



Vodafone Group Plc

(incorporated with limited liability in England and Wales)

€30,000,000,000

Euro Medium Term Note Programme

This Supplement (the **"Supplement"**) to the Prospectus dated 8th July, 2011 (the **"Prospectus"**), as amended and supplemented, which constitutes a base prospectus for the purposes of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **"FSMA"**) and is prepared in connection with the Euro Medium Term Note Programme (the **"Programme"**) established by Vodafone Group Plc (the **"Issuer"** or **"Vodafone"**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

The purpose of this Supplement is to update the "Significant or Material Change" and "Legal Proceedings" paragraphs contained in the section headed "General Information" in the Prospectus and to incorporate the Half Year Financial Results as at and for the six months ended 30th September, 2011 (the **"Half Year Results"**) and the Interim Management Statement for the three months ended 31st December, 2011 (the **"Interim Management Statement"**) in the Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Prospectus, this Supplement and the documents incorporated by reference in the Prospectus can be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html>.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and all documents which are incorporated herein or therein by reference. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to this Supplement.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

Any information contained in the Half Year Results or the Interim Management Statement which is not expressly incorporated by reference in this Supplementary Prospectus does not form part of this Supplementary Prospectus and is either not relevant to investors or is covered elsewhere in the Supplementary Prospectus or the Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.

Half Year Financial Results as at and for the six months ended 30th September, 2011.

On 8th November, 2011, the Issuer published a press release (the “**Half Year Results Press Release**”) which contained the unaudited consolidated financial information of the Issuer as at and for the six months ended 30th September, 2011. A copy of the Half Year Results Press Release has been filed with the Financial Services Authority and by virtue of this Supplement, the Half Year Results Press Release is incorporated in, and forms part of, the Prospectus save for:

- (i) the information contained in the section “Outlook and Guidance” on page 6 of the Half Year Results Press Release;
- (ii) the information contained in the section headed “Guidance” on page 8 of the Half Year Results Press Release; and
- (iii) the information contained in the first paragraph of the section headed “Liquidity and Capital Resources – Dividends” on page 21 of the Half Year Results Press Release.

Interim Management Statement as at and for the three months ended 31 December 2011

On 9th February, 2012, the Issuer published a press release (the “**Third Quarter Results Press Release**”) which contained the interim management statement of the Issuer as at and for the three months ended 31st December, 2011. A copy of the Third Quarter Results Press Release has been filed with the Financial Services Authority and by virtue of this Supplement, the Third Quarter Results Press Release is incorporated in, and forms part of, the Prospectus save for:

- (i) the information contained in the seventh paragraph of the section headed “Strong performance in growth markets; southern Europe becoming more challenging” on page 1 of the Third Quarter Results Press Release; and
- (ii) the information contained in the section headed “Guidance for the 2012 financial year” on page 3 of the Third Quarter Results Press Release.

Any statement contained in the Half Year Results Press Release shall be deemed to be modified or superseded for the purposes of the Prospectus to the extent that a statement contained in the Third Quarter Results Press Release modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

Significant or Material Adverse Change

As a result of the publication of the Half Year Results and further to the information contained in the section headed “General Information - Significant or Material Change” on page 98 of the Prospectus, there has been no significant change in the financial or trading position of the Issuer and its subsidiaries since 30th September, 2011.

Legal Proceedings

Further to the disclosure in the section headed “General Information – Legal Proceedings” on pages 98 and 99 of the Prospectus, Vodafone International Holdings B.V. (“VIHBV”) has received a judgement of the Indian Supreme Court concluding that VIHBV had no liability to account for withholding tax on its acquisition of interests in Hutchinson Essar Limited (now Vodafone India Limited) in 2007.