Shareholder information

Financial calendar for the 2012 financial year

Interim management statement	22 July 2011
Half-year financial results announcement	8 November 2011

Further details will be published at www.vodafone.com/investor as they become available. Results announcements are available online at www.vodafone.com/investor – we do not publish them in the press.

Dividends

Full details on the dividend amount per share can be found on page 47. Set out below is information relevant to the final dividend for the year ended 31 March 2011.

Ex-dividend date	1 June 2011
Record date	3 June 2011
Dividend reinvestment plan last election date	15 July 2011
Dividend payment date(1)	5 August 2011

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

Dividend payment methods

Currently holders of ordinary shares and ADSs can:

- have cash dividends paid direct to a bank or building society account; or
- elect to use the cash dividends to purchase more Vodafone ordinary shares under the dividend reinvestment plan (see below) or, in the case of ADSs, have the dividends reinvested to purchase additional Vodafone ADSs.

ADS holders can, in addition to the above, have their cash dividends paid in the form of a cheque.

Holders of ordinary shares:

- resident in the UK automatically receive their dividends in pounds sterling provided that UK bank details have been provided to the Company;
- resident in the eurozone (defined for this purpose as a country that has adopted the euro as its national currency) automatically receive their dividends in euros provided that euro bank details have been provided to the Company; and
- resident outside the UK and eurozone automatically receive dividends in pounds sterling by lodging UK bank account details but may elect to receive dividends in local currency into their bank account directly via our registrars' global payments service. Visit www.investorcentre.co.uk for details, and terms and conditions.

For dividend payments in euros, the sterling/euro exchange rate will be determined by us in accordance with the Company's articles of association, up to 13 business days prior to the payment date.

We will pay the ADS depositary, BNY Mellon, its dividend in US dollars. The sterling/US dollar exchange rate for this purpose will be determined by us up to ten New York and London business days prior to the payment date. Cash dividends to ADS holders will be paid by the ADS depositary in US dollars.

Further information about the dividend payments can be found at www.vodafone.com/dividends or, alternatively, please contact our registrars or the ADS depositary, as applicable, for further details.

Dividend reinvestment

We offer 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 BNY Mellon maintains a Global BuyDIRECT Plan which is a direct purchase and sale plan for depositary receipts with a dividend reinvestment facility.

Telephone share dealing

A telephone share dealing service operated by our 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.

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 our registrars at the address or telephone number below. Computershare Investor Services PLC maintain the Company's share register and holders of ordinary shares can visit the registrars' investor centre at www.investorcentre.co.uk to view and update details of their shareholding.

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. At www.bnymellon.com/shareowner ADS holders can view their account information, make changes and conduct many other transactions.

The Registrars
Computershare Investor Services PLC
The Pavilions
Bridgwater Road, Bristol BS99 6ZZ, England
Telephone: +44 (0)870 702 0198
www.investorcentre.co.uk/contactus

ADS depositary
BNY Mellon
BNY Mellon Shareowner Services
PO Box 358516
Pittsburgh, PA 15252-8516, US
Telephone: +1 800 233 5601 (toll free) or, for calls outside the US, +1 201 680 6837 (not toll free) and enter company number 2160
Email: shrrelations@bnymellon.com

Holders of ordinary shares resident in Ireland:
Computershare Investor Services (Ireland) Limited
PO Box 9742
Dublin 18, Ireland
Telephone: +353 (0)818 300 999
www.investorcentre.co.uk/contactus

Internet share dealing

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

Online shareholder services

We provide a number of shareholder services online at www.vodafone.com/investor 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;
- update registered address or dividend bank mandate instructions;
- view and/or download the 2011 annual report;
- check the current share price;
- calculate dividend payments; and
- use interactive tools to calculate the value of shareholdings, look up the historic price on a particular date and chart Vodafone ordinary share price changes against indices.

Shareholders and other interested parties can also receive company press releases, including London Stock Exchange announcements, by registering for Vodafone news via the website at www.vodafone.com/media. Registering for Vodafone news will enable users to:

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

Annual general meeting ('AGM')

The twenty-seventh AGM of the Company will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 26 July 2011 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 or can be viewed on our website at www.vodafone.com/agm. Shareholders who have registered to receive communications electronically will receive an email notification when the document is available to view on the website.

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

ShareGift

We support 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 our shareholders are available from our 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)207 930 3737).

Asset Checker Limited

We participate in Asset Checker, the online service which provides a search facility for solicitors and probate professionals to quickly and easily trace UK shareholdings relating to deceased estates. For further information visit www.assetchecker.co.uk or call +44 (0)870 707 4004.

Share price history

Upon flotation of the Company on 11 October 1988 the ordinary shares were valued at 170 pence each. When the Company was finally demerged on 16 September 1991 the base cost of Racal Electronics Plc shares for UK taxpayers 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.

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 year data table below have not been restated to reflect this consolidation.

The closing share price at 31 March 2011 was 176.5 pence (31 March 2010: 152.0 pence). The closing share price on 16 May 2011 was 168.3 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, and ii) the reported high and low sales prices of ADSs on the New York Stock Exchange ('NYSE')/NASDAQ. The Company transferred its ADSs from the NYSE to NASDAQ on 29 October 2009.

	London Stock Exchange Pounds per ordinary share		NYSE/NASDAQ(1) Dollars per ADS	
Year ended 31 March	High	Low	High	Low
2007	1.54	1.08	29.85	20.07
2008	1.98	1.36	40.87	26.88
2009	1.70	0.96	32.87	15.30
2010	1.54	1.11	24.04	17.68
2011	1.85	1.27	32.70	18.21

	London Stock Exchange Pounds per ordinary share		NYSE/NASDAQ(1) Dollars per ADS	
Quarter	High	Low	High	Low
2009/2010				
First quarter	1.33	1.11	20.08	17.68
Second quarter	1.44	1.12	23.85	18.25
Third quarter	1.45	1.32	24.04	21.10
Fourth quarter	1.54	1.32	23.32	21.32
2010/2011				
First quarter	1.53	1.27	23.79	18.21
Second quarter	1.65	1.36	25.80	20.71
Third quarter	1.80	1.57	28.52	28.84
Fourth quarter	1.85	1.67	32.70	26.34
2011/2012				
First quarter(2)	1.83	1.66	29.46	27.12

	London Stock Exchange Pounds per ordinary share		NASDAQ Dollars per ADS	
Month	High	Low	High	Low
November 2010	1.80	1.59	28.52	24.84
December 2010	1.72	1.60	27.10	25.62
January 2011	1.85	1.68	32.70	26.34
February 2011	1.83	1.72	29.75	27.90
March 2011	1.85	1.67	29.67	26.71
April 2011	1.83	1.69	29.46	28.06
May 2011(2)	1.74	1.66	29.27	27.12

Notes:
(1) The Company transferred its ADSs from the NYSE to NASDAQ on 29 October 2009.
(2) Covering period up to 16 May 2011.

Shareholder information continued

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 2011.

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 European Union ('EU') member states which have adopted the euro as their currency, and "US dollars", "US$", "cents" or "¢", the currency of the US.

