

FINAL TERMS

3 June 2009

Vodafone Group Plc

Issue of £600,000,000 5.375 per cent. Notes due 5 December 2017

**under the €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 14 July 2008, as supplemented by Supplementary Prospectuses dated 11 November 2008, 8 December 2008 and 26 May 2009, which together 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, 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 Prospectuses are available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/en-gb/pricesnews/marketnews/>.

1. Issuer: Vodafone Group Plc
2. (i) Series Number: 42
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Sterling (£)
4. Aggregate Nominal Amount:
— Series: £600,000,000
— Tranche: £600,000,000
5. Issue Price: 99.383 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: £50,000 and integral multiples of £1,000 in excess thereof up to and including £99,000. No Notes in definitive form will be issued with a denomination above £99,000.
(ii) Calculation Amount: £1,000
7. Issue Date and Interest Commencement Date: 5 June 2009
8. Maturity Date: 5 December 2017
9. Interest Basis: 5.375 per cent. Fixed Rate

(further particulars specified below)

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:	Syndicated
14. Date of Board approval for issuance of Notes:	The issue of the Notes was authorised pursuant to resolutions of the Board of Directors dated 4 November 2008

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	5.375 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	5 December in each year, from and including 5 December 2009, up to and including the Maturity Date. There will be a short first coupon in respect of the period from and including the Interest Commencement Date to but excluding 5 December 2009.
(iii) Fixed Coupon Amount(s):	£53.75 per Calculation Amount
(iv) Broken Amount(s):	£26.95 per Calculation Amount, payable on the Interest Payment Date falling on 5 December 2009
(v) Fixed Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Date:	5 December in each year
(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	£1,000 per Calculation Amount

23. Early Redemption Amount of each Note 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 6(e): As per Condition 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 only upon an Exchange Event
- (b) New Global Note: Yes
25. Whether TEFRA D applicable or TEFRA rules not applicable: TEFRA D
26. Additional Financial Centre(s) or other special provisions relating to Payment Dates: 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: BNP Paribas
Lloyds TSB Bank plc
Merrill Lynch International
The Royal Bank of Scotland plc

- (ii) Stabilising Managers (if any): Not Applicable
33. If non-syndicated, name of relevant Dealer: Not Applicable
34. Additional 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 for issue and admission to the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's regulated market of the 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 (as supplemented) 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 B – OTHER INFORMATION

1. Listing and Admission to Trading:

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| (i) Admission and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's regulated market with effect from 5 June 2009 |
| (ii) Estimate of total expenses related to admission to trading: | £3,650 (excluding VAT) |

2. Ratings:

The Notes have been assigned the following ratings:

S & P:	A- (Stable)
Moody's:	Baa1 (Stable)
Fitch:	A- (Negative)

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. Yield:

Indication of yield: 5.473 per cent. (annual)

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. Operational Information:

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| (i) ISIN Code: | XS0432619913 |
| (ii) Common Code: | 043261991 |
| (iii) CUSIP: | Not Applicable |
| (iv) CINS: | Not Applicable |

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| (v) Any clearing system(s) other than Euroclear, Clearstream, Luxembourg, DTC and Austraclear (together with the address of each such clearing system) and the relevant identification number(s): | Not Applicable |
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| (vi) Delivery: | Delivery against payment |
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| (vii) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
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- (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 one of the ICSDs 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 satisfaction of the Eurosystem eligibility criteria.
- (x) If Australian Domestic Notes, name and address of Agent for service of process in New South Wales: Not Applicable