



(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 4 August 2014, as supplemented by the supplementary prospectuses dated 2 September 2014 and 11 November 2014 (together, the **"Prospectus"**), which constitutes a base prospectus in respect of all Notes other than Exempt Notes for the purposes of Article 5.4 of Directive 2003/71/EC (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the **"Prospectus Directive"**), constitutes a supplementary prospectus in respect of all Notes other than Exempt Notes for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **"FSMA"**) and is prepared in connection with the €30,000,000,000 Euro Medium Term Note Programme (the **"Programme"**) established by Vodafone Group Plc (the **"Issuer"**). 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" paragraph contained in the section headed "General Information" in the Prospectus and to incorporate the Interim Management Statement for the three months ended 31 December 2014 (the **"Interim Management Statement"**) in the Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief 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 plc at www.londonstockexchange.com/exchange/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 Interim Management Statement which is not expressly incorporated by reference in this Supplement does not form part of this Supplement and is either not relevant to investors or is covered elsewhere in the Supplement or the Prospectus.

Interim Management Statement as at and for the three months ended 31 December 2014

On 5 February 2015, the Issuer published a press release (the “**Third Quarter Press Release**”) which contained the Interim Management Statement of the Issuer as at and for the three months ended 31 December 2014. A copy of the Third Quarter Press Release has been filed with the Financial Conduct Authority and by virtue of this Supplement, the Third Quarter Press Release is incorporated in, and forms part of, the Prospectus save for the seventh bullet point in the section “Highlights” on page 1 and the information contained in the section “Summary and Outlook” on page 6 of the Third Quarter Press Release.

Significant or Material Adverse Change

As a result of the publication of the Interim Management Statement and further to the information contained in the section headed “General Information – Significant or Material Change” on page 95 of the Prospectus, there has been no significant change in the financial or trading position of the Issuer and its subsidiaries since 31 December 2014.