

VODAFONE GROUP PLC

Annual General Meeting 2012

Special Business

At the Annual General Meeting of Vodafone Group Plc, held on Tuesday 24 July 2012, the following Resolutions were passed as special business:

21 That:

21.1 the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be authorised for the purposes of Part 14 of the 2006 Act during the period from the date of the passing of this Resolution until the conclusion of the Company's Annual General Meeting in 2013 or 24 July 2013, whichever is earlier:

(i) to make political donations to political parties, and/or independent election candidates;

(ii) to make political donations to political organisations other than political parties; and

(iii) to incur political expenditure,

up to an aggregate amount of £100,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount;

21.2 all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and

21.3 words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this Resolution.

22 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Certified as a true copy



Philip Howie
Deputy Group Company Secretary
24 July 2012