

AMENDED AND RESTATED Final Terms dated 14<sup>th</sup> November 2008

Vodafone Group Plc  
Issue of EUR 140,000,000 5.035 per cent. Notes due 30 October 2009  
under the €30,000,000,000  
Euro Medium Term Note Programme

14th November 2008

These Final Terms substitute the Final Terms dated 30th October 2008

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 14 July 2008 which constitute a base prospectus for the purposes of Directive 2003/71/EC (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. 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 is available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange and can be viewed at <http://www.londonstockexchange.com/en-gb/pricesnews/marketnews/> and copies may be obtained from Vodafone House, The Connection, Newbury, Berks, RG14 2FN.

1.	Issuer:	Vodafone Group Plc
2.	(i) Series Number:	31
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro ("EUR")
4.	Aggregate Nominal Amount:	
	– Series:	EUR 140,000,000
	– Tranche:	EUR 140,000,000
5.	Issue Price:	99.932 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 50,000
	(ii) Calculation Amount:	EUR 50,000
7.	Issue Date and Interest Commencement Date:	30 October 2008
8.	Maturity Date:	30 October 2009 subject to adjustment in accordance with the Following Business Day Convention
9.	Interest Basis:	5.035 per cent. Fixed Rate

10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Method of distribution:	Non-syndicated
14.	Date of Board approval for issuance of Notes:	29 January 2008

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	5.035 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date:	30 October 2009
	(iii) Fixed coupon Amount:	EUR 2,552.47 per Calculation amount
	(iv) Broken Amounts:	Not Applicable
	(v) Fixed Day Count Fraction:	Act/360
	(vi) Determination Date:	30 October 2009
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index Linked Interest Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call	Not Applicable
21.	Investor Put	Not Applicable
22.	Final Redemption Amount	Par
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition	As set out in Condition 6(e)

6(e):

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |  |  |
|-----|--|--|
| 24. | Form of Notes:   |  |
|     | (a) Form:  | Bearer Notes   |
|     |  | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on 60 days' notice only upon an Exchange Event |
|     | (b) New Global Note:   | Applicable   |
| 25. | Whether TEFRA D applicable or TEFRA rules not applicable:  | TEFRA D  |
| 26. | Additional Financial Centre(s) or other special provisions relating to Payment Days:   | Not Applicable   |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):  | No.  |
| 28. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable   |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:   | Not Applicable   |
| 30. | Redenomination applicable:   | No   |
| 31. | Other final terms:   | Not Applicable   |

#### DISTRIBUTION

- |     |   |   |
|-----|---|---|
| 32. | (i) If syndicated, names of Managers:       | Not Applicable  |
|     | (ii) Stabilising Manager(s) (if any):       | Not Applicable  |
| 33. | If non-syndicated, name of relevant Dealer: | Banco Bilbao Vizcaya Argentaria, S.A.,<br>Vía de los Poblados sn<br>28030 Madrid, Spain |

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|-----|--|----------------|
| 34. | Additional or amendment to selling restrictions:   | Not Applicable |
| 35. | If issuing Australian Domestic Notes, name and address of Issuing and Principal Paying Agent and Registrar and details of Australian Agency Agreement: | Not Applicable |

In no circumstances will payments of additional amounts be made for or on account of taxes imposed by the United States of America or any political subdivision or taxing authority thereof or therein.

#### Listing and Admission to Trading Application

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €30,000,000,000 Euro Medium Term Note Programme of Vodafone Group Plc.

#### Responsibility

The Issuer accepts responsibility for the information contained in these Final Terms which, when read together with the Prospectus referred to above, contain all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:

By:   
Duly authorised

## Part 1

### Other Information

1. Listing:
  - (i) Admission to trading: Application has been made for the Notes to be admitted to trading on the Gilt-Edged and Fixed Interest Market of the London Stock Exchange plc with effect from 30 October 2008.
  - (ii) Estimate of total expenses related to admission to trading: GBP 300
2. Ratings: The Notes have been assigned the following ratings:

S & P:	A-
Moody's:	Baa1
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. Reasons for the Offer, Estimated Net Proceeds and Total Expenses
  - (i) Reasons for the offer: See "Use of Proceeds" wording in Prospectus
  - (ii) Estimated net proceeds: EUR 139,904,800 excluding listing fees
  - (iii) Estimated total expenses: GBP 300 (in respect of listing fees)
5. Operational Information:
  - (i) ISIN Code: XS0396562646
  - (ii) Common Code: 039656264
  - (iii) CUSIP: Not Applicable
  - (iv) CINS: Not Applicable
  - (v) Any clearing system(s) other than Euroclear, Clearstream, Luxembourg, DTC and Austraclear (together with the address of each such clearing system) and the: Not Applicable

- relevant identification number(s):
- (vi) Delivery: Delivery against payment
  - (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
  - (viii) Application for Registered Notes to be designated PORTAL Securities: Not Applicable
  - (ix) Intended to be held in a manner which would allow Eurosystem eligibility: Yes  
 Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met
  - (x) If Australian Domestic Notes, name and address of Agent for service of process in New South Wales: Not Applicable