Currency (=£1)	2011	31 March 2010	% change
Average:			
Euro	1.18	1.13	4.4
US dollar	1.56	1.60	(2.5)
At 31 March:			
Euro	1.13	1.12	0.9
US dollar	1.61	1.52	5.9

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	31 March	Average	High	Low
2007	1.97	1.89	1.98	1.74
2008	1.99	2.01	2.11	1.94
2009	1.43	1.72	2.00	1.37
2010	1.52	1.60	1.70	1.44
2011	1.61	1.56	1.64	1.43

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

Month	High	Low
November 2010	1.63	1.56
December 2010	1.59	1.54
January 2011	1.60	1.55
February 2011	1.63	1.60
March 2011	1.64	1.60
April 2011	1.67	1.61

Markets

Ordinary shares of Vodafone Group Plc are traded on the London Stock Exchange and in the form of ADSs on NASDAQ. The Company had a total market capitalisation of approximately £86.4 billion at 16 May 2011 making it the second largest listing in The Financial Times Stock Exchange 100 index and the 28th largest company in the world based on market capitalisation at that date.

ADSs, each representing ten ordinary shares, are traded on NASDAQ under the symbol 'VOD'. The ADSs are evidenced by ADRs issued by BNY Mellon, as depositary, under a deposit agreement, dated as of 12 October 1988, as amended and restated on 26 December 1989, 16 September 1991, 30 June 1999, 31 July 2006 and 30 July 2009 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 BNY Mellon on the exercise of voting rights relative to the number of ordinary shares represented by their ADSs. See "Articles of association and applicable English law – Rights attaching to the Company's shares – Voting rights" on page 135.

Shareholders at 31 March 2011

Number of ordinary shares held	Number of accounts	% of total issued shares
1 – 1,000	430,021	0.21
1,001 – 5,000	79,461	0.32
5,001 – 50,000	27,629	0.61
50,001 – 100,000	1,126	0.14
100,001 – 500,000	1,094	0.44
More than 500,000	1,636	98.28
	540,967	**100.00**

Geographical analysis of shareholders

At 31 March 2011 approximately 46.9% of the Company's shares were held in the UK, 30.2% in North America, 14.4% in Europe (excluding the UK) and 8.5% in the rest of the world.

Major shareholders

BNY Mellon, as custodian of the Company's ADR programme, held approximately 17% of the Company's ordinary shares of $11^{3}/_{7}$ US cents each at 16 May 2011 as nominee. The total number of ADRs outstanding at 16 May 2011 was 886,242,945. At this date 1,369 holders of record of ordinary shares had registered addresses in the US and in total held approximately 0.007% of the ordinary shares of the Company. At 16 May 2011 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
Black Rock, Inc.	6.00%
Legal & General Group Plc	3.59%

The rights attaching to the ordinary shares of the Company held by these shareholders are identical in all respects to the rights attaching to all the ordinary shares of the Company. The directors are not aware, at 16 May 2011, 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.

Articles of association and applicable English law

The following description summarises certain provisions of the Company's articles of association and applicable English law. This summary is qualified in its entirety by reference to the Companies Act 2006 of England and Wales and the Company's articles of association. Information on where shareholders can obtain copies of the articles of association is provided under "Documents on display" on page 137.

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.

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.

Articles of association

Pursuant to the Companies Act 2006, the object clauses and other provisions which are contained in a company's memorandum of association are deemed to be contained in the company's articles of association unless they are removed by a special resolution of the company. If removed, the company's objects are unrestricted.

By a special resolution passed at the 2010 AGM the Company removed its object clause together with all other provisions of its memorandum of association which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association.

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, the Companies Act (as defined in the articles of association) and any special resolution.

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 i) 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, ii) 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, iii) relating to an offer of securities of the Company in which the director is entitled to participate as a holder of shares or other securities or in the underwriting of such shares or securities, iv) 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, v) relating to the arrangement of any employee benefit in which the director will share equally with other employees and vi) 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 701 of the Companies Act 2006.

At each AGM all directors who were elected or last re-elected at or before the AGM held in the third calendar year before the current year shall automatically retire. 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 of association in this regard, the Board has decided in the interests of good corporate governance that all of the directors wishing to continue in office should offer themselves for re-election annually.

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 62 to 73). The report is also subject to a shareholder vote.

Rights attaching to the Company's shares

At 31 March 2011 the issued share capital of the Company was comprised of 50,000 7% cumulative fixed rate shares of £1.00 each and 51,577,525,830 ordinary shares (excluding treasury shares) of 11 $^{3}/_{7}$ US cents 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 fixed cumulative 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 can be paid to shareholders in whatever currency the directors decide, using an appropriate exchange rate for any currency conversions which are required.

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.

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. The articles of association also allow persons appointed as proxies by two or more shareholders entitled to vote at general meetings to vote for and against a resolution on a show of hands.

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 nominee 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.

Shareholder information continued

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.

Pre-emptive rights and new issues of shares
Under Section 549 of the Companies Act 2006 directors are, with certain exceptions, unable to allot the Company's ordinary shares or securities convertible into the Company's ordinary shares without the authority of the shareholders in a general meeting. In addition, Section 561 of the Companies Act 2006 imposes further restrictions on the issue of equity securities (as defined in the Companies Act 2006 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 specified in the relevant resolution to allot i) relevant securities generally up to an amount fixed by the shareholders and ii) equity securities for cash other than in connection with a pre-emptive offer up to an amount specified by the shareholders and free of the pre-emption restriction in Section 561. At the AGM in 2010 the amount of relevant securities fixed by shareholders under (i) above and the amount of equity securities specified by shareholders under (ii) above were both in line with corporate governance guidelines. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. In order to retain such maximum flexibility, the directors propose to renew the authorities granted by shareholders in 2010 at this year's AGM. Further details of such proposals are provided in the 2011 notice of AGM.

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 from the Disclosure and Transparency Rules ('DTRs').

The basic disclosure requirement upon a person acquiring or disposing of shares that are admitted to trading on a regulated market and 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 of 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 which includes 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
Subject to the articles of association, 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 other general meetings of the Company. General meetings may also be convened on requisition as provided by the Companies Act 2006.

An annual general meeting needs to be called by not less than 21 days' notice in writing. Subject to obtaining shareholder approval on an annual basis, the Company may call other general meetings on 14 days' notice. 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, the time of which shall be determined in accordance with the articles of association and the Companies Act 2006.

Shareholders must provide the Company with an address or (so far as the Companies Act 2006 allows) 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 publication on the Company's website and 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 has previously passed a resolution allowing it to communicate all shareholder information by electronic means, including making such information available on the Company's website. Those shareholders who have positively elected for website communication (or are deemed to have consented to receive electronic communication in accordance with the Companies Act 2006) will receive written notification whenever shareholder documentation is made 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 Act 2006, either with the consent in writing of the holders of three quarters in nominal value of the shares of that class or 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 i) 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, ii) any person present in person or by proxy may demand a poll and iii) 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 ordinary 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 Exchange Act 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 (www.sec.gov). Shareholders can also obtain copies of the Company's articles of association from our website at www.vodafone.com/governance or from the Company's registered office.

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 US$4.2 billion and €4.2 billion credit facilities which are discussed under "Financial position and resources" on page 50.

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.

Taxation

As this is a complex area investors should consult their own tax advisor 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.

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 US;
- 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 US 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 the dividends we pay. Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on the dividends we pay unless the dividends fall within an exempt class and certain other conditions are met. It is expected that the dividends we pay would generally be exempt.

