

## FINAL TERMS

23 November 2015

**Vodafone Group Plc**  
**Issue of NOK 850,000,000 3.2150 per cent. Notes due 27 November 2025**  
**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 4 August 2015 which constitutes 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. The Prospectus has 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:	51
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	Norwegian Krone ("NOK")
4.	Aggregate Nominal Amount:	
	– Series:	NOK 850,000,000
	– Tranche:	NOK 850,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	NOK 1,000,000
	(ii) Calculation Amount:	NOK 1,000,000
7.	Issue Date	27 November 2015
8.	Maturity Date:	27 November 2025
9.	Interest Basis:	3.2150 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   |

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

- |     |  |  |
|-----|--|--|
| 14. | <b>Fixed Rate Note Provisions</b>                | Applicable   |
|     | (i) Rate(s) of Interest:                         | 3.2150 per cent. per annum payable in arrear on each Interest Payment Date |
|     | (ii) Interest Payment Date(s):                   | 27 November in each year up to and including the Maturity Date             |
|     | (iii) Additional Business Centre(s):             | Not Applicable   |
|     | (iv) Fixed Coupon Amount(s):                     | NOK 32,150 per Calculation Amount  |
|     | (v) Broken Amount(s):                            | Not Applicable   |
|     | (vi) Fixed Day Count Fraction:                   | 30/360   |
|     | (vii) 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. Final Redemption Amount NOK 1,000,000 per Calculation Amount
21. Early Redemption Amount NOK 1,000,000 per Calculation Amount

Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. Form of Notes:

(a) Form: Bearer Notes

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

23. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable

24. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

**PROVISIONS RELATING TO RMB NOTES**

25. Renminbi Currency Event: Not Applicable

Calculation Agent: Not Applicable

Signed on behalf of the Issuer:

By:   
Duly authorised

## PART B - OTHER INFORMATION

### 1. Listing and Admission to Trading:

- |      |   |   |
|------|---|---|
| (i)  | Listing and admission to trading:                           | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 27 November 2015. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 7,500   |

### 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 HSBC Bank plc so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. HSBC Bank plc 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. Fixed Rate Notes only - Yield:

Indication of yield: 3.2150 per cent. per annum

### 5. TEFRA Rules

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

### 6. Operational Information:

- |       |   |                |
|-------|---|----------------|
| (i)   | ISIN:   | XS1325859897   |
| (ii)  | Common Code:  | 132585989      |
| (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 | Not Applicable |

the relevant  
identification number(s):

- (vi) Intended to be held in a Yes  
manner which would  
allow Eurosystem  
eligibility: