of pending acquisition transactions and pending offers for investments, including licence acquisitions, and the expected funding required to complete such acquisitions or investments;
- mobile penetration and coverage rates and the Group's ability to acquire spectrum;
- the impact of regulatory and legal proceedings involving Vodafone and of scheduled or potential regulatory changes;
- expectations with respect to long term shareholder value growth; and
- overall market trends and other trend projections.

Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words as "anticipates", "aims", "could", "may", "should", "expects", "believes", "intends", "plans" or "targets". By their nature, forward-looking statements are inherently predictive, speculative and involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, the following:

- changes in economic or political conditions in markets served by operations of the Group that would adversely affect the level of demand for mobile services;
- greater than anticipated competitive activity, from both existing competitors and new market entrants, including Mobile Virtual Network Operators, which could require changes to the Group's pricing models, lead to customer churn and make it more difficult to acquire new customers, and reduce profitability;
- the impact of investment in network capacity and the deployment of new technologies, or the rapid obsolescence of existing technology;
- slower than expected customer growth and reduced customer retention; changes in the spending patterns of new and existing customers;
- the possibility that new products and services will not be commercially accepted or perform according to expectations or that vendors' performance in marketing these technologies will not meet the Group's requirements;
- the Group's ability to win 3G licence allocations;
- the Group's ability to realise expected synergies and benefits associated with 3G technologies;
- the Group's ability to expand its spectrum position;
- a lower than expected impact of new or existing products, services or technologies on the Group's future revenue, cost structure and capital expenditure outlays;
- the ability of the Group to harmonise mobile platforms and delays, impediments or other problems associated with the roll out and scope of and other new or existing products, services or technologies in new markets;
- the ability of the Group to offer new services and secure the timely delivery of high quality, reliable handsets, network equipment and other key products from suppliers;
- the Group's ability to develop competitive data content and services that will attract new customers and increase average usage;
- future revenue contributions of both voice and non-voice services;
- greater than anticipated prices of new mobile handsets;
- changes in the costs to the Group of or the rates the Group may charge for terminations and roaming minutes;
- the Group's ability to achieve meaningful cost savings and revenue improvements as a result of its cost reduction programmes;
- the ability to realise benefits from entering into partnerships for developing data and internet services and entering into service franchising and brand licensing;
- the possibility that the pursuit of new, unexpected strategic opportunities may have a negative impact on the Group's financial performance;
- developments in the Group's financial condition, earnings and distributable funds and other factors that the Board of Directors takes into account in determining the level of dividends;
- any unfavourable conditions, regulatory or otherwise, imposed in connection with pending or future acquisitions or dispositions and the integration of acquired companies in the Group's existing operations;
- the risk that, upon obtaining control of certain investments, the Group discovers additional information relating to the businesses of that investment leading to restructuring charges or write-offs or with other negative implications;
- changes in the regulatory framework in which the Group operates, including possible action by regulators in markets in which the Group operates or by the EU regulating rates the Group is permitted to charge; the impact of legal or other proceedings against the Group or other companies in the mobile communications industry;
- the possibility that new marketing or usage stimulation campaigns or efforts and customer retention schemes are not an effective expenditure;
- the possibility that the Group's integration efforts do not reduce the time to market for new products or improve the Group's cost position;
- loss of suppliers or disruption of supply chains;
- the Group's ability to satisfy working capital requirements through borrowing in capital markets, bank facilities and operations;
- changes in exchange rates, including particularly the exchange rate of pounds sterling to the euro and the US dollar;
- changes in statutory tax rates and profit mix which would impact the weighted average tax rate;
- changes in tax legislation in the jurisdictions in which the Group operates;
- final resolution of open issues which might impact the effective tax rate; and
- timing of tax payments relating to the resolution of open issues.

Furthermore, a review of the reasons why actual results and developments may differ materially from the expectations disclosed or implied within forward-looking statements can be found under "Principal Risk Factors and Uncertainties" on pages 52 and 53 of this document. All subsequent written or oral forward-looking statements attributable to the Company or any member of the Group or any persons acting on their behalf are expressly qualified in their entirety by the factors referred to above. No assurances can be given that the forward-looking statements in this document will be realised. Neither Vodafone nor any of its affiliates intends to update these forward-looking statements.

