

Business Reply Plus
Licence Number
RTAL-ERXB-CTZS



Equiniti
Aspect House
Spencer Road
LANCING
BN99 8GH

2



Vodafone Group Plc

AGM Proxy Form

00/000000
MR / MRS / MS A NOTHER
HOUSE NAME OR NUMBER
STREET ROAD OR OTHER
ANY TOWN / CITY
ANY COUNTY
POSTCODE

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

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 and to 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.

The **Annual General Meeting** ('AGM') will be held on Tuesday, 26 July 2022 at 10.00 am at the Pavilion, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.

Recommendation: The Directors recommend that you vote 'FOR' all the Resolutions (1 to 24) 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/aggm.

Before completing 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 overleaf. 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, 26 July 2022 at 10.00 am and at any adjournment of the meeting.

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 2022	☐	☐	☐
2. To re-elect Jean-François van Boxmeer as a Director	☐	☐	☐
3. To re-elect Nick Read as a Director	☐	☐	☐
4. To re-elect Margherita Della Valle as a Director	☐	☐	☐
5. To elect Stephen A. Carter C.B.E. as a Director	☐	☐	☐
6. To re-elect Sir Crispin Davis as a Director	☐	☐	☐
7. To re-elect Michel Demaré as a Director	☐	☐	☐
8. To elect Delphine Ernotte Cunci as a Director	☐	☐	☐
9. To re-elect Dame Clara Furse as a Director	☐	☐	☐
10. To re-elect Valerie Gooding as a Director	☐	☐	☐
11. To elect Deborah Kerr as a Director	☐	☐	☐
12. To re-elect Maria Amparo Moraleda Martinez as a Director	☐	☐	☐
13. To re-elect David Nish as a Director	☐	☐	☐
14. To elect Simon Segars as a Director	☐	☐	☐

← **SIGN HERE**

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.

Your AGM proxy vote must be lodged no later than 10.00 am on Friday, 22 July 2022.

You can submit your AGM proxy appointment and voting instructions:

Online – See note 7 or scan QR code.



By Post – Please return this form using the freepost details on the reverse to be received by Equiniti by 10.00 am on Friday, 22 July 2022.

CREST – Via CREST Message – See note 8.

You can submit questions ahead of the AGM to VodafoneAGMQuestions@equiniti.com. Questions must be received by 6:30 pm on Friday, 22 July 2022.

Voting ID

Task ID

Shareholder Reference Number

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.

Resolutions	For	Against	Withheld
15. To declare a final dividend of 4.50 eurocents per ordinary share for the year ended 31 March 2022	☐	☐	☐
16. To approve the Annual Report on Remuneration contained in the Remuneration Report of the Board for the year ended 31 March 2022	☐	☐	☐
17. 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	☐	☐	☐
18. To authorise the Audit and Risk Committee to determine the remuneration of the auditor	☐	☐	☐
19. To authorise the Directors to allot shares	☐	☐	☐
20. To authorise the Directors to dis-apply pre-emption rights †	☐	☐	☐
21. To authorise the Directors to dis-apply pre-emption rights up to a further 5 percent for the purposes of financing an acquisition or other capital investment †	☐	☐	☐
22. To authorise the Company to purchase its own shares †	☐	☐	☐
23. To authorise political donations and expenditure	☐	☐	☐
24. To authorise the Company to call general meetings (other than AGMs) on 14 clear days' notice †	☐	☐	☐

† Special Resolution

← **DATE**

5324-0017

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. If you cannot come in person, you can appoint one or more proxies to attend, speak and vote for you by completing this proxy form.

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, using the freepost details on the reverse of this form. 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.

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, 22 July 2022 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.

In addition to the physical meeting, the 2022 AGM will be live webcast over the internet to enable shareholders to attend the meeting in a manner that suits their preference.

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, 22 July 2022.

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, 22 July 2022. 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 number 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 in England and Wales).

The **Annual General Meeting** will be held on Tuesday, 26 July 2022 at 10.00 am at the Pavilion, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.

The **Vodafone Group Plc Annual Report 2022** is available by visiting Vodafone's website at vodafone.com/ar2022.

The **AGM Notice** for the 2022 Annual General Meeting is available on Vodafone's website at vodafone.com/agm and may be accessed by clicking on the link 'AGM Notice 2022'. You are advised to read the AGM Notice (and accompanying explanatory notes) in its entirety.

