

Board of directors and Group management

Directors and senior management

Our business is managed by our Board of directors ('the Board'). Biographical details of the directors and senior management as at 22 May 2012 are as follows (with further information available at www.vodafone.com/investor):

Chairman

Gerard Kleisterlee

Age: 65

Skills and experience:

Gerard has a proven track record as an international business leader with deep knowledge of the consumer electronics, healthcare and lifestyle sectors; a wealth of experience of operating in developed and emerging markets; and technology industry familiarity.

Career history:

President/Chief Executive Officer and Chairman of the Board of Management of Koninklijke Philips Electronics N.V. from 2001 to 2011 following a career with Philips spanning over 30 years.

Time on Board: 1 year 2 months

Additional appointments:

Member of Daimler AG Supervisory Board; non-executive director and member of the Audit Committee of Royal Dutch Shell; Board of Directors of Dell.

Committees:

Nominations and Governance (Chairman)



Chief Executive

Vittorio Colao

Age: 50

Skills and experience:

With demonstrated international business leadership skills, Vittorio has deep telecoms experience having worked in the sector for 20 years.

Career history:

McKinsey & Company (1986 – 1996); Omnitel Pronto Italia S.p.A. (which became Vodafone Italy) (1996 – 2004); Regional Chief Executive Officer, Southern Europe for Vodafone Group Plc (role later expanded to include Middle East and Africa regions); Chief Executive RCS MediaGroup (2004 – 2006).

Time on Board: 5 years 7 months

Additional appointments:

Member of the International Advisory Board of Bocconi University, Italy; member of the Advisory Board of McKinsey & Company; member of the Advisory Council of Oxford Martin School.



Chief Financial Officer

Andy Halford

Age: 53

Skills and experience:

A leading member of the finance profession, Andy has extensive experience as a finance director of UK, US and multinational companies.

Career history:

Group Finance Director at East Midlands Electricity Plc (1993 – 1998); Financial Director, Vodafone Limited (the UK operating company) (1999 – 2001); Financial Director for Vodafone's Northern Europe, Middle East and Africa region (2001 – 2002); Chief Financial Officer of the Verizon Wireless partnership (2002 – 2005); Fellow of the Institute of Chartered Accountants in England and Wales.

Time on Board: 6 years 10 months

Additional appointments:

Member of the Board of Representatives of the Verizon Wireless partnership in the US; Chairman of the Hundred Group of Finance Directors in the UK.



Chief Executive Officer, Europe region

Michel Combes

Age: 50

Skills and experience:

Michel is well-regarded for his breadth of experience across both fixed line and mobile operations, with over 25 years experience in the field of telecommunications.

Career history:

France Telecom, External Networks Division, later Industrial and International Affairs Division; technical advisor to the French Minister of Transport; Chairman and Chief Executive Officer of GlobeCast; Executive Vice President of Nouvelles Frontières Group; Chief Executive Officer of Assystem-Brime; Senior Vice President of Group Finance and Chief Financial Officer, France Telecom; Senior Executive Vice President, in charge of NEXT Finance Balance & Value Creation;

Time on Board: 2 years 11 months

member of the France Telecom Group Strategic Committee; Chairman and Chief Executive Officer of TDF Group.

Additional appointments:

Chairman of the Supervisory Board of Assystem SA in France; non-executive director on the boards of ISS Equity A/S, ISS Holding A/S and ISS A/S.

Michel will retire from the Board at the conclusion of the Company's AGM on 24 July 2012.



Chief Technology Officer

Stephen Pusey

Age: 50

Skills and experience:

Stephen has a wealth of international experience across both the wireline and wireless industries and in business applications and solutions.

Time on Board: 2 years 11 months

Career history:

Executive Vice President and President, Nortel Networks Corporation's EMEA region; British Telecom.



Deputy Chairman and Senior Independent Director

Sir John Buchanan

Age: 68

Skills and experience:

Sir John has many years of experience and a track record of success gained during a wide-ranging career at BP p.Lc. spanning over 30 years. His financial and management skills in multinational business provide further strength to the Board.

Career history:

Board of Directors and Chief Executive Officer of BP p.Lc. (1996 – 2002); member of the United Kingdom Accounting Standards Board; non-executive director of The Boots Company Plc (1997 – 2003); non-executive director of AstraZeneca PLC (2002 – 2010).

Time on Board: 9 years 1 month

Additional appointments:

Chairman of Smith & Nephew plc; Senior Independent Director of BHP Billiton Plc; Chairman of ARM Holdings plc; Chairman of the International Chamber of Commerce (UK); Chairman of the Trustees for UK Christchurch Earthquake Appeal.

Committees:

Nominations and Governance Audit and Risk

Sir John will retire from the Board at the conclusion of the Company's AGM on 24 July 2012.



Non-executive director
Renee James

Age: 47

Skills and experience:

Renee has deep knowledge of the high-tech sector and wide ranging experience of international management.