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 we pay on our shares 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 we pay out of our 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 2013 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 us 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 us 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. For the purpose of the foreign tax credit limitation, foreign source income is classified in one or two baskets and the credit for foreign taxes on income in any basket is limited to US federal income tax allocable to that income. Generally the dividends we pay will constitute foreign source income in the passive income basket.

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.

Shareholder information continued

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 our 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 our 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 2013 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.

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 our 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 our shares 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. A recent ruling by the European Court of Justice has determined that the 1.5% SDRT charge on issue to a clearance service is contrary to EU law. HMRC have indicated that where new shares are first issued to a clearance service or to a depositary within the European Union, the 1.5% SDRT charge will not be levied. However, to the extent that the clearance service or depositary is located outside the European Union, HMRC have indicated that such charge would still apply. 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 our ADSs provided that the ADSs and any separate instrument of transfer are executed and retained at all times outside the United Kingdom. A transfer of our shares 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 our shares 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 our ADSs will not give rise to SDRT.

PFIC rules

We do not believe that our shares or ADSs will be treated as stock of a passive foreign investment company ('PFIC') for US federal income tax purposes. This conclusion is a factual determination that is made annually and thus is subject to change. If we are 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 us 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 we have entered into various transactions which consolidated our position in the United Kingdom and enhanced our 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 we acquired businesses in Germany and Italy and increased our indirect holding in SFR;
- through a series of business transactions between 1999 and 2004 we acquired a 97.7% stake in Vodafone Japan. This was then disposed of on 27 April 2006; and
- on 8 May 2007 we acquired companies with interests in Vodafone Essar for US$10.9 billion (£5.5 billion), following which we control Vodafone Essar.

Other transactions that have occurred since 31 March 2008 are as follows:

19 May 2008 – Arcor: We increased our stake in Arcor for €460 million (£366 million) and now own 100% of Arcor.

17 August 2008 – Ghana: We acquired 70.0% of Ghana Telecommunications for cash consideration of £486 million.

9 January 2009 – Verizon Wireless: Verizon Wireless completed its acquisition of Alltel Corp. for approximately US$5.9 billion (£3.9 billion).

20 April 2009 – South Africa: We acquired an additional 15.0% stake in Vodacom for cash consideration of ZAR 20.6 billion (£1.6 billion). On 18 May 2009 Vodacom became a subsidiary.

10 May 2009 – Qatar: Vodafone Qatar completed a public offering of 40.0% of its authorised share capital raising QAR 3.4 billion (£0.6 billion). The shares were listed on the Qatar Exchange on 22 July 2009. Qatar launched full services on its network on 7 July 2009.

9 June 2009 – Australia: Vodafone Australia merged with Hutchison 3G Australia to form a 50:50 joint venture, Vodafone Hutchison Australia Pty Limited.

10 September 2010 – China Mobile Limited: We sold our entire 3.2% interest in China Mobile Limited for cash consideration of £4.3 billion.

30/31 March 2011 – India: The Essar Group exercised its underwritten put option over 22.0% of Vodafone Essar Limited ('VEL'), following which we exercised our call option over the remaining 11.0% of VEL owned by the Essar Group. The total consideration due under these two options is US$5 billion (£3.1 billion).

3 April 2011 – SFR: We agreed to sell our entire 44% interest in SFR to Vivendi for a cash consideration of €7.75 billion (£6.8 billion). We will also receive a final dividend from SFR of €200 million (£176 million) on completion of the transaction which, subject to competition authority and regulatory approvals, is expected during the second calendar quarter of 2011.

Regulation

Our 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 (antitrust) law applicable to all activities.

The following section describes the regulatory frameworks and the key regulatory developments at the global and regional level and in selected countries in which we have 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, we are unable to attach a specific level of financial risk to our performance from such matters.

European Union ('EU')

The European Commission (the 'Commission') has begun to consult on the future scope and nature of universal service provision in the EU. Current obligations generally involve the provision of a fixed connection allowing access to voice and simple data services. In some countries those operators responsible for providing universal services receive compensation from a fund to which we and others are required to make a financial contribution. The Commission has indicated that it would be reluctant to extend the scope of these funds to include very high speed broadband deployment and that additional financing for such projects should instead be sought from general taxation. The Commission has also published a broadband strategy which proposes that the European Investment Bank offer support for broadband infrastructure projects which fulfil certain criteria.

Roaming

The current roaming regulation (the 'roaming regulation') entered into force in July 2009 and requires mobile operators to supply voice and text roaming services under retail price caps. Wholesale price caps also apply to voice, text and data roaming services. Caps are adjusted (reduced) annually. The regulation expires in 2012 and the Commission is currently undertaking a review to determine what should happen thereafter. The Commission expects to publish formal proposals for the new roaming regulations during the summer of 2011. These will then be considered by the European Parliament and Council of Ministers (the 'Council'). In the meantime, the Commission has indicated that there is widespread support for the continuation of some form of regulation beyond 2012 and that this may extend to retail data services which are currently excluded from regulation. The Commission has consulted on a variety of options for regulation including a continuation of existing price caps, closer alignment of roaming prices to domestic prices, or the implementation of various 'structural' solutions, such as the decoupling of roaming services from domestic services, all of which would be intended to increase competition in either the retail or the wholesale roaming markets.

Call termination

In June 2010 the body of European Regulators for Electronic Communications ('BEREC') concluded that a move to 'bill and keep', in which no termination rates are payable between operators was "more promising (than existing call termination arrangements) in the long-term". In the meantime, national regulators are required to take utmost account of the Commission's existing recommendation on the regulation of fixed and mobile termination rates published in 2009.

At 31 March 2011 the termination rates effective for our subsidiaries and joint ventures within the EU, which differs from our Europe region, ranged from 3.00 eurocents per minute (2.64 pence) to 7.38 eurocents per minute (6.49 pence), at the relevant 31 March 2011 exchange rate.

Fixed network regulation

In September 2010 the Commission published a recommendation on the regulation of fibre 'next generation' broadband access networks (the 'NGA recommendation'), of which national regulators are required to take utmost account. The Commission recommends that national regulators ensure operators that have significant market power make unbundled access to fibre networks available to competitors on a cost-oriented basis which reflects the risk profile of the investment.

Spectrum

In July 2009 the Council adopted the amended GSM directive allowing the use of the 900 MHz and 1800 MHz GSM bands for universal mobile telecommunications service ('UMTS') technology ('refarming') and, in the future, other technologies. Member states were required to implement this by May 2010, subject to the undertaking of a competition review by the national regulator.

In September 2010 the Commission published a proposed radio spectrum policy programme ('RSPP') for consideration by the European Parliament and Council. The RSPP proposes that all member states release 800 MHz spectrum for mobile broadband services by 1 January 2013 unless the Commission agrees otherwise. It also provides guidance to national regulators to ensure that competition is safeguarded when rights of use for existing spectrum are changed (e.g. through refarming) or when new spectrum is assigned. Various amendments to the draft RSPP have been proposed by the European Parliament and Council.

Europe region

Germany

Our current termination rate was reduced in December 2010 to 3.36 eurocents per minute, effective until 30 November 2012.

The rates that access seekers have to pay in order to unbundle Deutsche Telekom's VDSL network were set by the national regulator in March 2010. We have appealed against these rates. The national regulator obliged Deutsche Telekom to grant access to its projected fibre to the home access network at ex post regulated rates in March 2011.

