

14 June 2017

Vodafone Group Plc
Issue of HKD550,000,000 3.020 per cent. Notes due 16 June 2032
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 16 December 2016 and the supplementary prospectuses dated 2 February 2017 and 24 May 2017 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in a relevant Member State of the European Economic Area (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 as so supplemented. 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 as so supplemented. The Prospectus and the supplementary prospectus have been published on the website of the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

1.	Issuer:	Vodafone Group Plc
2.	(i) Series Number:	68
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Hong Kong Dollar ("HKD")
4.	Aggregate Nominal Amount:	
	– Series:	HKD550,000,000
	– Tranche:	HKD550,000,000
5.	Issue Price:	100.00% per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	HKD1,000,000
	(ii) Calculation Amount:	HKD1,000,000
7.	(i) Issue Date and Interest Commencement Date:	16 June 2017
8.	Maturity Date:	16 June 2032
9.	Interest Basis:	3.020 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Redemption at par
11.	Change of Interest Basis or Redemption Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put Option (see paragraph 20 below)
13.	Date of Board approval for issuance of Notes:	24 th January 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
(i)	Rate(s) of Interest:	3.020 per cent. per annum payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	16 June in each year, commencing on 16 June 2018, up to and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention
(iii)	Interest Payment Date Adjustment:	Not Applicable
(iv)	Additional Business Centre(s):	Not Applicable
(v)	Fixed Coupon Amount(s):	HKD30,200 per Calculation Amount
(vi)	Broken Amount(s):	Not Applicable
(vii)	Fixed Day Count Fraction:	Actual/365 (Fixed)
(viii)	Determination Date:	16 June in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable
17.	Inflation Linked Interest Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call	Not Applicable
19.	Investor Put	Not Applicable
20.	Change of Control Put Option	Applicable
(i)	Optional Redemption Amount:	HKD1,010,000 per Calculation Amount
(ii)	Put Period:	As set out in the Terms and Conditions
(iii)	Put Date:	As set out in the Terms and Conditions
21.	Final Redemption Amount	HKD1,000,000 per Calculation Amount
22.	Early Redemption Amount	
	Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption:	HKD1,000,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes:

(a) Form: **Bearer Notes**

Bearer Notes :

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event

(b) New Global Note: No

24. Additional Financial Centre(s) or other special provisions relating to Payment Days: Hong Kong, TARGET and, for the avoidance of doubt, London and New York

25. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

PROVISIONS RELATING TO RMB NOTES

26. Renminbi Currency Event: Not Applicable

27. Calculation Agent: Not Applicable

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

1. **Listing and Admission to Trading:**

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|------|---|---|
| (i) | Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 16 June 2017. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,650. |

2. **Ratings:**

The Notes to be issued are expected to be rated as follows:

Standard & Poor's: BBB+ (Stable)

Moody's: Baa1 (Stable)

Fitch: BBB+ (Stable)

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

Save for any fees payable to the Dealer, far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **Fixed Rate Notes only - Yield:**

Indication of yield:	3.020 per cent.
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5. **TEFRA Rules**

Whether TEFRA D applicable or TEFRA D rules not applicable:	TEFRA D
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6. **Operational Information:**

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| (i) | ISIN: | XS1629149524 |
| (ii) | Common Code: | 162914952 |
| (iii) | CUSIP: | Not applicable |
| (iv) | CINS: | Not applicable |
| (v) | Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and DTC (together with the address of each such clearing system) and the | Not Applicable |

relevant identification
number(s):

- (vi) Intended to be held in a
manner which would allow
Eurosysteem eligibility:

No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosysteem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of Euroclear Bank SA/NV and/or Clearstream Banking SA (together, the "ICSDs") as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosysteem monetary policy and intra day credit operations by the Eurosysteem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosysteem eligibility criteria have been met.