Career history:

Joined Intel Corporation in 1988 with the acquisition of Bell Technologies; currently senior vice president and general manager of Intel Corporation's Software and Services Group; previous roles within Intel: vice president for Developer Programs, Chief Operating Officer of Intel Online Services – Intel's datacenter business.

Time on Board: 1 year 5 months

Additional appointments:

Senior vice president and general manager of the Software and Services Group for Intel Corporation; Chairman of the software subsidiaries of Intel Corporation, Havok Inc., Wind River Systems Inc. and McAfee, Inc.; independent director on the Board of Directors of VMware Inc and a member of its Audit Committee.

Renee will join the Remuneration Committee on conclusion of the AGM on 24 July 2012.



Non-executive director
Alan Jebson

Age: 62

Skills and experience:

Alan's experience as a senior leader in an international business, his knowledge of international information technology systems and his financial services background are great assets to the Board.

Career history:

HSBC Holdings plc: Head of IT Audit (1978 – 1984); Senior Manager Planning and Operations, Saudi British Bank (1984 – 1987); HSBC Holdings plc: Group Chief Operating Officer, Group Chief Information Officer; non-executive director of MacDonald, Dettwiler and Associates (Canada).

Time on Board: 5 years 6 months

Additional appointments:

Non-executive director of Experian plc.

Committees:

Audit and Risk



Non-executive director
Samuel Jonah

Age: 62

Skills and experience:

Sam brings widespread experience of business in Africa, particularly South Africa and Ghana where we have interests.

Career history:

Chief Executive Officer of Ashanti Goldfields Co Ltd (1986 – 2002); Executive President of AngloGold Ashanti Ltd (2002 – 2005); director of Lonmin Plc. (1992 – 2004); member of the Advisory Council of the President of the African Development Bank; advisor to the former Presidents of Ghana, South Africa, Nigeria and Namibia. Currently advises the Presidents of Togo and Nigeria. Honorary Knighthood awarded in 2003; awarded Ghana's highest national award.

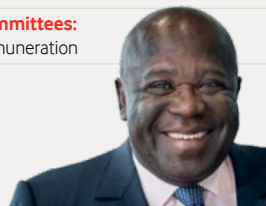
Time on Board: 2 years 2 months

the Companion of the Order of the Star, in 2006. Recipient of Lifetime Award in June 2010 by the Commonwealth Business Council and African Business Magazine.

Additional appointments:

Executive Chairman of Jonah Capital (Pty) Limited; serves on the boards of various public and private companies including The Standard Bank of South Africa Limited.

Committees:
Remuneration



Non-executive director
Nick Land

Age: 64

Skills and experience:

Nick's financial expertise and experience of dealing with major corporations in many parts of the world is invaluable to the Board.

Career history:

Chairman of Ernst & Young and Managing Partner of the North European, Middle East, India and Africa region. Retired from Ernst & Young in 2006 after a career spanning 36 years.

Time on Board: 5 years 6 months

Chairman of the Board of Trustees of Farnham Castle; member of the Finance and Audit Committees of The National Gallery; Chairman of the Board of Trustees of the Vodafone Foundation.

Committees:
Audit and Risk (Chairman)



Non-executive director
Anne Lauvergeon

Age: 52

Skills and experience:

Anne's wealth of international business knowledge gained while Chief Executive of an international energy company means she brings valuable insights to the Board.

Career history:

Chief Executive Officer of AREVA group; Adviser for Economic International Affairs at the French Presidency and Deputy Chief of its Staff; Partner of Lazard Frères & Cie; Senior Executive Vice President of Alcatel.

Time on Board: 6 years 7 months

Additional appointments:

Non-executive director of Total S.A. and GDF SUEZ; member of the Advisory Board of the Global Business Coalition on HIV/AIDS.

Committees:
Audit and Risk



Non-executive director
Luc Vandevelde

Age: 61

Skills and experience:

Luc has many years of experience and a track record of success in retailing and consumer goods. He has a deserved reputation as an international businessman of considerable standing. His financial, management and marketing skills in international business are of great value to the Board.

Career history:

Kraft General Foods (1971 – 1995); Chief Executive Officer of Promodès/Carrefour (1995 – 2000); Chairman of Marks and Spencer Group plc (2000 – 2004); Chairman of the Supervisory Board of Carrefour S.A. (2005 – 2007).

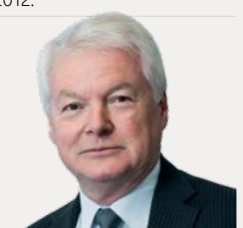
Time on Board: 8 years 9 months

Additional appointments:

Director of Societe Generale; Founder and Managing Director of Change Capital Partners LLP.

Committees:
Nominations and Governance
Remuneration (Chairman)

Luc will become Senior Independent Director on conclusion of the AGM on 24 July 2012.



Board of directors and Group management (continued)

Non-executive director Anthony Watson CBE

Age: 67

Skills and experience:

Tony's depth of experience in the City and in investment and asset management are invaluable to the Board.

