



vodafone

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 12 January 2016 (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 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 (a) incorporate the Trading Update of the Issuer for the three months ended 31 December 2015 (the “**Trading Update**”) in the Prospectus, (b) update the Prospectus to describe recent developments in relation to the announcement of a joint venture involving the Issuer and Liberty Global plc (“**Liberty Global**”) and (c) update the “Significant or Material Change” paragraph contained in the section headed “General Information” 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 Trading Update 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.

A. Trading Update as at and for the three months ended 31 December 2015

On 4 February 2016, the Issuer published a press release (the “**Third Quarter Press Release**”) which contained the Trading Update of the Issuer as at and for the three months ended 31 December 2015. 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 eighth 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.

B. Recent Developments

On 15 February 2016, the Group announced that Vodafone International Holdings B.V. and Liberty Global have reached an agreement to merge their operating businesses in the Netherlands to form a 50:50 joint venture. The transaction is subject to prior regulatory approval and it is anticipated that completion will take place around the end of 2016.

C. Significant or Material Adverse Change

As a result of the publication of the Trading Update 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 2015.