In May 2010 we acquired nationwide 15 year licences for 2x10 MHz of 800 MHz spectrum, 2x5 MHz of 2.1 GHz spectrum, 2x20 MHz of 2.6 GHz spectrum and 25 MHz of 2.6 GHz unpaired spectrum for a cost of €1.4 billion (£1.2 billion).

Italy

In July 2008 the national regulator reduced our termination rate to 8.85 eurocents per minute, in July 2009 to 7.70 eurocents per minute and in July 2010 to 6.60 eurocents per minute. Termination rates will reduce to 5.30 eurocents per minute in July 2011. The national regulator is currently consulting upon further reductions to 4.1 cents in January 2012 with further reductions to 0.98 cents by January 2015.

In November 2010 the Government entered into a memorandum of understanding with telecommunications operators, including Vodafone, to jointly develop a plan for the deployment of next generation fixed infrastructure in Italy.

In December 2010 the Italian regulator increased the monthly cost of an unbundled copper local loop from €8.49 (which had applied until 1 May 2010) to €8.70 for the period 1 May to 31 December 2010, to €9.02 for 2011 and to €9.28 for 2012, subject to Telecom Italia's network meeting certain quality thresholds. In February 2011 the national regulator approved the price increases for the 2011 wholesale products charge.

In January 2011 the national regulator launched a consultation on the obligations to be imposed on Telecom Italia in relation to its fibre network. These proposals vary significantly from the principles in the NGA recommendation described above as they do not require unbundled access where there are or could be two competing networks. We have objected to these proposals.

Spain

The national regulator has adopted a glide path of termination rate reductions to 4.00 from October 2011 to April 2012.

The national regulator has adopted an immediate 7% increase in the price at which we and other operators obtain unbundled copper local loops from Telefonica while it undertakes further analysis of these costs.

The national regulator has determined the net cost and industry contributions corresponding to universal service contributions for 2007. Vodafone is required to contribute €14.9 million. We are currently appealing this decision.

In June 2010 the Spanish Ministry of Industry, Tourism and Commerce issued a wideranging consultation on spectrum. In February 2011 the Government confirmed its plans under which operators (including Vodafone) will return small amounts of their existing 900 MHz and 1800 MHz spectrum, the remaining licences would be extended until 2030 and refarming would be allowed in these bands. A tender process for the 2.6 GHz and 800 MHz bands will also be undertaken in the 2011 calendar year, with the 800 MHz spectrum available for use from around 2015.

The national competition authority has commenced an investigation into the wholesale origination and termination charges levied by all Spanish mobile operators for SMS services.

United Kingdom

Our regulated average termination rate is currently 2.98 pence per minute. The national regulator has finalised the process to decide the rates that will apply from 1 April 2011 to 31 March 2015. It has imposed a glidepath with annual adjustments that would see a reduction to 0.69 pence per minute (plus inflation adjustment) in 2014 and 2015. The mobile network operators have until 16 May 2011 to appeal this decision.

All 2G licences have been modified to allow refarming to 3G. All 3G licences will also be made indefinite rather than expiring in 2021.

The national regulator will carry out a competition assessment and consultation process to what restrictions, if any, might be applied to participation in the auction of 800 MHz and 2.6 GHz spectrum, which is expected to be conducted in early 2012.

As part of the conditions for clearance of the merger between Orange UK and T-Mobile UK, the Commission has required them to dispose of 2x15 MHz of spectrum in the 1800 MHz band. If they fail to do so, this spectrum will be included in the auction.

Other Europe

Albania

Vodafone Albania acquired the single 3G licence (2x15 MHz) for €31.4m in November 2010. Commercial services were launched in January 2011.

Greece

The national regulator is currently consulting on the renewal/re-auction of existing 900 MHz licences expiring in 2012.

Hungary

In October 2010 the Hungarian Parliament adopted a law which imposes a significant additional tax burden on the telecommunications, retail and energy sectors. The law came into force in December 2010 and will apply until at least January 2013, although the Hungarian government has indicated that it may be further extended. Vodafone prepaid 7,343,503,000 HUF (£24 million) in December 2010. A large number of firms have asked the Commission to review the legality of the tax, which they are currently doing.

Ireland

The national regulator has proposed auctioning all spectrum in the 900 MHz and 1800 MHz spectrum bands at the same time as an auction of 800 MHz spectrum in 2011, with spectrum available in 2013. In the meantime, Vodafone's and O2's 900 MHz licences will be renewed until the commencement of the new licences in 2013.

Malta

The national regulator has concluded a process for the renewal/issue of all 900 MHz and 1800 MHz spectrum which allows Vodafone to retain all but five MHz of its 900 and 1800 MHz spectrum for 15 years. Vodafone has also secured an additional 20 MHz of 1800 MHz spectrum.

Netherlands

Our termination rate reduced to 4.20 eurocents per minute in January 2011 following a cost model analysis by the NRA which proposes reducing to 1.2 eurocents per minute by September 2012. This decision is currently under appeal.

Auctions of 2.6 GHz spectrum concluded in April 2010. Vodafone acquired 2x10 MHz of 2.6 GHz of spectrum for the reserve price of €200,000.

In February 2011 the Government announced plans to auction 800 MHz, 900 MHz, 1800 MHz, 2.1 GHz and 2.6 GHz spectrum in early 2012. It proposes to reserve two 800 MHz licences for new entrants.

Portugal

The national regulator has adopted a glide path of termination rate reductions from May 2010 to take the rate from 6.50 eurocents per minute to 3.50 eurocents per minute by August 2011. The national regulator is currently consulting on a cost modelling process to determine rates beyond August 2011.

The spectrum auction in Portugal was delayed and is now expected in 2011 and will include a number of spectrum bands including 800 MHz and 2.6 GHz.

The competition authority has started an investigation into certain retail pricing initiatives undertaken by Vodafone in early 2011.

Romania

Proposals for the renewal of Vodafone's 900/1800 MHz licences, which expire in December 2011, are expected shortly.

In February 2011 Vodafone was fined €28 million by the competition authority in relation to an alleged refusal to interconnect with another party in 2006. We appealed this decision in April 2011. Other enquiries remain ongoing. In April 2011 we were advised that new proceedings in relation to termination rates and subsidies for handsets will be initiated.

Turkey

Our termination rates are currently set at 0.032 Lira per minute.

Africa, Middle East and Asia Pacific region

India

The national regulator's decision to reduce interconnection charges to Rs 0.20 per minute effective 1 April 2010 was successfully appealed to the appellate body. The national regulator launched a new interconnect charges consultation process in April 2011 and has been directed by the appellate body to implement new rates by June 2011.

In May 2010 we secured 20 year licences for 2x5 MHz of 3G spectrum in nine circles in the Indian auction for a total price of INR 116.2 billion (£1.7 billion). These circles include Delhi, Mumbai, Kolkata and a further three 'A' circles and three 'B' circles providing a footprint covering 66% of VEL's current revenue base. In May 2010 the national regulator made recommendations on the spectrum management and licensing framework which includes far-reaching proposals for spectrum allocation and pricing. In February 2011 the national regulator recommended a new spectrum valuation approach for 1800 MHz spectrum. These recommendations will be reviewed by the Union Minister of Communications and IT.

