

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended) ("**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law in the United Kingdom (the "**UK**") by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. A distributor (as defined above) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point 8 of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended) (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law in the UK by virtue of the EUWA (the "**UK Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law in the UK by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Amounts payable under the Notes will be calculated by reference to (as applicable) (i) the mid-swap rate for euro swaps with a term of 5 years which appears on Bloomberg Screen "ICAE1" (or such other page, section or other part as may replace it on the relevant information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates comparable to the Reset Rate) which is provided by ICE Benchmark Administration Limited or (ii) EURIBOR, which is provided by the European Money Markets Institute. As at the date of these Final Terms, each of ICE Benchmark Administration Limited and the European Money Markets Institute appears on the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of domestic law in the UK by virtue of the EUWA.

10 September 2025

**Vodafone Group Plc**  
**Legal Entity Identifier (LEI): 213800TB53ELEUKM7Q61**  
**Issue of €700,000,000 Fixed Rate Reset Ordinary Subordinated Notes due 12 September 2055**  
**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 of the Subordinated Notes set forth in the Prospectus dated 16 June 2025 which constitutes a base prospectus for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus. 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. The Prospectus has been published on the website of the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

1.	Issuer:	Vodafone Group Plc
2.	Status:	Subordinated Notes – Ordinary Subordinated Notes
3.	(i) Series Number:	84
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
4.	Specified Currency or Currencies:	Euro (“€”)
5.	Aggregate Nominal Amount:	
	- Series:	€700,000,000
	- Tranche:	€700,000,000
6.	Issue Price:	99.316 per cent. of the Aggregate Nominal Amount
7.	(i) Specified Denomination(s):	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.
	(ii) Calculation Amount:	€1,000
8.	Issue Date and Interest Commencement Date:	12 September 2025
9.	Maturity Date:	12 September 2055
10.	Interest Basis:	Reset Rate (see paragraph 15 below)
11.	Redemption Basis:	Redemption at par
12.	Change of Interest Basis or Redemption Basis:	Not Applicable
13.	Call Options:	Issuer Call Clean-Up Call (see paragraphs 17 and 18 below)
14.	Date of Board approval for issuance of Notes:	13 May 2025

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	<b>Reset Rate Note Provisions</b>	Applicable
(i)	Initial Rate of Interest:	4.125 per cent. per annum payable in arrear on each Interest Payment Date up to and including the First Reset Date
(ii)	Interest Payment Date(s):	12 April in each year from and including 12 April 2026 (short first coupon), up to and including the Maturity Date
(iii)	First Margin:	+1.835 per cent. per annum
(iv)	Subsequent Margin:	In respect of each Reset Period: <ul style="list-style-type: none"> <li>(i) which falls in the period commencing on and including 12 April 2037 and ending on but excluding 12 April 2052, +2.085 per cent. per annum; and</li> <li>(ii) which falls in the period commencing on and including 12 April 2052, +2.835 per cent. per annum.</li> </ul>
(v)	Change of Control Step-Up Margin:	+5.000 per cent. per annum
(vi)	Fixed Coupon Amount(s):	€41.25 per Calculation Amount, subject as provided in Condition 4(c)
(vii)	Broken Amount(s):	€23.96 per Calculation Amount, payable on the Interest Payment Date falling on 12 April 2026, subject as provided in Condition 4(c)
(viii)	First Reset Date:	12 April 2032
(ix)	Subsequent Reset Dates:	12 April 2037 (the “ <b>First Subsequent Reset Date</b> ”) and each date falling on the fifth anniversary of the First Subsequent Reset Date or, as the case may be, the immediately preceding Subsequent Reset Date
(x)	Reset Determination Dates:	In respect of a Reset Period, the day falling two Business Days prior to the first day of such Reset Period
(xi)	Reset Rate:	Mid-Swap Rate
(xii)	First Reset Period Fallback:	2.290 per cent. per annum
(xiii)	Benchmark Frequency:	Annual
(xiv)	CMT Designated Maturity:	Not Applicable
(xv)	CMT Rate Screen Page:	Not Applicable
(xvi)	Swap Rate Period:	5 years
(xvii)	Screen Page:	Bloomberg screen “ICAE1” or such other page, section or other part as may replace it on the relevant information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates comparable to the Reset Rate
(xviii)	Fixed Leg:	Annual calculated on a 30/360 day count basis
(xix)	Floating Leg:	6-month EURIBOR rate calculated on an Actual/360 day count basis

