

24 March 2016

Vodafone Group Plc
Issue of USD 60,000,000 Floating Rate Notes due March 2021
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 12 January 2016 and the supplementary prospectus dated 18 February 2016 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-home.html.

1.	Issuer:	Vodafone Group Plc
2.	(i) Series Number:	56
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	United States Dollar (" USD ")
4.	Aggregate Nominal Amount:	
	– Series:	USD 60,000,000
	– Tranche:	USD 60,000,000
5.	Issue Price:	99.370 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	USD 1,000,000
	(ii) Calculation Amount:	The Specified Denomination
7.	Issue Date and Interest Commencement Date:	30 March 2016
8.	Maturity Date:	Interest Payment Date falling in or nearest to March 2021
9.	Interest Basis:	3-month USD LIBOR + 1.32 per cent. Floating Rate (see paragraph 15 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:	3 February 2015, 3 November 2015 and 22 February 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
	(i) Specified Period(s)/Specified Interest Payment Dates:	30 March, 30 June, 30 September and 30 December in each year from (and including) 30 June 2016 to (and including) 30 March 2021, subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(ii) below For the avoidance of doubt, Interest Period shall be adjusted
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Additional Business Centre(s):	Tokyo in addition to London and New York
	(iv) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(v) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Issuing and Principal Paying Agent):	Not Applicable
	(vi) Screen Rate Determination:	Applicable
	- Reference Rate:	3-month USD LIBOR
	- Relevant Screen Page:	Reuters Screen LIBOR01 Page
	(vii) ISDA Determination:	Not Applicable
	(viii) Linear Interpolation:	Not Applicable
	(ix) Margin(s):	± 1.32 per cent. per annum
	(x) Minimum Rate of Interest:	Not Applicable
	(xi) Maximum Rate of Interest:	Not Applicable
	(xii) Day Count Fraction:	Actual/360, adjusted
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: USD 1,010,000 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** USD 1,000,000 per Calculation Amount
- 22. **Early Redemption Amount** USD 1,000,000 per Calculation Amount

Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption:

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: Yes
- 24. Additional Financial Centre(s) or other special provisions relating to Payment Days: Tokyo, 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 30 March 2016. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 1,750 |
- The Notes to be issued have not been rated

2. Ratings:

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

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. TEFRA Rules

Whether TEFRA D applicable or TEFRA D
TEFRA rules not applicable:

5. Operational Information:

- | | | |
|-------|--|----------------|
| (i) | ISIN: | XS1386298563 |
| (ii) | Common Code: | 138629856 |
| (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 relevant identification number(s): | Not Applicable |
| (vi) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes |