



on ordinary activities Year ended Year ended 31 March 31 March 2005 2004 £m £m United Kingdom corporation tax charge at 30% (2004: 30%) 271 209 ----- Overseas corporation tax Current tax: Current year(1) 2,430 2,264 Prior year (221) (159) ----- 2,209 2,105 ----- Total current tax 2,480 2,314 Deferred tax - origination of and reversal of timing differences: United Kingdom 292 426 Overseas(1) (539) 310 ----- (247) 736 ----- Tax on exceptional items 3 104 ----- Total tax charge 2,236 3,154 =====

----- Tax on loss on ordinary activities before exceptional items 2,832 3,050  
Tax on exceptional items 3 104 Exceptional tax credit(1) (599) - -----  
----- Parent and subsidiary undertakings 1,698 2,866 Share of associated undertakings 538 288 ----- 2,236 3,154  
===== (1) Total tax charge for the year ended 31 March 2005 includes exceptional current tax and deferred tax credits, totalling £599 million, relating to tax losses in Vodafone Holdings K.K., which became eligible for offset against the profits of Vodafone K.K. following the merger of the two entities on 1 October 2004. The tax credit was recognised following shareholder and regulatory approval of the transaction in the year.

6 (Loss)/earnings per share Year ended Year ended 31 March 31 March 2005 2004 £m £m Loss for basic and diluted loss per share (7,540) (9,015) Add back: - Goodwill amortisation 14,700 15,207 - Exceptional operating items 315 (228) - Exceptional non-operating items (13) 103 - Exceptional tax credit (599) - - Tax on exceptional items 3 104 - Share of exceptional items attributable to minority interests 26 27 ----- Earnings for adjusted earnings per share 6,892 6,198 ===== Weighted average number of shares (millions) 66,196 68,096 Basic and diluted loss per share (11.39)p (13.24)p Adjusted basic earnings per share 10.41p 9.10p Diluted loss per share is the same as basic loss per share as it is considered that there are no dilutive potential ordinary shares.

7 Reconciliation of operating loss to net cash inflow from operating activities Year ended Year ended 31 March 31 March 2005 2004 £m £m Operating loss (5,304) (4,776) Exceptional operating items 315 (228) Depreciation 4,528 4,362 Goodwill amortisation 12,929 13,095 Amortisation of other intangible fixed assets 412 98 Loss on disposal of tangible fixed assets 161 89 ----- Group EBITDA(1) 13,041 12,640 Working capital movements (281) (238) Payments in respect of exceptional items (47) (85) ----- Net cash inflow from operating activities 12,713 12,317 ===== (1) Group EBITDA is not a measure recognised under UK GAAP but is presented in order to highlight operational performance of the Group. It is stated before exceptional items.

8 Analysis of net debt Other non-cash changes and At 31 At 1 April exchange March 2004 Cash flow movements 2005 £m £m £m £m Liquid resources 4,381 (3,563) (2) 816 ----- Cash at bank and in hand 1,409 1,408 33 2,850 Bank overdrafts (42) (3) (2) (47) ----- 1,367 1,405 31 2,803 ----- Debt due within one year (other than bank overdrafts) (2,000) 1,997 (329) (332) Debt due after one year (12,100) 161 439 (11,500) Finance leases (136) 12 (2) (126) ----- (14,236) 2,170 108 (11,958) ----- Net debt (8,488) 12 137 (8,339) ===== Included within net debt at 31 March 2005 are bond issues maturing as follows: £m One year or less 283 More than one year but not more than two years 1,561 More than two years but not more than five years 4,863 More than five years but not more than ten years 1,388 More than ten years but not more than twenty years 1,118 More than twenty years 1,339 ----- 10,552 =====

9 Summary of differences between UK and US GAAP The preliminary results have been prepared in accordance with UK Generally Accepted Accounting Principles ("UK GAAP"), which differ in certain significant respects from US Generally Accepted Accounting Principles ("US GAAP"). A description of the relevant accounting principles which differ materially will be provided within Vodafone Group Plc's Annual Report for the year ended 31 March 2005. The effects of these differing accounting principles are as follows: Year ended Year ended 31 March 31 March 2005 2004 £m £m Revenue from continuing operations in accordance with UK GAAP 34,133 32,741 Items (decreasing)/increasing revenue: Non-consolidated entity (5,483) (5,276) Connection revenue 1,223 188 ----- Revenue from continuing operations in accordance with US GAAP