Definition of Terms

3G broadband	3G services enabled with High Speed Downlink Packet Access ("HSDPA") technology which enables data transmission at speeds of up to 7.2 megabits per second.
3G device	A handset or device capable of accessing 3G data services.
Acquired intangibles amortisation	Amortisation relating to intangible assets identified and recognised separately in respect of a business combination in excess of the intangible assets recognised by the acquiree prior to acquisition.
Acquisition costs	The total of connection fees, trade commissions and equipment costs relating to new customer connections.
Capitalised fixed asset additions	This measure includes the aggregate of capitalised property, plant and equipment additions and capitalised software costs.
Change at constant exchange rates	Growth or change calculated by restating the prior period's results as if they had been generated at the current period's exchange rates. Also referred to as "constant currency".
Churn	Total gross customer disconnections in the period divided by the average total customers in the period.
Controlled and jointly controlled	Controlled and jointly controlled measures include 100% for the Group's mobile operating subsidiaries and the Group's proportionate share for joint ventures.
Customer delight	The Group uses a proprietary 'customer delight' system to track customer satisfaction across its controlled markets and jointly controlled market in Italy. Customer delight is measured by an index based on the results of surveys performed by an external research company which cover all aspects of service provided by Vodafone and incorporates the results of the relative satisfaction of the competitors' customers. An overall index for the Group is calculated by weighting the results for each of the Group's operations based on service revenue.
Data revenue	Data revenue includes all non-voice service revenue excluding messaging revenue and fixed line revenue.
Depreciation and other amortisation	This measure includes the profit or loss on disposal of property, plant and equipment and computer software.
DSL	A Digital Subscriber Line which is a fixed line enabling data to be transmitted at high speeds.
Handheld business device	A wireless connection device which allows access to business applications and push and pull email.
HSDPA	High Speed Downlink Packet Access is a wireless technology enabling network to mobile data transmission speeds of up to 7.2 megabits per second.
HSUPA	High Speed Uplink Packet Access is a wireless technology enabling mobile to network data transmission speeds of up to 1.4 megabits per second.
Interconnect costs	A charge paid by Vodafone to other fixed line or mobile operators when a Vodafone customer calls a customer connected to a different network.
Messaging revenue	Messaging revenue includes all SMS and MMS revenue including wholesale messaging revenue, revenue from the use of messaging services by Vodafone customers roaming away from their home network and customers visiting the local network.
Mobile customer	A mobile customer is defined as a Subscriber Identity Module ("SIM"), or in territories where SIMs do not exist, a unique mobile telephone number, which has access to the network for any purpose, including data only usage, except telemetric applications. Telemetric applications include, but are not limited to, asset and equipment tracking, mobile payment and billing functionality, e.g. vending machines and meter readings, and include voice enabled customers whose usage is limited to a central service operation, e.g. emergency response applications in vehicles.
Mobile PC connectivity device	A connection device which provides access to 3G services to users with an active PC or laptop connection. This includes Vodafone Mobile Connect Cards with 3G broadband, Vodafone Mobile Connect 3G/GPRS data cards and Vodafone Mobile Connect USB modems.
Net debt	Long term borrowings, short term borrowings and mark to market adjustments on financing instruments less cash and cash equivalents.
Organic growth	The percentage movements in organic growth are presented to reflect operating performance on a comparable basis. Where an entity, being a subsidiary, joint venture or associated undertaking, was newly acquired or disposed of in the current or prior period, the Group adjusts, under organic growth calculations, the results for the current and prior period to remove the amount the Group earned in both periods as a result of the acquisition or disposal of subsidiary or associated undertakings. Where the Group increases, or decreases, its ownership interest in a joint venture or associated undertaking in the current or prior period, the Group's results for the prior period are restated at the current period's ownership level. Further adjustments in organic calculations exclude the effect of exchange rate movements by restating the prior period's results as if they had been generated at the current period's exchange rates and excludes the amortisation of acquired intangible assets.
Partner markets	Markets in which the Group has entered into a Partner Agreement with a local mobile operator enabling a range of Vodafone's global products and services to be marketed in that operator's territory and extending Vodafone's brand reach into such new markets.
Penetration	Number of customers in a country as a percentage of the country's population. Penetration can be in excess of 100% due to customers' owning more than one SIM.
Proportionate customers	The proportionate customer number represents the number of mobile customers in ventures which the Group either controls or in which it invests, based on the Group's ownership in such ventures.
Purchased licence amortisation	Amortisation relating to capitalised licence and spectrum fees purchased directly by the Group or existing on recognition through business combination accounting, and such fees recognised by an acquiree prior to acquisition.
Retention costs	The total of trade commissions, loyalty scheme and equipment costs relating to customer retention and upgrade.
Service revenue	Service revenue comprises all revenue related to the provision of ongoing services including, but not limited to, monthly access charges, airtime usage, roaming, incoming and outgoing network usage by non-Vodafone customers and interconnect charges for incoming calls.
Termination rate	A per minute charge paid by a telecommunications network operator when a customer makes a call to another mobile or fixed line network operator.
Total communications revenue	Comprises all fixed location services revenue, data revenue, fixed line revenue and other service revenue.

