

Your AGM proxy vote must be lodged no later than 10.00 am on Friday, 23 July 2021.

You can submit your AGM proxy appointment and voting instructions:

Online – See note 7.

By Post – Return this form in the reply-paid envelope provided.

Please remember to sign the back of this form in the signature box and return it using the enclosed reply-paid envelope to be received by Equiniti by 10.00 am on Friday, 23 July 2021.

CREST – Via CREST Message – See note 8.

You can submit questions ahead of the AGM to VodafoneAGMQuestions@equiniti.com. Questions must be received by 6:30pm on Friday, 23 July 2021.

Recommendation: The Directors recommend that you vote 'FOR' all the Resolutions (1 to 23) at the AGM as they intend to do for their own shareholdings in Vodafone.

Full details of the Resolutions to be proposed at the AGM, with explanatory notes, are set out in the AGM Notice at vodafone.com/agm

Before completing the front and back of this form, please read the explanatory notes on the next page. These notes should be read together with the notes to the AGM Notice.

This form is issued only to the addressee(s) and is specific to the class of share and the unique designated account printed above. This personalised form is not transferable between different (i) account holders, (ii) classes of share, or (iii) uniquely designated accounts. Vodafone and Equiniti accept no liability for any instruction that does not meet these conditions.

I/We appoint the Chairman of the meeting OR the following person:

Do not insert your own name(s)

to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at Vodafone's AGM, to be held on Tuesday, 27 July 2021 at 10.00 am and at any adjournment of the meeting.

I/We would like my/our proxy to vote on the Resolutions proposed at the Meeting as indicated below. Where no indication is given, the proxy may vote as they see fit or abstain in relation to any business of the meeting.

* For the appointment of more than one proxy, please read note 1

If you are making multiple proxy appointments, please tick here.

Voting ID	Task ID	Shareholder Reference Number
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Resolutions	For	Against	Withheld	Resolutions	For	Against	Withheld
1. To receive the Company's accounts, the strategic report and reports of the Directors and the auditor for the year ended 31 March 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To declare a final dividend of 4.50 eurocents per ordinary share for the year ended 31 March 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Olaf Swantee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To approve the Annual Report on Remuneration contained in the Remuneration Report of the Board for the year ended 31 March 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Jean-François van Boxmeer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To reappoint Ernst & Young LLP as the Company's auditor until the end of the next general meeting at which accounts are laid before the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Nick Read as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Audit and Risk Committee to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Margherita Della Valle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sir Crispin Davis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Directors to dis-apply pre-emption rights [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Michel Demaré as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to dis-apply pre-emption rights up to a further 5 per cent for the purposes of financing an acquisition or other capital investment [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Dame Clara Furse as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Company to purchase its own shares [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Valerie Gooding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To adopt new Articles of Association [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Maria Amparo Moraleda Martinez as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To authorise political donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Sanjiv Ahuja as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To authorise the Company to call general meetings (other than AGMs) on 14 clear days' notice [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect David Nish as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

† Special Resolution

← **SIGN HERE**

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Any one joint holder may sign for joint holdings. If this Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form.

The **Annual General Meeting** will be held on 27 July 2021 at 10.00 am at the Pavilion, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.

The **Vodafone Group Plc Annual Report 2021** is available by visiting Vodafone's website at vodafone.com/ar2021 and clicking on the link 'Annual Report'.

The **AGM Notice** for the 2021 Annual General Meeting is available on Vodafone's website at vodafone.com/agm and may be accessed by clicking on the link 'AGM Notice'. You are advised to read the AGM Notice (and accompanying explanatory notes) in its entirety.

Go Green! If you receive paper documents and would prefer to receive an email in future, you can register for electronic communications via Shareview, a secure internet-based platform provided by our Registrar, Equiniti. Just go to www.shareview.co.uk and follow the 'Register' link in the top right corner. You will need your Shareholder Reference Number, which is provided on the proxy form, select 'electronic' as your preferred method of delivery of communications. You will then receive an email each time a shareholder document is placed on our website, giving you full details of where and how to access it.