In September 2010 VEL's appeal against the increase in 2G spectrum fees of 1% to 2% of adjusted gross revenue (effective from 1 April 2010) was unsuccessful. VEL then appealed to the Supreme Court in October 2010 and was granted a stay against the order increasing spectrum charges.

Regulation continued

South Africa

The national regulator may recommence the process for an auction of the 2.6 GHz and 3.5 GHz bands during the 2012 financial year.

In October 2010 the national regulator published a regulation establishing a glide path for mobile and fixed termination rates over the period to March 2014. The mobile termination rate will decline from a peak/off-peak rate of ZAR 0.89/0.77 respectively to ZAR 0.40 per minute from 1 March 2013.

Other Africa, Middle East and Asia Pacific

Egypt

The national regulator set termination rates at 65% of each operator's on-net retail revenue per minute in September 2008. Mobinil obtained interim relief against this regulation and a final order is awaited to clarify its application. On 28 January 2011, during a period of socio-political unrest and demonstrations, the government ordered Vodafone and the two other licensed mobile operators to temporarily suspend mobile services in certain areas. Vodafone subsequently restored its voice network to its customers the following day, and data and SMS were unavailable for five and nine days respectively.

New Zealand

Vodafone and Telecom New Zealand have been selected to share a NZ$285 million government grant to roll-out and operate an open access fibre and wireless network in rural areas.

The national regulator has adopted a regulation which reduces termination rates from around 18 cents to 7.5 cents in May 2011, with further reductions to 4.0 cents from April 2012. SMS termination rates are also regulated at 0.06 cents per SMS. The national regulator has indicated that it will monitor the impact of these measures and of on-net/off-net retail pricing which it believes to have inhibited competition.

Qatar

The price floor on retail services imposed in November 2009 on Vodafone by the national regulator was removed in April 2010. In July 2010 the national regulator ruled that QTel had launched the Virgin Mobile service illegally and required significant changes to be compliant. The national regulator has launched a strategic review of the sector.

Licences

The table below summarises the most significant mobile licences held by our operating subsidiaries and our joint venture in Italy at 31 March 2011. We present the licences by frequency band since in many markets, including the majority of Europe, they can be used for a variety of technologies including 2G, 3G and in the future LTE.

Mobile licences

Country by region	800 MHz expiry date	900 MHz expiry date	1800 MHz expiry date	2.1 GHz expiry date	2.6 GHz expiry date
Europe					
Germany	December 2025	December 2016	December 2016	December 2020	December 2025
Italy	n/a	February 2015	February 2015	December 2021	n/a
Spain	n/a	February 2020	July 2023	April 2020	n/a
UK	n/a	See note(1)	See note(1)	December 2021	n/a
Albania	n/a	June 2016	June 2016	December 2025	n/a
Czech Republic	n/a	January 2021	January 2021	February 2025	n/a
Greece	n/a	September 2012(2)	August 2016	August 2021	n/a
Hungary	n/a	July 2014(3)	July 2014(3)	December 2019(3)	n/a
Ireland	n/a	May 2011	December 2015	October 2022	n/a
Malta	n/a	May 2011	May 2011	August 2020	n/a
Netherlands	n/a	March 2013	March 2013	December 2016	May 2030
Portugal	n/a	October 2021	October 2021	January 2016	n/a
Romania	n/a	December 2011	December 2011	March 2020	n/a
Turkey	n/a	April 2023	–	April 2029	n/a
Africa, Middle East and Asia Pacific					
India(4)	n/a	November 2014 – December 2026	November 2014 – December 2026	September 2030	n/a
Vodacom: South Africa	n/a	See note(5)	See note(5)	See note(5)	n/a
Egypt	n/a	January 2022	January 2022	January 2022	n/a
Ghana	n/a	December 2019	December 2019	December 2023(6)	n/a
New Zealand	n/a	November 2031	March 2021	March 2021	n/a
Qatar	n/a	June 2028	June 2028	June 2028	n/a

Notes:
(1) Indefinite licence with a one year notice of revocation.
(2) One third of the 900 MHz spectrum will expire in 2016.
(3) Options to extend these licences.
(4) India is comprised of 23 separate service area licences with a variety of expiry dates. Option to extend 900/1800 licences by ten years. Vodafone acquired 3G licences in nine of the service areas in May 2010.
(5) Vodacom's South African spectrum licences are renewed annually. As part of the migration to a new licensing regime the NRA has issued Vodacom a service licence and a network licence which will permit Vodacom to offer mobile and fixed services. The service and network licences have 20 year duration and will expire in 2028. Vodacom also holds licences to provide 2G and/or 3G services in the Democratic Republic of Congo, Lesotho, Mozambique and Tanzania.
(6) The NRA has issued provisional licences with the intention of converting these to full licences once the NRA board has been reconvened.

Non-GAAP information

In the discussion of our reported financial position, operating results and cash flows, information is presented to provide readers with additional financial information that is regularly reviewed by management. However, this additional information presented is not uniformly defined by all companies including those in the Group's industry. Accordingly, it may not be comparable with similarly titled measures and disclosures by other companies. Additionally, certain information presented is derived from amounts calculated in accordance with IFRS but is not itself an expressly permitted GAAP measure. Such non-GAAP measures should not be viewed in isolation or as an alternative to the equivalent GAAP measure.

EBITDA

EBITDA is operating profit excluding share in results of associates, depreciation and amortisation, gains/losses on the disposal of fixed assets, impairment losses and other operating income and expense. We use EBITDA, in conjunction with other GAAP and non-GAAP financial measures such as adjusted operating profit, operating profit and net profit, to assess our operating performance. We believe that EBITDA is an operating performance measure, not a liquidity measure, as it includes non-cash changes in working capital and is reviewed by the Chief Executive to assess internal performance in conjunction with EBITDA margin, which is an alternative sales margin figure. We believe it is both useful and necessary to report EBITDA as a performance measure as it enhances the comparability of profit across segments.

Because EBITDA does not take into account certain items that affect operations and performance, EBITDA has inherent limitations as a performance measure. To compensate for these limitations, we analyse EBITDA in conjunction with other GAAP and non-GAAP operating performance measures. EBITDA should not be considered in isolation or as a substitute for a GAAP measure of operating performance.

A reconciliation of EBITDA to the closest equivalent GAAP measure, operating profit, is provided in note 3 to the consolidated financial statements on page 91.

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 amounts in relation to equity put rights and similar arrangements and certain foreign exchange rate differences, together with related tax effects. We believe that it is both useful and necessary to report these measures for the following reasons:

- these measures are used for internal performance analysis;
- these measures are used in setting director and management remuneration; and
- they are useful in connection with discussion with the investment analyst community and debt rating agencies.

Reconciliations of adjusted operating profit and adjusted earnings per share to the respective closest equivalent GAAP measures, operating profit and basic earnings per share, are provided in "Operating results" beginning on page 34.

Cash flow measures

In presenting and discussing our reported results, free cash flow and operating free cash flow are calculated and presented even though these measures are not recognised within IFRS. We believe 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 us and external parties to evaluate our liquidity and the cash generated by our operations. Free cash flow does not include payments for licences and spectrum included within intangible assets, 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 we have an obligation to incur. However, it does reflect the cash available for such discretionary activities, to strengthen the consolidated statement of financial position 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 our 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 cash generated by operations, the closest equivalent GAAP measure, to operating free cash flow and free cash flow, is provided in "Financial position and resources" on page 48.