Career history:

Hermes Pensions Management Ltd: Chief Investment Officer, later Chief Executive. Managing Director of AMP Asset Management plc; Chief International Investment Officer, Citicorp Investment Management; Chairman of the Strategic Investment Board in Northern Ireland; member of the Advisory Board of Norges Bank Investment Management; Chairman of Marks & Spencer Pension Trust and the Asian Infrastructure Fund; member of the Financial Reporting Council. In January 2009, Tony was awarded a CBE for his services to the economic redevelopment of Northern Ireland.

Time on Board: 6 years 1 month

Additional appointments:

Senior Independent Director of Hammerson plc and Witan Investment Trust; non-executive director of Lloyds Banking Group plc; member of the Board of the Shareholder Executive.

Committees:

Nominations and Governance Remuneration
Tony will step down from the Remuneration Committee and join the Audit and Risk Committee on conclusion of the AGM on 24 July 2012.



Non-executive director Philip Yea

Age: 57

Skills and experience:

Philip brings to the Board his considerable experience as a leader of public and private businesses (as Chief Financial Officer, Chief Executive Officer and as Chairman) and, as a private equity investor, deploying his financial and strategic skills. He also has experience of business and financial turnarounds.

Career history:

Finance Director of Guinness PLC, becoming Finance Director of Diageo plc upon the merger of Guinness and Grand Metropolitan Public Limited Company in 1997 (1993 – 1999); Managing Director at Investcorp (1999 – 2004); Chief Executive at 3i Group plc (2005 – 2009); non-executive directorships of HBOS plc and Manchester United plc.

Time on Board: 6 years 9 months

Additional appointments:

Advisor to HRH The Duke of York; member of the Advisory Board to PricewaterhouseCoopers in the UK; member of the Advisory Board of Bridges Ventures LLP; Chairman of the Trustees of the British Heart Foundation; independent director and trustee on the Board of The Francis Crick Institute; Chairman of The Rose Partnership, Executive Search.

Committees:

Remuneration
Philip will join the Nominations and Governance Committee on conclusion of the AGM on 24 July 2012.



Executive Committee

Chaired by Vittorio Colao, this committee focuses on our strategy, financial structure and planning, financial and competitive performance, succession planning, organisational development and Group-wide policies. The Executive Committee membership comprises the executive directors, details of whom are shown on page 60, and the senior managers who are listed below.

Senior management

Members of the Executive Committee who are not also executive directors are regarded as senior managers of the Company.

Group Strategy and Business Development Director Warren Finegold

Age: 55

Time on Executive Committee: 6 years 2 months

Career history:

Executive in the Corporate Finance department of Hill Samuel & Co. Limited (1981 – 1985); Executive Director Goldman Sachs International (1985 – 1995) holding positions in New York and London; Managing Director of UBS Investment Bank and most recently head of its Technology team in Europe (1995 – 2006).

Group External Affairs Director Matthew Kirk

Age: 51

Years on Executive Committee: 3 years 3 months

Career history:

Group Director of External Relationships, Vodafone Group Plc; member of the British Diplomatic Service for more than 20 years; British Ambassador to Finland (2002 – 2006).

Group Chief Commercial Officer Morten Lundal

Age: 47

Time on Executive Committee: 3 years 7 months

Career history:

Chief Executive Officer at Vodafone for the Africa and Central Europe region; various senior positions with Nordic mobile operator, Telenor (1997 – 2004), including Chief Executive Officer for the Internet Division and Telenor Business Solutions, as well as the position of Executive Vice President for Corporate Strategy; Chief Executive Officer of Telenor's Malaysian subsidiary, DiGi Telecommunication (2004 – 2008).

Group General Counsel and Company Secretary Rosemary Martin

Age: 52

Time on Executive Committee: 2 years 3 months

Career history:

Chief Executive Officer of the Practical Law Group (2008); Reuters Group Plc in various company secretarial and legal roles, with the last five years as Group General Counsel and Company Secretary (1997 – 2008); partner with Mayer, Brown, Rowe & Maw (1990 – 1997).

Chief Executive Officer: Africa, Middle East and Asia Pacific region Nick Read

Age: 47

Time on Executive Committee: 3 years 7 months

Career history:

Various senior roles in Vodafone Limited (the UK operating company), including Chief Financial Officer, Chief Commercial Officer and Chief Executive Officer (2002 – 2008); senior global finance positions with United Business Media plc (1998 – 2002) and Federal Express Worldwide Inc. (1995 – 1998).

Group Human Resources Director Ronald Schellekens

Age: 48

Time on Executive Committee: 3 years 5 months

Career history:

Executive Vice President Human Resources for Royal Dutch Shell Plc's global downstream business (2003 – 2008), various international senior human resources roles at PepsiCo (1994 – 2003); human resources roles at AT&T Network Systems in the Netherlands and Poland.