

## FINAL TERMS

19 November 2015

**Vodafone Group Plc**  
**Issue of USD 186,000,000 5.35 per cent. Notes due 3 December 2045**  
**under the EUR 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 4 August 2015 and the supplementary prospectus dated 11 November 2015 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](http://www.londonstockexchange.com/exchange/news/market-news-home.html).

1.	Issuer:	Vodafone Group Plc
2.	(i) Series Number:	50
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	United States Dollars (USD)
4.	Aggregate Nominal Amount:	
	– Series:	USD 186,000,000
	– Tranche:	USD 186,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	USD 250,000
	(ii) Calculation Amount:	USD 250,000
7.	Issue Date and Interest Commencement Date:	3 December 2015
8.	Maturity Date:	3 December 2045
9.	Interest Basis:	5.35 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Redemption at par

11.	Change of Interest Basis or Redemption Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date of Board approval for issuance of Notes:	3 February 2015 and 3 November 2015

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

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	5.35 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	3 December in each year, commencing on 3 December 2016, up to and including the Maturity Date
	(iii) Interest Payment Date Adjustment:	Not Applicable
	(iv) Additional Business Centre(s):	Not Applicable
	(v) Fixed Coupon Amount(s):	USD 13,375 per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) Fixed Day Count Fraction:	30/360
	(viii) Determination Date:	Not Applicable
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable
17.	<b>Inflation Linked Interest Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18.	<b>Issuer Call</b>	Not Applicable
19.	<b>Investor Put</b>	Not Applicable
20.	<b>Final Redemption Amount</b>	USD 250,000 per Calculation Amount
21.	<b>Early Redemption Amount</b>	
	Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption:	USD 250,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

**22. Form of Notes:**

(a) Form: **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: No

**23. Additional Financial Centre(s) or other special provisions relating to Payment Days:**

London, New York and Taipei

**24. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):**

Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made

**PROVISIONS RELATING TO RMB NOTES**

25. Renminbi Currency Event: Not Applicable

26. Calculation Agent: Not Applicable

Signed on behalf of the Issuer:

By: Neil Garrod  
Duly authorised NEIL GARROD

## PART B - OTHER INFORMATION

### 1. Listing and Admission to Trading:

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be (i) listed on the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange with effect from 3 December 2015, and (ii) listed on the Taipei Exchange in the Republic of China (the **TPEX**) (formerly known as the GreTai Securities Market) for the listing and trading of the Notes on the TPEX. The TPEX is not responsible for the content of this document and the Prospectus and any supplement or amendment thereto and no representation is made by the TPEX to the accuracy or completeness of this document and the Prospectus and any supplement or amendment thereto. The TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document and the Prospectus and any supplement or amendment thereto. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. Effective date of listing of the Notes on the TPEX is on or about 3 December 2015.
- (ii) Estimate of total expenses related to admission to trading: GBP 3,650 + VAT in relation to admission to trading of the Notes on the regulated market of the London Stock Exchange and NTD 15,000 in relation to the listing and trading of the Notes on the TPEX.

### 2. Ratings: The Notes to be issued have not been rated

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

Save for any fees payable to the Manager, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. Yield:

Indication of yield: 5.35 per cent. per annum

### 5. TEFRA Rules

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

### 6. Operational Information:

- (i) ISIN: XS1325769716
- (ii) Common Code: 132576971
- (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: No