(xx)	Relevant (Reset) Time:	Not Applicable
(xxi)	Relevant Screen Page:	Not Applicable
(xxii)	Day Count Fraction:	Actual/Actual - ICMA
(xxiii)	Determination Date:	12 April in each year
(xxiv)	Calculation Agent:	HSBC Bank plc

16. **Benchmark Discontinuation:** Applicable

#### PROVISIONS RELATING TO REDEMPTION

17. **Issuer Call** Applicable

- |       |                              |  |
|-------|------------------------------|--|
| (i)   | Optional Redemption Date(s): | Any date falling in the Issuer Call Period   |
| (ii)  | Optional Redemption Amount:  | Par Call - €1,000 per Calculation Amount in the case of: <ul style="list-style-type: none"> <li>(i) the Optional Redemption Dates falling in the period from and including 12 January 2032 to but excluding the First Reset Date; and</li> <li>(ii) any Interest Payment Date thereafter,</li> </ul> (each a “ <b>Par Call Optional Redemption Date</b> ”) <p>Make Whole Redemption Price in the case of any Optional Redemption Date other than a Par Call Optional Redemption Date</p> |
| (iii) | Make Whole Redemption Price: | Make Whole Redemption Amount   |
| -     | Redemption Margin:           | 0.300 per cent.  |
| -     | Reference Bond:              | DBR0.000% due 15 February 2032 (ISIN: DE0001102580)  |
| -     | Quotation Time:              | 11.00 a.m. Central European Time (CET)   |
| (iv)  | If redeemable in part:       | Not Applicable   |
| (v)   | Issuer Call Period:          | From and including the Issue Date to but excluding the Maturity Date   |
| (a)   | Minimum Redemption Amount:   | Not Applicable   |
| (b)   | Higher Redemption Amount:    | Not Applicable   |

18. **Clean-Up Call** Applicable

- |      |                                     |                               |
|------|-------------------------------------|-------------------------------|
| (i)  | Optional Redemption Amount:         | €1,000 per Calculation Amount |
| (ii) | Clean-Up Call Threshold Percentage: | 75 per cent.                  |

19. **Final Redemption Amount** €1,000 per Calculation Amount

20.	<b>Early Redemption Amount (Tax)</b>	In the case of a Withholding Tax Event, €1,000 per Calculation Amount, and, in the case of a Tax Event, €1,010 per Calculation Amount if the relevant redemption date falls before 12 January 2032 and €1,000 per Calculation Amount if the relevant redemption date falls on or after 12 January 2032
21.	<b>Early Redemption Amount (Rating)</b>	€1,010 per Calculation Amount if the relevant redemption date falls before 12 January 2032 and €1,000 per Calculation Amount if the relevant redemption date falls on or after 12 January 2032
22.	<b>Early Redemption Amount (Accounting)</b>	€1,010 per Calculation Amount if the relevant redemption date falls before 12 January 2032 and €1,000 per Calculation Amount if the relevant redemption date falls on or after 12 January 2032
23.	<b>Early Redemption Amount (CoC)</b>	€1,010 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

##### **24. 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: Yes

25.	Extended Mandatory Settlement Date Provisions:	Applicable
26.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made

#### **Third Party Information**

The description of the meaning of the ratings expected to be provided by S&P, Moody's and Fitch (in each case as defined in Part B below) has, in each case, been extracted from the website of S&P, Moody's and Fitch, as applicable. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, Moody's and Fitch, as applicable, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

DocuSigned by:  
By: JAMIE stead  
Duly authorised 1AFEAB4A7ACE4E8...

