

Vote Summary

VODAFONE GROUP PLC, NEWBURY

Security	G93882192	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	29-Jul-2016
ISIN	GB00BH4HKS39	Agenda	707178237 - Management
Record Date		Holding Recon Date	27-Jul-2016
City / Country	LONDON / United Kingdom	Vote Deadline Date	25-Jul-2016
SEDOL(s)	BH4HKS3 - BHBXMC2 - BJ38YH8 - BRTM7Z9	Quick Code	

Item	Proposal	Proposed by	Vote	For/Against Management
1	TO RECEIVE THE COMPANY'S ACCOUNTS, THE STRATEGIC REPORT AND REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2016	Management	For	For
2	TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR	Management	For	For
3	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management	For	For
4	TO RE-ELECT NICK READ AS A DIRECTOR	Management	For	For
5	TO RE-ELECT SIR CRISPIN DAVIS AS A DIRECTOR	Management	For	For
6	TO RE-ELECT DR MATHIAS DOPFNER AS A DIRECTOR	Management	For	For
7	TO RE-ELECT DAME CLARA FURSE AS A DIRECTOR	Management	For	For
8	TO RE-ELECT VALERIE GOODING AS A DIRECTOR	Management	For	For
9	TO RE-ELECT RENEE JAMES AS A DIRECTOR	Management	For	For
10	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR	Management	For	For
11	TO RE-ELECT NICK LAND AS A DIRECTOR	Management	For	For
12	TO ELECT DAVID NISH AS A DIRECTOR IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION	Management	For	For
13	TO RE-ELECT PHILIP YEA AS A DIRECTOR	Management	For	For
14	TO DECLARE A FINAL DIVIDEND OF 7.77 PENCE PER ORDINARY SHARE FOR THE YEAR ENDED 31 MARCH 2016	Management	For	For
15	TO APPROVE THE REMUNERATION REPORT OF THE BOARD (OTHER THAN THE PART RELATING TO THE DIRECTORS' REMUNERATION POLICY, WHICH WAS APPROVED AT THE 2014 AGM) FOR THE YEAR ENDED 31 MARCH 2016	Management	For	For
16	TO REAPPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S AUDITOR UNTIL THE END OF THE NEXT GENERAL MEETING AT WHICH ACCOUNTS ARE LAID BEFORE THE COMPANY	Management	For	For
17	TO AUTHORISE THE AUDIT AND RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	Management	For	For

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18	<p>TO RENEW THE DIRECTORS' POWER UNDER ARTICLE 11.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION TO ALLOT SHARES, GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND TO CONVERT ANY SECURITY INTO SHARES IN THE COMPANY (A) UP TO AN AGGREGATE NOMINAL AMOUNT OF USD 1,855,083,019 (THE 'SECTION 551 AMOUNT'); AND (B) UP TO A FURTHER AGGREGATE NOMINAL AMOUNT OF USD 1,855,083,019, ONLY FOR THE PURPOSES OF A RIGHTS ISSUE (AS DEFINED BELOW). A 'RIGHTS ISSUE' MEANS AN OFFER TO: - ORDINARY SHAREHOLDERS IN PROPORTION (AS NEARLY AS PRACTICABLE) TO THEIR EXISTING HOLDINGS; AND - PEOPLE WHO ARE HOLDERS OF OR OTHERWISE HAVE RIGHTS TO OTHER EQUITY SECURITIES IF THIS IS REQUIRED BY THE RIGHTS OF THOSE SECURITIES OR, IF THE DIRECTORS CONSIDER IT NECESSARY, AS PERMITTED BY THE RIGHTS OF THOSE SECURITIES, TO SUBSCRIBE FOR FURTHER SECURITIES BY MEANS OF THE ISSUE OF A RENOUNCEABLE LETTER (OR OTHER NEGOTIABLE DOCUMENT OR RIGHTS) WHICH MAY BE TRADED FOR A PERIOD BEFORE PAYMENT FOR THE SECURITIES IS DUE, BUT SUBJECT IN BOTH CASES TO SUCH EXCLUSIONS OR OTHER ARRANGEMENTS AS THE DIRECTORS MAY DEEM NECESSARY OR EXPEDIENT IN RELATION TO TREASURY SHARES, FRACTIONAL ENTITLEMENTS, RECORD DATES OR LEGAL, REGULATORY OR PRACTICAL PROBLEMS IN, OR UNDER THE LAWS OF, ANY TERRITORY. THE DIRECTORS MAY USE THIS POWER UNTIL THE EARLIER OF THE END OF THE NEXT AGM OF THE COMPANY OR THE CLOSE OF BUSINESS ON 30 SEPTEMBER 2017 (THE PERIOD FROM THE DATE OF THIS RESOLUTION UNTIL THEN BEING THE 'ALLOTMENT PERIOD'). THIS AUTHORITY REPLACES ALL PREVIOUS AUTHORITIES</p>	Management	For	For
19	<p>TO RENEW THE DIRECTORS' POWER TO ALLOT SHARES WHOLLY FOR CASH UNDER THE AUTHORITIES GRANTED IN RESOLUTION 18 AND TO SELL TREASURY SHARES WHOLLY FOR CASH: - OTHER THAN IN CONNECTION WITH A PRE-EMPTIVE OFFER, UP TO AN AGGREGATE NOMINAL AMOUNT OF USD 278,262,452 (THE 'SECTION 561 AMOUNT'); AND - IN CONNECTION WITH A PRE-EMPTIVE OFFER (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) AS IF SECTION 561(1) OF THE COMPANIES ACT 2006 DID NOT APPLY. THE DIRECTORS MAY EXERCISE THIS POWER DURING THE ALLOTMENT PERIOD (AS DEFINED IN RESOLUTION 18). THIS AUTHORITY REPLACES ALL PREVIOUS AUTHORITIES</p>	Management	For	For

