Vodafone Group Plc

Unaudited interim company financial statements for the period to 21 February 2014

Company registration number 1833679

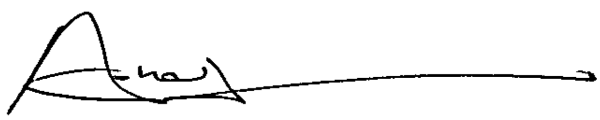
Company Profit and Loss Account

	Period 1 April 2013 – 21 February 2014
	£m
Other income and expense	228
Operating profit	**228**
Net financing costs	(380)
Loss before taxation	**(152)**
Income tax expense	(3,001)
Loss for the financial period	**(3,153)**

Company Balance Sheet as at 21 February 2014

	21 February 2014	31 March 2013
	£m	£m
Fixed assets		
Shares in Group undertakings	65,085	65,085
Current assets		
Debtors amounts falling due after more than one year	2,386	2,694
Debtors amounts falling due within one year	158,145	163,548
Other investments	63	117
Cash at bank and in hand	35,700	83
	196,294	**166,442**
Creditors amounts falling due within one year	(155,990)	(113,630)
Net current assets	**40,304**	**52,812**
Total assets less current liabilities	**105,389**	**117,897**
Creditors amounts falling due after more than one year	(21,039)	(25,506)
	84,350	**92,391**
Capital and reserves		
Called up share capital	20,460	3,866
Share premium account	16,107	43,087
Capital redemption reserve	-	10,388
Capital reserve	88	88
Other reserves	834	834
Own shares held	(7,291)	(9,103)
Profit and loss account	54,152	43,231
Equity shareholders' funds	**84,350**	**92,391**

The Company financial statements were approved by the Board of directors and were signed on its behalf on 21 February 2014



Notes to the Company financial statements

1. Basis of preparation

The unaudited interim company financial statements of Vodafone Group Plc ("Vodafone" or the "Company") have been prepared in accordance with Section 838 of the Companies Act 2006 for the purposes of determining the distributable reserves of the Company in anticipation of a proposed distribution

These unaudited interim company financial statements have been properly prepared in accordance with UK GAAP except for certain exemptions for interim accounts taken as permitted under Section 838 of the Companies Act 2006, for matters that are not material for determining whether a distribution would contravene Part 23 of the Companies Act 2006

2. Significant accounting policies

These unaudited interim company financial statements have been prepared on a basis consistent with the accounting policies used for the year ended 31 March 2013 and as disclosed in the 31 March 2013 Annual Report and Accounts

3. Reserves and reconciliation of movements in equity shareholders' funds

	Share capital £m	Share premium account £m	Capital redemption reserve £m	Capital reserve £m	Other reserves £m	Own shares held £m	Profit and loss account £m	Total equity shareholders funds £m
1 April 2013	3,866	43,087	10,388	88	834	(9,103)	43,231	92,391
Allotment of shares	-	2	-	-	-	-	-	2
Own shares released on vesting of share awards	-	-	-	-	-	182	-	182
Loss for the financial period	-	-	-	-	-	-	(3,153)	(3,153)
Dividends	-	-	-	-	-	-	(5,076)	(5,076)
Cancellation of own shares held	(74)	-	74	-	-	1,648	(1,648)	-
B Share Issue	16,668	(16,668)	-	-	-	-	-	-
Capital reduction	-	(10,340)	(10,462)	-	-	-	20,802	-
Other movements	-	26	-	-	-	(18)	(4)	4
21 February 2014	**20,460**	**16,107**	**-**	**88**	**834**	**(7,291)**	**54,152**	**84,350**

The loss for the financial period dealt with in the accounts of the Company is £3,153 million (year to 31 March 2013 Profit of £7,153 million) Under English law, the amount available for distribution to shareholders is based upon the profit and loss reserve of the Company and is reduced by the amount of own shares held and is limited by statutory or other restrictions

4. Equity dividends

	21 February 2014 £m
Declared during the financial year	
Final dividend for the year ended 31 March 2013 6 92 pence per share (2012 6 47 pence per share)	3,365
Interim dividend for the year ending 31 March 2014 3.53 pence per share (2013 3.27 pence per share)	1,711
	5,076