## PART B – OTHER INFORMATION

### 1. Listing and Admission to Trading:

- |      |   |   |
|------|---|---|
| (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 main market with effect from 12 September 2025. |
| (ii) | Estimate of total expenses related to admission to trading: | £6,050  |

### 2. Ratings:

The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited ("**S&P**"): BB+

An obligation rated 'BB' is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitments on the obligation. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or a minus (-) sign to show relative standing within the rating categories.

(Source: <https://www.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>)

Moody's Investors Service Limited ("**Moody's**"): Baa3

Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 3 indicates a ranking in the lower end of that generic rating category.

(Source: <https://ratings.moody's.com/api/rmc-documents/53954>)

Fitch Ratings Limited ("**Fitch**"): BB+

'BB' ratings indicate an elevated level of vulnerability to default risk, particularly in the event of adverse changes in business or economic conditions over time; however, business or financial flexibility exists that supports the servicing of financial commitments. An additional +/- for AA through CCC levels indicates relative differences of probability of default or recovery for issues.

(Source: <https://www.fitchratings.com/products/rating-definitions#about-rating-definitions>)

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

Save for any fees payable to Barclays Bank PLC, Crédit Agricole Corporate and Investment Bank, Deutsche Bank AG, London Branch, Merrill Lynch International and Morgan Stanley & Co. International plc (the "**Joint Lead Managers**"), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their 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. Reasons for the offer/use of proceeds and estimated net proceeds

- |     |  |   |
|-----|--|---|
| (i) | Reasons for the offer/use of proceeds: | General corporate purposes, including the refinancing of existing indebtedness, which may include the repurchase via tender offer of Vodafone Group Plc's €1,000,000,000 Capital Securities due 2080 (ISIN: XS2225157424) and U.S.\$500,000,000 Capital Securities due 2081 (ISIN: US92857WBV19), |
|-----|--|---|

pursuant to the concurrent tender offers launched on 9 September 2025

- (ii) Estimated net proceeds: €692,062,000
5. **Yield:**
- Indication of yield: For the period from and including the Issue Date to but excluding the First Reset Date, 4.250 per cent. per annum
6. **Replacement Intention**
- Date specified in relation to repurchase and redemption in item (vi): 12 April 2052
7. **Outstanding Subordinated Notes** **Deeply**
- €500,000,000 Capital Securities due 2078 (ISIN: XS1888179550)
- £500,000,000 Capital Securities due 2078 (ISIN: XS1888180996)
- U.S.\$2,000,000,000 Capital Securities due 2079 (ISIN: US92857WBQ24);
- €1,000,000,000 Capital Securities due 2080 (ISIN: XS2225157424);
- €1,000,000,000 Capital Securities due 2080 (ISIN: XS2225204010);
- U.S.\$500,000,000 Capital Securities due 2081 (ISIN: US92857WBV19);
- U.S.\$1,000,000,000 Capital Securities due 2081 (ISIN: US92857WBW91);
- U.S.\$950,000,000 Capital Securities due 2081 (ISIN: US92857WBX74);
- €750,000,000 Capital Securities due 2084 (ISIN: 2630490717); and
- £500,000,000 Fixed Rate Reset Subordinated Notes due 30 August 2086 (ISIN: XS2630493570).
8. **Outstanding Subordinated Notes** **Ordinary**
- €700,000,000 Fixed Rate Reset Ordinary Subordinated Notes due 2055 (ISIN: XS3181537526)
9. **TEFRA Rules**
- Whether TEFRA D applicable or TEFRA rules not applicable: TEFRA D
10. **Operational Information:**
- (i) ISIN: XS3181537286
- (ii) Common Code: 318153728
- (iii) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FSN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN



(v)	CUSIP:	Not Applicable
(vi)	CINS:	Not Applicable
(vii)	Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and DTC (together with the address of each such clearing system) and the relevant identification number(s):	Not Applicable
(viii)	Custodian for Retained Notes:	Not Applicable
(ix)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem 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 S.A. as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.
(x)	Prohibition of Sales to EEA Retail Investors:	Applicable
(xi)	Prohibition of Sales to UK Retail Investors:	Applicable
(xii)	Singapore Sales to Institutional Investors and Accredited Investors only:	Applicable