

SUPPLEMENTARY PROSPECTUS DATED 8 DECEMBER 2008



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 14 July 2008 (the “**Prospectus**”), which (as amended and supplemented) constitutes a base prospectus for the purposes of Directive 2003/71/EC (the “**Prospectus Directive**”), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the Euro Medium Term Note Programme (the “**Programme**”) established by Vodafone Group Plc (the “**Issuer**” or “**Vodafone**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus, as previously supplemented by the Supplement dated 11 November 2008 (the “**First Supplement**”).

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge 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 at <http://www.londonstockexchange.com/en-gb/pricesnews/markenews/>.

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.

The following documents, which have previously been published and have been filed with the Financial Services Authority, shall be incorporated in, and form part of, the Prospectus:

- (i) the “Terms and Conditions of the Notes” contained in the Prospectus dated 1 August 2007, pages 31-49 (inclusive);
- (ii) the “Terms and Conditions of the Notes” contained in the Prospectus dated 19 July 2006, pages 31-50 (inclusive);
- (iii) the “Terms and Conditions of the Notes” contained in the Prospectus dated 19 July 2005, pages 28-44 (inclusive);
- (iv) the “Terms and Conditions of the Notes” contained in the Offering Circular dated 11 June 2004, pages 19-33 (inclusive);
- (v) the “Terms and Conditions of the Notes” contained in the Offering Circular dated 6 June 2003, pages 19-33 (inclusive);

- (vi) the “Terms and Conditions of the Notes” contained in the Offering Circular dated 6 June 2002, pages 19-33 (inclusive); and
- (vii) the “Terms and Conditions of the Notes” contained in the Offering Circular dated 31 May 2001, pages 19-33 (inclusive),

in each case, prepared by the Issuer in connection with the Programme.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, 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 or attached to this Supplement.

Save as disclosed in this Supplement and the First 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.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.