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20	<p>IN ADDITION TO ANY AUTHORITY GRANTED PURSUANT TO RESOLUTION 19 (AND SUBJECT TO THE PASSING OF THAT RESOLUTION), TO AUTHORISE THE DIRECTORS TO ALLOT SHARES WHOLLY FOR CASH UNDER THE AUTHORITIES GRANTED IN RESOLUTION 18 AND SELL TREASURY SHARES WHOLLY FOR CASH AS IF SECTION 561(1) OF THE COMPANIES ACT 2006 DID NOT APPLY, SUCH AUTHORITY TO BE: A. LIMITED TO THE ALLOTMENT OF SHARES OR SALE OF TREASURY SHARES UP TO AN AGGREGATE NOMINAL AMOUNT OF USD 278,262,452; AND B. USED ONLY FOR THE PURPOSES OF FINANCING (OR REFINANCING, IF THE AUTHORITY IS TO BE USED WITHIN SIX MONTHS AFTER THE ORIGINAL TRANSACTION) A TRANSACTION WHICH THE BOARD OF DIRECTORS OF THE COMPANY DETERMINES TO BE AN ACQUISITION OR OTHER CAPITAL INVESTMENT OF A KIND CONTEMPLATED BY THE STATEMENT OF PRINCIPLES ON DISAPPLYING PRE-EMPTION RIGHTS MOST RECENTLY PUBLISHED BY THE PRE-EMPTION GROUP PRIOR TO THE DATE OF THIS NOTICE. THIS AUTHORITY WILL EXPIRE AT THE EARLIER OF THE END OF THE NEXT AGM OF THE COMPANY OR THE CLOSE OF BUSINESS ON 30 SEPTEMBER 2017 BUT SO THAT THE COMPANY MAY, BEFORE SUCH EXPIRY, MAKE OFFERS AND ENTER INTO AGREEMENTS WHICH WOULD, OR MIGHT, REQUIRE SHARES TO BE ALLOTTED AND TREASURY SHARES TO BE SOLD AFTER THE AUTHORITY GIVEN BY THIS RESOLUTION HAS EXPIRED AND THE DIRECTORS MAY ALLOT EQUITY SECURITIES AND SELL TREASURY SHARES UNDER ANY SUCH OFFER OR AGREEMENT AS IF THE AUTHORITY HAD NOT EXPIRED</p>	Management	For	For
21	<p>GENERALLY AND UNCONDITIONALLY TO AUTHORISE THE COMPANY FOR THE PURPOSES OF SECTION 701 OF THE COMPANIES ACT 2006 TO MAKE MARKET PURCHASES (AS DEFINED IN SECTION 693 OF THE COMPANIES ACT 2006) OF ORDINARY SHARES OF 2020/21 US CENTS EACH IN THE CAPITAL OF THE COMPANY PROVIDED THAT: THE MAXIMUM AGGREGATE NUMBER OF ORDINARY SHARES WHICH MAY BE PURCHASED IS 2,656,141,595 THE MINIMUM PRICE WHICH MAY BE PAID FOR EACH ORDINARY SHARE IS 2020/21 US CENTS: THE MAXIMUM PRICE (EXCLUDING EXPENSES) WHICH MAY BE PAID FOR ANY ORDINARY SHARE DOES NOT EXCEED THE HIGHER OF (1) 5 PER CENT ABOVE THE AVERAGE CLOSING PRICE OF SUCH SHARES ON THE LONDON STOCK EXCHANGE DAILY OFFICIAL LIST FOR THE FIVE BUSINESS DAYS PRIOR TO THE DATE OF PURCHASE AND (2) THE HIGHER OF THE PRICE OF THE LAST INDEPENDENT TRADE AND THE HIGHEST CURRENT INDEPENDENT BID AS STIPULATED BY REGULATORY TECHNICAL STANDARDS ADOPTED</p>	Management	For	For

