

## SUPPLEMENTARY PROSPECTUS DATED 21 MAY, 2010



**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 10th July, 2009 (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 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, the Supplementary Prospectus dated 30th July, 2009 (the "**30 July 2009 Supplement**"), the Supplementary Prospectus dated 19th November, 2009 (the "**19 November 2009 Supplement**") 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 30 July 2009 Supplement or the 19 November 2009 Supplement, the statements in (a) above will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, 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, the 30 July 2009 Supplement and the 19 November 2009 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.

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

### **Preliminary results for the year ended 31 March, 2010**

On 18th May, 2010, the Issuer published a press release (the “**Press Release**”) which contained the preliminary results of the Issuer for the year ended 31st March, 2010. A copy of the Press Release has been filed with the Financial Services Authority and by virtue of this Supplement, the Press Release is incorporated in, and forms part of, the Prospectus save for:

- (i) the information under the section titled “Final dividend +9%; 3 year dividend per share growth target of 7% per annum” on page 2 of the Press Release;
- (ii) the information under the section titled “Guidance for the 2011 financial year” on page 2 of the Press Release;
- (iii) the third and fourth paragraphs of the section titled “4. Strengthen capital discipline to drive shareholder returns” on page 5 of the Press Release;
- (iv) the information under the section titled “Prospects for the year ahead” on pages 5 to 6 of the Press Release; and
- (v) the information under the section titled “Guidance and Dividend Growth Target” on page 8 of the Press Release.