Explanatory notes for Proxy Form

1. If you are a registered shareholder of Vodafone Group Plc (Vodafone), you can attend, speak and vote at the AGM. Due to the unpredictability of the UK Government's guidance and the continuing potential health risks from public gatherings because of the COVID-19 pandemic, the 2021 AGM will be live webcast over the internet. This will enable shareholders to attend the meeting in the safest manner possible, without having to leave their homes. Whilst we expect attendance in person to be possible, the Board strongly encourages shareholders to appoint the Chairman of the meeting as their proxy. If you are sending your AGM proxy form by post and you wish to appoint someone other than the Chairman of the meeting as your proxy, you must write their name in the space provided. If you are appointing a proxy for less than your full number of shares, please write the number of shares for which your proxy is authorised to act in the box next to their name. If you leave that box blank, your proxy will be deemed to be authorised for your full voting entitlement (or if the proxy form has been issued for a designated account for a shareholder, the full voting entitlement for that designated account). If you complete the form but do not insert a name, the Chairman of the meeting will act as your proxy. Fill in your voting instructions, sign the form and send it to the Company's Registrars, Equiniti, in the envelope provided. Alternatively, you can submit your AGM proxy voting instructions online (or by CREST if you are a CREST user), as explained in notes 7 and 8.
If you wish to appoint more than one proxy, you can request an additional proxy form from Equiniti's helpline on +44 (0)371 384 2532. Please write the number of shares for which each proxy is authorised to act in the box next to their name. Please also tick the relevant box if you are appointing more than one proxy. All forms must be signed and returned together in the same envelope.
The number of votes you may cast at the AGM and whether you may attend will depend on whether you are on Vodafone's shareholder register at 6.30 pm on Friday, 23 July 2021 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting. In each case, changes to the shareholder register after that time will not be taken into account.
 2. Vodafone gives you a 'vote withheld' option to allow you to abstain on any particular Resolution. However, if you withhold your vote, it will not be counted in the proportion of the votes 'For' and 'Against' a Resolution, as a withheld vote is not a vote in law.
 3. If you hold your shares jointly with someone else, either you or they may sign the form.
If you hold your shares jointly, and more than one of the joint shareholders votes, only the vote of the person whose name appears first on the shareholder register will be valid.
 4. Where a shareholder is a corporation, this form must be executed under common seal or signed by an officer or other duly authorised person, stating their capacity.
 5. To be valid Equiniti must receive your AGM proxy vote by post, online or via CREST message by no later than 10.00 am on Friday, 23 July 2021.
 6. Completing and returning this form does not stop you from coming to the meeting and voting in person.
 7. If you would like to submit your AGM proxy vote online, you can do so on our website vodafone.com/agm by selecting the 'Vote Online' link and following the instructions. You will need the Voting ID, Task ID and Shareholder Reference Number printed on the front of the proxy form to log in.
 8. If you use the CREST system (including if you are a CREST personal member) you may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. The CREST message must be received by Equiniti (ID Number RA19) not later than 10.00 am on Friday, 23 July 2021. The time of receipt will be taken to be the time from which Equiniti can retrieve the message (as determined by the timestamp generated by the CREST system). If you are a CREST personal member or a CREST sponsored member, you should contact your CREST sponsor for help with appointing a proxy via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual (available via euroclear.com). Vodafone may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 9. The front of this form shows how your address appears on the shareholder register. If this information is incorrect please call the Registrars' helpline on the telephone numbers given above, or at www.shareview.co.uk to request a change of address form or to update your details online.
- * Lines are open from 8.30 am to 5.30 pm (UK time), Monday to Friday (excluding public holidays).

Electronic Shareholder Communications

Please join the growing number of shareholders who receive emails instead of hard copy shareholder communications such as Annual Reports and dividend confirmations.

Registering for electronic communications is done via Shareview, a secure internet-based platform provided by our Registrar, Equiniti. Just go to www.shareview.co.uk and follow the 'Register' link in the top right corner. You will need your Shareholder Reference Number, which is provided on the proxy form, select 'electronic' as your preferred method of delivery of communications. You will then receive an email each time a shareholder document is placed on our website, giving you full details of where and how to access it.