Other

Certain of the statements within the section titled "Chief Executive's review" on pages 10 to 11 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 "Guidance" on page 44 contain forward-looking non-GAAP financial information which at this time cannot be quantitatively reconciled to comparable GAAP financial information.

Organic growth

All amounts in this document marked with an "(*)" represent organic growth which present performance on a comparable basis, both in terms of merger and acquisition activity and foreign exchange rates. We believe that "organic growth", which is not intended to be a substitute for 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 certain factors unrelated to the operating performance of the business;
- it is used 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.

Non-GAAP information continued

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

	Organic change %	M&A activity pps	Foreign exchange pps	Reported change %
31 March 2011				
Group				
Service revenue				
H2 2011	2.5	0.2	(1.5)	1.2
H1 2011	1.7	1.5	0.5	3.7
Change	0.8	(1.3)	(2.0)	(2.5)
Revenue	2.8	0.8	(0.4)	3.2
Service revenue	2.1	0.9	(0.6)	2.4
Service revenue for the quarter ended 31 March 2011	2.5	0.1	(2.2)	0.4
Data revenue	26.4	1.2	(1.2)	26.4
Fixed line revenue	5.2	1.7	(3.5)	3.4
Emerging markets service revenue	11.8	3.4	6.8	22.0
Vodafone Global Enterprise revenue	8	–	3	11
EBITDA	(0.7)	1.4	(1.1)	(0.4)
Adjusted operating profit	1.8	2.5	(1.2)	3.1
Europe				
Service revenue				
31 March 2010	(3.8)	0.1	4.6	0.9
31 March 2009	(1.7)	2.5	13.2	14.0
Change	(2.1)	(2.4)	(8.6)	(13.1)
Service revenue for the six months ended 31 March 2011	(0.3)	0.2	(3.5)	(3.6)
Service revenue for the quarter ended 31 March 2011	(0.8)	0.2	(3.2)	(3.8)
Northern Europe service revenue growth	2.7	(1.2)	(2.8)	(1.3)
Southern Europe service revenue growth	(2.9)	1.2	(3.5)	(5.2)
Enterprise revenue	0.5	0.2	(3.2)	(2.5)
Germany – service revenue excluding the impact of termination rate cuts	2.1	–	(4.1)	(2.0)
Germany – data revenue	27.9	–	(5.1)	22.8
Germany – enterprise revenue	3.6	–	(4.2)	(0.6)
Italy – data revenue	21.5	–	(4.8)	16.7
Spain – data revenue	14.8	–	(4.8)	10.0
UK – data revenue	28.5	–	–	28.5
Greece – service revenue	(19.4)	–	(3.2)	(22.6)
Turkey – service revenue	28.9	3.6	2.7	35.2
Africa, Middle East and Asia Pacific				
Service revenue for the quarter ended 31 March 2011	11.8	(1.3)	0.7	11.2
Vodacom – data revenue[1]	43.8	9.7	15.2	68.7
South Africa – data revenue	41.8	9.5	15.6	66.9
Egypt – service revenue	(0.8)	–	(1.0)	(1.8)
Egypt – data revenue	37.7	–	(1.5)	36.2
Ghana – service revenue	21.0	–	1.6	22.6
Indus Towers – contribution to India service revenue growth	1.7	–	0.1	1.8
Percentage point reduction in EBITDA margin	(0.6)	1.0	(0.2)	0.2
Verizon Wireless				
Revenue	6.0	–	2.6	8.6
Service revenue[2]	5.8	–	2.6	8.4
EBITDA	6.7	(0.1)	2.7	9.3
Group's share of result of Verizon Wireless	8.5	(0.1)	2.7	11.1

	Organic change %	M&A activity pps	Foreign exchange pps	Reported change %
31 March 2010				
Group				
Service revenue	(1.6)	4.9	5.6	8.9
Data revenue	19.3	6.9	6.8	33.0
Fixed line revenue	7.9	6.0	6.7	20.6
Emerging markets service revenue	7.9	31.3	7.9	47.1
Europe				
Service revenue	(3.8)	0.1	4.6	0.9
Data revenue	17.7	–	5.5	23.2
Fixed line revenue	7.5	–	6.3	13.8
Enterprise revenue	(4.8)	–	4.5	(0.3)
Germany – service revenue for the quarter ended 31 March 2010	(1.6)	–	(2.4)	(4.0)
Germany – mobile service revenue	(5.0)	–	6.0	1.0
Germany – mobile service revenue for the quarter ended 31 March 2010	(1.8)	–	(2.3)	(4.1)
Germany – fixed line revenue	1.3	–	6.1	7.4
Spain – service revenue for the quarter ended 31 March 2010	(6.2)	–	(2.3)	(8.5)
UK – service revenue for the quarter ended 31 March 2010	(2.6)	–	–	(2.6)
Greece – service revenue	(14.5)	–	5.6	(8.9)
Netherlands – service revenue	3.0	–	6.4	9.4
Portugal – service revenue	(4.9)	–	6.1	1.2
Romania – service revenue	(19.9)	–	5.2	(14.7)
Romania – EBITDA	(26.5)	–	4.7	(21.8)
Turkey – service revenue for the quarter ended 31 March 2010	31.3	–	1.5	32.8
Africa, Middle East and Asia Pacific				
India – service revenue for the quarter ended 31 March 2010	6.5	–	0.1	6.6
Indus Towers – contribution to India service revenue growth for the quarter ended 31 March 2010	0.3	–	0.1	0.4
Vodacom – data revenue	32.9	155.3	57.3	245.5
Egypt – service revenue	1.3	–	4.7	6.0
Egypt – data and fixed line revenue	64.2	–	4.4	68.6
Verizon Wireless				
Revenue	5.0	11.8	5.5	22.3
Service revenue	6.3	11.7	5.6	23.6
EBITDA	4.4	10.9	5.4	20.7
Group's share of result of Verizon Wireless	8.0	2.5	5.6	16.1
31 March 2009				
Group				
Service revenue	(0.3)	3.1	13.1	15.9
Data revenue	25.9	0.7	17.1	43.7
Fixed line revenue	2.1	21.3	22.1	45.5
Emerging markets service revenue[3]	6.4	14.2	6.4	27.0
Europe				
Germany – service revenue	(2.5)	(0.1)	17.6	15.0
Italy – service revenue	1.2	4.7	19.2	25.1
Spain – service revenue	(4.9)	2.5	17.7	15.3
UK – service revenue	(1.1)	0.3	–	(0.8)
Africa, Middle East and Asia Pacific				
India – pro-forma revenue	33	9	6	48
Vodacom – service revenue	13.8	2.1	(5.2)	10.7

Notes:
(1) Data revenue in South Africa grew by 41.8%[*]. Excluding the impact of reclassifications between messaging and data revenue during the year, data revenue grew by 35.9%[*].
(2) Organic growth rates include the impact of a non-cash revenue adjustment which was recorded to properly defer previously recognised data revenue that will be earned and recognised in future periods. Excluding this the equivalent growth rates for service revenue, revenue, adjusted EBITDA and the Group's share of result in Verizon Wireless would have been 6.4%[*], 6.6%[*], 8.2%[*] and 10.8%[*] respectively.
(3) Excludes India, Ghana and Qatar as these were not owned for the full financial year.