Financial Highlights

At/year ended 31 March	2008 £m	2007 £m	2006 £m	2005 £m
Consolidated Income Statement data				
Revenue	35,478	31,104	29,350	26,678
Operating profit/(loss)	10,047	(1,564)	(14,084)	7,878
Adjusted operating profit (non-GAAP measure)[1]	10,075	9,531	9,399	8,353
Profit/(loss) before taxation	9,001	(2,383)	(14,853)	7,285
Profit/(loss) for the financial year from continuing operations	6,756	(4,806)	(17,233)	5,416
Profit/(loss) for the financial year	6,756	(5,297)	(21,821)	6,518
Consolidated Balance Sheet data				
Total assets	127,270	109,617	126,738	147,197
Total equity	76,471	67,293	85,312	113,648
Total equity shareholders' funds	78,043	67,067	85,425	113,800
Earnings Per Share ("EPS")[2]				
Weighted average number of shares (millions)				
– Basic	53,019	55,144	62,607	66,196
– Diluted	53,287	55,144	62,607	66,427
Basic earnings/(loss) per ordinary share				
– Profit/(loss) from continuing operations	12.56p	(8.94)p	(27.66)p	8.12p
– Profit/(loss) for the financial year	12.56p	(9.84)p	(35.01)p	9.68p
Diluted earnings/(loss) per ordinary share				
– Profit/(loss) from continuing operations	12.50p	(8.94)p	(27.66)p	8.09p
– Profit/(loss) for the financial year	12.50p	(9.84)p	(35.01)p	9.65p
Cash dividends[2][3][4]				
Amount per ordinary share (pence)[5]	7.51p	6.76p	6.07p	4.07p
Amount per ADS (pence)[5]	75.1p	67.6p	60.7p	40.7p
Amount per ordinary share (US cents)[2][5]	14.91c	13.28c	10.56c	7.68c
Amount per ADS (US cents)[2][5]	149.1c	132.8c	105.6c	76.8c
Other data				
Ratio of earnings to fixed charges[6]	3.9	–	–	7.0
Deficit	–	(4,389)	(16,520)	–

Notes:
(1) Refer to "Non-GAAP Information" on page 150 for a reconciliation of this non-GAAP measure to the most comparable GAAP measure and a discussion of this measure.
(2) See note 8 to the Consolidated Financial Statements, "Earnings/(loss) per share". Earnings and dividends per ADS is calculated by multiplying earnings per ordinary share by ten, the number of ordinary shares per ADS. Dividend per ADS is calculated on the same basis.
(3) The final dividend for the year ended 31 March 2008 was proposed by the directors on 27 May 2008.
(4) The cash dividend per ordinary share for the year ended 31 March 2004 was 2.0315p (amount per ADS: 20.315p).
(5) The final dividend for the year ended 31 March 2008 was proposed on 27 May 2008 and is payable on 1 August 2008 to holders of record as of 6 June 2008. This dividend has been translated into US dollars at 31 March 2008 for ADS holders but will be payable in US dollars under the terms of the ADS depositary agreement.
(6) For the purposes of calculating these ratios, earnings consist of profit before tax adjusted for fixed charges, dividend income from associated undertakings, share of profits and losses from associated undertakings and profits and losses on ordinary activities before taxation from discontinued operations. Fixed charges comprise one-third of payments under operating leases, representing the estimated interest element of these payments, interest payable and similar charges and preferred share dividends.