

## SUPPLEMENTARY PROSPECTUS DATED 19 NOVEMBER, 2009



**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 10th July, 2009 (the **"Prospectus"**), as amended and supplemented, which constitutes a base prospectus for the purposes of Directive 2003/71/EC, 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.

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/marketnews/>.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus, the Supplementary Prospectus dated 30 July, 2009 (the **"30 July 2009 Supplement"**) 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 or the 30 July 2009 Supplement, the statements in (a) above will prevail.

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 to this Supplement.

Save as disclosed in this Supplement and the 30 July 2009 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.

### **Half-year Financial Report for the six months ended 30 September, 2009**

On 10 November, 2009, the Issuer published a press release (the **"Press Release"**) which contained the unaudited consolidated financial information of the Issuer for the six months ended 30 September,

2009. A copy of the Press Release has been filed with the Financial Services Authority and by virtue of this Supplement, the Press Release is incorporated in, and forms part of, the Prospectus save for:

- (i) the information under the section titled "Outlook" on page 1 of the Press Release;
- (ii) the information under the section titled "Outlook" on page 3 of the Press Release; and
- (iii) the information under the section titled "Outlook for the 2010 Financial Year" on page 5 of the Press Release.

#### **No Significant or Material Adverse Change**

The paragraph titled "*Significant or Material Change*" in the section headed "*General Information*" on page 89 of the Prospectus shall be deleted and replaced with the following wording:

#### **"No Significant or Material Adverse Change**

There has been no significant change in the financial or trading position of the Issuer and its subsidiaries since 30th September, 2009 and there has been no material adverse change in the prospects of the Issuer and its subsidiaries since 31st March, 2009."

#### **Amendments to "*General Information — Legal Proceedings*"**

The section titled "*Legal Proceedings*" in the section headed "*General Information*" on pages 89 and 90 of the Prospectus shall be amended as follows:

- (i) in the second paragraph of the section titled "*Legal Proceedings*" on page 89 of the Prospectus, the following sentences shall be inserted immediately after the sentence, "The plaintiffs have appealed this dismissal":

"On 29th October, 2009, the DC Court of Appeal upheld the dismissal of all the plaintiffs' claims on the basis of federal pre-emption with the exception of claims that specifically allege, if they can be pleaded, (i) injuries based on phones sold before 1st August, 1996, the date the Federal Communications Commission's ("**FCC**") radio frequency emissions (or Specific Absorption Rate) ("**SAR**") standard went into effect, (ii) injuries based on phones that did not comply with the FCC's SAR standard, and (iii) fraud or misrepresentation."; and

- (ii) in the eighth paragraph in the section headed "*Legal Proceedings*" on page 90 of the Prospectus, the following sentences shall be inserted immediately after the sentence, "VEL's case continues to be stayed pending the outcome of this hearing" and before "Vodafone believes that neither it nor any other member of the Group is liable for such withholding tax and intends to defend this position vigorously":

"On 30th October, 2009, VIHBV received a notice from the Indian tax authorities requiring VIHBV to show cause as to why it believes that the Indian tax authorities do not have competent jurisdiction to proceed against VIHBV for the default of non-deduction of withholding tax from consideration paid to HTIL. VIHBV is preparing a response to the Indian tax authorities."