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BY THE EUROPEAN COMMISSION PURSUANT TO ARTICLE 5 (6) OF THE MARKET ABUSE REGULATION, AND THIS AUTHORITY WILL EXPIRE AT THE EARLIER OF THE END OF THE NEXT AGM OF THE COMPANY OR AT THE CLOSE OF BUSINESS ON 30 SEPTEMBER 2017, UNLESS THE AUTHORITY IS RENEWED BEFORE THEN (EXCEPT IN RELATION TO A PURCHASE OF ORDINARY SHARES WHERE THE CONTRACT WAS CONCLUDED BEFORE THE EXPIRY OF THE AUTHORITY BUT WHICH MIGHT BE EXECUTED WHOLLY OR PARTLY AFTER THAT EXPIRY)

22	TO AUTHORISE THE COMPANY AND ITS SUBSIDIARIES DURING THE PERIOD THIS RESOLUTION HAS EFFECT, FOR THE PURPOSES OF PART 14 OF THE COMPANIES ACT 2006: (A) TO MAKE POLITICAL DONATIONS TO POLITICAL PARTIES AND/OR INDEPENDENT ELECTION CANDIDATES; (B) TO MAKE POLITICAL DONATIONS TO POLITICAL ORGANISATIONS OTHER THAN POLITICAL PARTIES; AND (C) TO INCUR POLITICAL EXPENDITURE, UP TO AN AGGREGATE AMOUNT OF GBP 100,000, AND THE AMOUNT AUTHORISED UNDER EACH OF PARAGRAPHS (A) TO (C) WILL ALSO BE GBP 100,000. ALL EXISTING AUTHORISATIONS AND APPROVALS RELATING TO POLITICAL DONATIONS OR EXPENDITURE UNDER PART 14 OF THE COMPANIES ACT 2006 ARE REVOKED WITHOUT PREJUDICE TO ANY DONATION MADE OR EXPENDITURE INCURRED BEFORE THOSE AUTHORISATIONS OR APPROVALS WERE REVOKED. THIS AUTHORITY WILL EXPIRE AT THE EARLIER OF THE END OF THE NEXT AGM OF THE COMPANY IN 2017 OR AT THE CLOSE OF BUSINESS ON 30 SEPTEMBER 2017 WORDS AND EXPRESSIONS DEFINED FOR THE PURPOSE OF THE COMPANIES ACT 2006 HAVE THE SAME MEANING IN THIS RESOLUTION	Management	For	For
23	TO AUTHORISE THE DIRECTORS TO CALL GENERAL MEETINGS (OTHER THAN ANNUAL GENERAL MEETINGS) ON A MINIMUM OF 14 CLEAR DAYS' NOTICE	Management	For	For