Vodafone Group Plc announces final results in respect of its Euro Tender Offers

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THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018.

3 July 2024

In connection with the invitations by Vodafone Group Plc (the "Company") to holders of (a) its outstanding $\\\in$ 1,000,000,000 1.875 per cent. Notes due 11 September 2025 (ISIN: XS1109802568), (b) its outstanding $\\\in$ 1,000,000,000 1.125 per cent. Notes due 20 November 2025 (ISIN: XS1721423462) and (c) its outstanding $\\\in$ 1,750,000,000 2.200 per cent. Notes due 25 August 2026 (ISIN: XS1372839214) (together, the "Notes") to tender any and all of their Notes for purchase by the Company for cash (each such invitation, an "Offer" and together, the "Offers") first announced on 25 June 2024, the Company announces today the final results of the Offers. The Offers were made on the terms and subject to the conditions (including, without limitation, the New Financing Condition) contained in the tender offer memorandum dated 25 June 2024 (the "Tender Offer Memorandum") prepared by the Company in respect of the Offers.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

The Expiration Deadline for the Offers was 4.00 p.m. (London time) on 2 July 2024.

The Company announces that the New Financing Condition has been satisfied.

The Company announces it will accept validly tendered Notes pursuant to the Offers in the amounts as set out in the table below.

Description of the Notes	ISIN/ Common Code	Aggregate principal amount validly tendered for purchase and Series Acceptance Amount	Reference Rate	Purchase Spread	Purchase Yield	Purchase Price ¹	Aggregate principal amount outstanding after the Settlement Date
€1,000,000,000 1.875 per cent. Notes due 11 September 2025	XS1109802568 /110980256	€226,798,000	3.493 per cent.	0 bps	3.493 per cent.	98.147 per cent.	€773,202,000
€1,000,000,000 1.125 per cent. Notes due 20 November 2025	XS1721423462 / 172142346	€210,891,000	3.434 per cent.	0 bps	3.434 per cent.	96.941 per cent.	€789,109,000
€1,750,000,000 2.200 per cent. Notes due 25 August 2026	XS1372839214 /137283921	€465,950,000	3.217 per cent.	0 bps	3.217 per cent.	97.925 per cent.	€1,284,050,000

^{1.} Per €1,000 in principal amount

The expected Settlement Date for the Offers is 5 July 2024.

DEALER MANAGERS

Banco Santander, S.A. (Email: <u>liabilitymanagement@gruposantander.com</u>; Attention: Liability Management); and

Merrill Lynch International (Telephone: +44 20 7996 5420; Email: <u>DG.LM-EMEA@bofa.com</u>; Attention: Liability Management Group).

TENDER AGENT

Morris).

This announcement is made by Vodafone Group Plc and relates to the disclosure of information that qualified or may have qualified as inside information within the meaning of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MAR"). For the purposes of UK MAR, this announcement is made by Maaike de Bie, Group General Counsel and Company Secretary of Vodafone.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

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