Form 20-F cross reference guide

The information in this document that is referenced in the following table is included in our annual report on Form 20-F for 2011 filed with the SEC (the '2011 Form 20-F'). The information in this document may be updated or supplemented at the time of filing with the SEC or later amended if necessary. No other information in this document is included in the 2011 Form 20-F or incorporated by reference into any filings by us under the Securities Act. Please see "Documents on display" on page 137 for information on how to access the 2011 Form 20-F as filed with the SEC. The 2011 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 2011 Form 20-F.

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Note:
(1) The Company financial statements, and the audit report and notes relating thereto, on pages 126 to 131 should not be considered to form part of the Company's annual report on Form 20-F.

Forward-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:

- the Group's expectations regarding its financial and operating performance, including statements contained within the Chief Executive's review on pages 10 to 11, the Group's 7% dividend per share growth target contained on pages 6, 27, 44 and 48, and the guidance statement for the 2012 financial year and the medium-term guidance statement for the three financial years ending 31 March 2014 on page 44 of this document, and the performance of joint ventures, associates, including Verizon Wireless and VHA, other investments and newly acquired businesses;
- intentions and expectations regarding the development of products, services and initiatives introduced by, or together with, Vodafone or by third parties, including new mobile technologies, such as the introduction of 4G, the Vodafone M-Pesa money transfer system, tablets and an increase in download speeds and 3G sites;
- expectations regarding the global economy and the Group's operating environment, including future market conditions, growth in the number of worldwide mobile phone users and other trends, including increased data usage;
- revenue and growth expected from the Group's total communications strategy, including data revenue growth, and its expectations with respect to long-term shareholder value growth;
- mobile penetration and coverage rates, termination rate cuts, the Group's ability to acquire spectrum, expected growth prospects in the Europe, Africa, Middle East and Asia Pacific regions and growth in customers and usage generally;
- expected benefits associated with the merger of Vodafone Australia and Hutchison 3G Australia;
- anticipated benefits to the Group from cost efficiency programmes;
- 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;
- expectations regarding the Group's future revenue, operating profit, EBITDA margin, free cash flow, capital intensity, depreciation and amortisation charges, foreign exchange rates, tax rates and capital expenditure;
- expectations regarding the Group's access to adequate funding for its working capital requirements and share buyback programmes, and the rate of dividend growth by the Group (including the Group's 7% dividend per share growth target) or its existing investments; and
- the impact of regulatory and legal proceedings involving Vodafone and of scheduled or potential regulatory changes.

Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words as "will", "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:

- general economic and political conditions in the jurisdictions in which the Group operates and changes to the associated legal, regulatory and tax environments;
- increased competition, from both existing competitors and new market entrants, including mobile virtual network operators;
- levels of investment in network capacity and the Group's ability to deploy new technologies, products and services in a timely manner, particularly data content and services;
- rapid changes to existing products and services and the inability of new products and services to perform in accordance with expectations, including as a result of third party or vendor marketing efforts;
- the ability of the Group to integrate new technologies, products and services with existing networks, technologies, products and services;
- the Group's ability to generate and grow revenue from both voice and non-voice services and achieve expected cost savings;
- 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;
- slower than expected customer growth, reduced customer retention, reductions or changes in customer spending and increased pricing pressure;
- the Group's ability to expand its spectrum position, win 3G and 4G allocations and realise expected synergies and benefits associated with 3G and 4G;
- the Group's ability to secure the timely delivery of high quality, reliable handsets, network equipment and other key products from suppliers;
- loss of suppliers, disruption of supply chains and 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 realise expected benefits from acquisitions, partnerships, joint ventures, franchises, brand licences, platform sharing or other arrangements with third parties, particularly those related to the development of data and internet services;
- acquisitions and divestments of Group businesses and assets and the pursuit of new, unexpected strategic opportunities which may have a negative impact on the Group's financial condition and results of operations;
- the Group's ability to integrate acquired business or assets and the imposition of any unfavourable conditions, regulatory or otherwise, on any pending or future acquisitions or dispositions;
- the extent of any future write-downs or impairment charges on the Group's assets, or restructuring charges incurred as a result of an acquisition or disposition;
- developments in the Group's financial condition, earnings and distributable funds and other factors that the Board takes into account in determining the level of dividends;
- the Group's ability to satisfy working capital requirements through borrowing in capital markets, bank facilities and operations;
- changes in foreign exchange rates, including particularly the exchange rate of pounds sterling to the euro and the US dollar;
- changes in the regulatory framework in which the Group operates, including the commencement of legal or regulatory action seeking to regulate the Group's permitted charging rates;
- the impact of legal or other proceedings against the Group or other companies in the communications industry; and
- changes in statutory tax rates and profit mix, the Group's ability to resolve open tax issues and the timing and amount of any payments in respect of tax liabilities.

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 45 and 46 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. Subject to compliance with applicable law and regulations, Vodafone does not intend to update these forward-looking statements and does not undertake any obligation to do so.

Definition of terms

2G	2G networks are operated using global system for mobile ('GSM') technology which offer services such as voice, text messaging and basic data. In addition, all the Group's controlled networks support general packet radio services ('GPRS'), often referred to as 2.5G. GPRS allows mobile devices to access IP based data services such as the internet and email.
3G	A cellular technology based on wide band CDMA delivering voice and data services.
4G	4G or LTE technology offers even faster data transfer speeds than 3G/HSPA, increases network capacity and is able to deliver sustained customer throughputs of between 6-12 Mbps in real network conditions.
Acquisition costs	The total of connection fees, trade commissions and equipment costs relating to new customer connections.
ADR	American depositary receipts is a mechanism designed to facilitate trading in shares of non-US companies in the US stock markets. The main purpose is to create an instrument which can easily be settled through US stock market clearing systems.
ADS	American depositary shares are shares evidenced by american depositary receipts. ADSs are issued by a depositary bank and represent one or more shares of a non-US issuer held by the depositary bank. The main purpose of ADSs is to facilitate trading in shares of non-US companies in the US markets and, accordingly, ADRs which evidence ADSs are in a form suitable for holding in US clearing systems.
AGM	Annual general meeting.
ARPU	Service revenue excluding fixed line revenue, fixed advertising revenue, revenue related to business managed services and revenue from certain tower sharing arrangements divided by average customers.
Capital expenditure	This measure includes the aggregate of capitalised property, plant and equipment additions and capitalised software costs.
CDMA	Code-division multiple access refers to any of several protocols used in 2G and 3G communications. It allows numerous signals to occupy a single transmission channel, optimising availability of bandwidth.
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 costs	Customer costs include acquisition costs, being the total of connection fees, trade commissions and equipment costs relating to new customer connections, and retention costs, being the total of trade commissions, loyalty scheme and equipment costs relating to customer retention and upgrades, as well as expenses related to ongoing commissions.
Depreciation and other amortisation	This measure includes the profit or loss on disposal of property, plant and equipment and computer software.
Direct costs	Direct costs include interconnect costs and other direct costs of providing services.
DSL	A digital subscriber line which is a fixed line enabling data to be transmitted at theoretical peak speeds of up to 16 Mbps.
DTT	Digital terrestrial television.
EBITDA	Operating profit excluding share in results of associates, depreciation and amortisation, gains/losses on the disposal of fixed assets, impairment losses and other operating income and expense.
EDGE	In most our networks we also provide an advanced version of GPRS called enhanced data rates for GSM evolution ('EDGE'). This provides download speeds of over 200 kilobits per second ('kbps') to customers.
Emerging markets	India, Vodacom, Egypt, Turkey, Ghana, Qatar and Fiji.
Fixed broadband customer	A fixed broadband customer is defined as a physical connection or access point to a fixed line network.
FRC	Financial Reporting Council.
Free cash flow	Operating free cash flow after cash flows in relation to taxation, interest, dividends received from associates and investments and dividends paid to non-controlling shareholders in subsidiaries but before licence and spectrum payments and for the year ended 31 March 2011 other items in respect of: the UK CFC settlement, tax relating to the disposal of China Mobile Limited, the SoftBank disposal and the court deposit made in respect of the India tax case.
FSA	Financial Services Authority.
HSDPA	High speed downlink packet access is a wireless technology enabling theoretical network to mobile data transmission speeds of up to 43.2 Mbps.
HSPA	High speed packet access or third generation ('3G') is a wireless technology operating wideband code division multiple access ('W-CDMA') technology, providing customers with voice, video telephony, multimedia messaging and high speed data services.
Impairment	A downward revaluation of an asset.
'in the cloud'	This means the customer has little or no equipment at their premises and all the equipment and capability is run from the Vodafone network instead. This removes the need for customers to make capital investment and instead they have an operating cost model with a recurring monthly fee.
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.
IP	Internet protocol ('IP') is the method by which data is sent from one computer to another on the internet.
LAN	A local area network supplies networking capability to a group of computers in close proximity to each other.
LTE	Long-term evolution ('LTE') is 4G technology which offers even faster data transfer speeds than 3G/HSPA, increases network capacity and is able to deliver sustained customer throughputs of between 6-12 Mbps in real network conditions.
Mark-to-market	Mark-to-market or fair value accounting refers to accounting for the value of an asset or liability based on the current market price of the asset or liability.

