

19th August, 2011

Vodafone Group Plc

Issue of USD 100,000,000 1.15 per cent. Notes due 2012  
under the €30,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 8th July, 2011 (the "Prospectus") which constitutes a base prospectus for the purposes of Directive 2003/71/EC (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at the offices of the Issuer at Vodafone House, The Connection, Newbury, Berkshire RG14 2FN and on the website of the Regulatory News Service operated by the London Stock Exchange at [http://www.rns-pdf.londonstockexchange.com/rns/0654K\\_-2011-7-8.pdf](http://www.rns-pdf.londonstockexchange.com/rns/0654K_-2011-7-8.pdf).

1.	Issuer:	Vodafone Group Plc
2.	(i) Series Number:	45
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	US Dollar ("USD")
4.	Aggregate Nominal Amount:	
	--- Series:	USD 100,000,000
	--- Tranche:	USD 100,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	USD 500,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 599,000. No Notes in a definitive form will be issued with a denomination above USD 599,000.
	(ii) Calculation Amount	USD 1,000
7.	(i) Issue Date:	22 <sup>nd</sup> August, 2011
	(ii) Interest Commencement Date:	22 <sup>nd</sup> August, 2011
8.	Maturity Date:	22 <sup>nd</sup> August, 2012
9.	Interest Basis:	1.15 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par

11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Method of distribution:	Non-syndicated
14.	Date of Board approval for issuance of Notes:	The issue of the notes was authorised pursuant to resolutions of the Board of Directors dated 3 April 2011

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	<b>Fixed Rate Note Provisions</b>	Applicable
(i)	Rate of Interest:	1.15 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date:	The Maturity Date
(iii)	Fixed Coupon Amount(s):	USD 11.50 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Fixed Day Count Fraction:	30/360
(vi)	Determination Date:	22 <sup>nd</sup> August
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index Linked Interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

20.	<b>Issuer Call</b>	Not Applicable
21.	<b>Investor Put</b>	Not Applicable
22.	<b>Final Redemption Amount</b>	Par

23. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e): As set out in Condition 6(e)

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Bearer Notes  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
25. Whether TEFRA D applicable or TEFRA rules not applicable: TEFRA D
26. Additional Financial Centre(s) or other special provisions relating to Payment Dates: London
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
30. Redenomination applicable: No
31. Other final terms: Not Applicable

#### DISTRIBUTION

32. (i) If syndicated, names of Managers: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable

- (iii) Stabilising Manager (if any): Not Applicable
- 33. If non-syndicated, name of relevant Dealer: Goldman Sachs International
- 34. Additional selling restrictions: Not Applicable
- 35. If issuing Australian Domestic Notes, name and address of Issuing and Principal Paying Agent and Registrar and details of Australian Agency Agreement: Not Applicable

In no circumstances will payments of additional amounts be made for or on account of taxes imposed by the United States of America or any political subdivision or taxing authority thereof or therein.

**Listing and Admission to Trading Application**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €30,000,000,000 Euro Medium Term Note Programme of Vodafone Group Plc.

**Responsibility**

The Issuer accepts responsibility for the information contained in these Final Terms which, when read together with the Prospectus referred to above, contain all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:

By: *NE Gernsd.*  
Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing:

- |      |   |   |
|------|---|---|
| (i)  | Listing and admission to trading:                           | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange with effect from 22 <sup>nd</sup> August 2011 |
| (ii) | Estimate of total expenses related to admission to trading: | £2,700  |

### 2. Ratings:

The Notes to be issued have been rated:

S & P:	A- (Stable)
Moody's:	A- (Stable)
Fitch:	A3 (Stable)

These ratings reflect the ratings allocated to the Notes of the type being issued under the Programme generally.

Each of S&P, Moody's and Fitch is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

Please consult the Prospectus for further details

### 3. Interests of Natural and Legal Persons Involved in the Issue:

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses:

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Reasons for the offer:    | See " Use of Proceeds" wording in Prospectus |
| (ii)  | Estimated net proceeds:   | USD 100,000,000                              |
| (iii) | Estimated total expenses: | £2,700                                       |

### 5. Yield:

Indication of yield: 1.15 per cent. annually compounded

The yield is calculated at the Issue Date on the basis

of the Issue Price. It is not an indication of future yield.

**6. Operational Information:**

(i)	ISIN Code:	XS0668141814
(ii)	Common Code:	066814181
(iii)	CUSIP	Not Applicable
(iv)	CINS	Not Applicable
(v)	Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and DTC and Austraclear (together with the address of each such clearing system) and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Application for Registered Notes to be designated PORTAL Securities:	Not Applicable
(ix)	Intended to be held in a manner which would allow Eurosystem eligibility:	No
(x)	If Australian Domestic Notes, name and address of Agent for service of process in New South Wales:	Not Applicable