Definition of terms continued

Mobile broadband	Also known as mobile internet (see below).
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 internet	Browser based access to the internet or web applications using a mobile device, such as a smartphone, connected to a wireless network.
Mobile termination rate ('MTR')	A per minute charge paid by a telecommunications network operator when a customer makes a call to another mobile or fixed line network operator.
MVNO	Mobile virtual network operators, companies that provide mobile phone services but do not have their own licence of spectrum or the infrastructure required to operate a network.
Net debt	Long-term borrowings, short-term borrowings and mark-to-market adjustments on financing instruments less cash and cash equivalents.
Net promoter score	Net promoter score ('NPS') is a customer loyalty metric used to monitor customer satisfaction.
Operating costs	Operating expenses plus customer costs other than acquisition and retention costs.
Operating expenses	Operating expenses comprise primarily of network and IT related expenditure, support costs from HR and finance and certain intercompany items.
Operating free cash flow	Cash generated from operations after cash payments for capital expenditure (excludes capital licence and spectrum payments) and cash receipts from the disposal of intangible assets and property, plant and equipment.
Organic growth	The percentage movements in organic growth are presented to reflect operating performance on a comparable basis, both in terms of merger and acquisition activity and foreign exchange rates.
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 reach into such markets.
Penetration	Number of SIMs 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.
Petabyte	A petabyte is a measure of data usage. One petabyte is a million gigabytes.
Pps	Percentage points.
Pro-forma growth	Pro-forma growth is organic growth adjusted to include acquired business for the whole of both periods.
Reported growth	Reported growth is based on amounts reported in pounds sterling as determined under IFRS.
RAN	Radio access network is part of a mobile telecommunication system which conceptually sits between the mobile phone and the base station.
Retention costs	The total of trade commissions, loyalty scheme and equipment costs relating to customer retention and upgrade.
Roaming	Allows our customers to make calls on other operators' mobile networks while travelling abroad.
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.
Smartphone devices	A smartphone is a mobile phone offering advanced capabilities including access to email and the internet.
Smartphone penetration	The number of smartphone devices divided by the number of registered SIMs, excluding data only SIMs.
Spectrum	The radio frequency bands and channels assigned for telecommunication services.
Tablet device	A tablet is a slate shaped, mobile or portable, casual computing device equipped with a finger operated touchscreen or stylus, for example, the Apple iPad.
Visitor revenue	Amounts received by a Vodafone operating company when customers of another operator, including those of other Vodafone companies, roam onto its network.
Wi-Fi	A Wi-Fi enabled device such as a smartphone can connect to the internet when within a range of a wireless network connected to the internet.

Selected financial data

At/for the year ended 31 March	2011	2010	2009	2008	2007
Consolidated income statement data (£m)					
Revenue	45,884	44,472	41,017	35,478	31,104
Operating profit/(loss)	5,596	9,480	5,857	10,047	(1,564)
Profit/(loss) before taxation	9,498	8,674	4,189	9,001	(2,383)
Profit/(loss) for the financial year from continuing operations	7,870	8,618	3,080	6,756	(4,806)
Profit/(loss) for the financial year	7,870	8,618	3,080	6,756	(5,222)
Consolidated statement of financial position data (£m)					
Total assets	151,220	156,985	152,699	127,270	109,617
Total equity	87,561	90,810	84,777	76,471	67,293
Total equity shareholders' funds	87,555	90,381	86,162	78,043	67,067
Earnings per share(1)					
Weighted average number of shares (millions)					
– Basic	52,408	52,595	52,737	53,019	55,144
– Diluted	52,748	52,849	52,969	53,287	55,144
Basic earnings/(loss) per ordinary share (pence)					
– Profit/(loss) from continuing operations	15.20p	16.44p	5.84p	12.56p	(8.94)p
– Profit/(loss) for the financial year	15.20p	16.44p	5.84p	12.56p	(9.70)p
Diluted earnings/(loss) per ordinary share					
– Profit/(loss) from continuing operations	15.11p	16.36p	5.81p	12.50p	(8.94)p
– Profit/(loss) for the financial year	15.11p	16.36p	5.81p	12.50p	(9.70)p
Cash dividends(1)(2)					
Amount per ordinary share (pence)	8.90p	8.31p	7.77p	7.51p	6.76p
Amount per ADS (pence)	89.0p	83.1p	77.7p	75.1p	67.6p
Amount per ordinary share (US cents)	14.33c	12.62c	11.11c	14.91c	13.28c
Amount per ADS (US cents)	143.3c	126.2c	111.1c	149.1c	132.8c
Other data					
Ratio of earnings to fixed charges(3)	5.7	3.6	1.2	3.9	–
Ratio of earnings to fixed charges deficit(3)	–	–	–	–	(4,389)

Notes:

(1) See note 8 to the consolidated financial statements, "Earnings 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.

(2) The final dividend for the year ended 31 March 2011 was proposed by the directors on 17 May 2011 and is payable on 5 August 2011 to holders of record as of 3 June 2011. The total dividends have been translated into US dollars at 31 March 2011 for purposes of the above disclosure but the dividends are payable in US dollars under the terms of the ADS depositary agreement.

(3) For the purposes of calculating these ratios, earnings consist of profit before tax adjusted for fixed charges, dividend income from associates, share of profits and losses from associates, interest capitalised, interest amortised 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, interest capitalised and preferred share dividends.