29,873 27,653 ===== Net loss in accordance with UK GAAP (7,540) (9,015)  
 Items (increasing)/decreasing net loss: Investments accounted for under the equity method (18)  
 1,306 Connection revenue and costs 16 29 Goodwill and other intangible assets (6,482) (6,520)  
 Capitalised interest (86) 406 Licence fee amortisation (435) (76) Exceptional items 246 (351) Income  
 taxes 7,007 6,231 Other (118) (137) Cumulative effect of change in accounting principle: EITF Topic  
 D-108 (6,177) - Cumulative effect of change in accounting principle: pensions (195) - ----- Net  
 loss in accordance with US GAAP (13,782) (8,127) ===== Loss from continuing  
 operations (7,410) (7,734) Loss from operations and disposal of discontinued operations - (393)  
 Cumulative effect of changes in accounting principles (6,372) - ----- Net loss (US GAAP)  
 (13,782) (8,127) ===== Basic and diluted loss per share (US GAAP): - Loss from  
 continuing operations (11.19)p (11.36)p - Loss from operations and disposal of discontinued  
 operations - (0.57)p - Cumulative effect of changes in accounting principles (9.63)p - Net loss (US  
 GAAP) (20.82)p (11.93)p ===== 31 March 31 March 2005 2004 £m £m  
 Shareholders' equity in accordance with UK GAAP 99,317 111,924 Items increasing/(decreasing)  
 shareholders' equity: Investments accounted for under the equity method 5,043 15,669 Connection  
 revenue and costs (14) (55) Goodwill and other intangible assets 40,723 45,320 Capitalised interest  
 1,529 1,615 Licence fee amortisation (552) (109) Exceptional items 315 - Income taxes (40,535)  
 (50,177) Proposed dividends 1,395 728 Other 24 114 ----- Shareholders' equity in accordance  
 with US GAAP 107,245 125,029 ===== UNAUDITED PROPORTIONATE  
 FINANCIAL INFORMATION FOR THE YEAR ENDED 31 MARCH 2005 Proportionate results Group  
 proportionate turnover increased by 11% to £43,602 million for the financial year as a result of both  
 organic growth and the effect of increased stakes in a number of the Group's existing business,  
 partially offset by the disposal of Japan Telecom. In the mobile business, proportionate turnover  
 grew by 12% to £42,762 million, with organic growth of 9%. The Group's proportionate EBITDA  
 margin, before exceptional items, for the mobile business decreased by 0.4 percentage points to  
 38.5%. The main reason for this decrease was the increase of the Group's effective shareholding in  
 Vodafone Japan. Basis of preparation The tables of financial information below are presented on a  
 proportionate basis. Proportionate presentation is not a measure recognised under UK GAAP and is  
 not intended to replace the consolidated financial statements prepared in accordance with UK  
 GAAP. However, since significant entities in which the Group has an interest are not consolidated,  
 proportionate information is provided as supplemental data to facilitate a more detailed  
 understanding and assessment of the consolidated financial statements prepared in accordance with  
 UK GAAP. UK GAAP requires consolidation of entities controlled by the Group and the equity method  
 of accounting for entities in which the Group has significant influence but not a controlling interest.  
 Proportionate presentation is a pro rata consolidation, which reflects the Group's share of turnover  
 and expenses in both its consolidated and unconsolidated entities. Proportionate results are  
 calculated by multiplying the Group's ownership interest in each entity by each entity's results.  
 Proportionate information includes results from the Group's equity accounted investments and  
 investments held at cost. The Group does not have control over the turnover, expenses or cash flows  
 of these investments and is only entitled to cash from dividends received from these entities. The  
 Group does not own the underlying assets of these investments. Group proportionate turnover is  
 stated net of intercompany turnover. The Group has amended its analysis of proportionate turnover  
 between the mobile business and other operations to a gross of intercompany turnover basis, rather  
 than a net of intercompany turnover presentation previously disclosed. Proportionate EBITDA is  
 defined as operating profit before exceptional items and depreciation and amortisation of subsidiary  
 undertakings, associated undertakings and investments, proportionate to equity stakes.  
 Proportionate EBITDA represents the Group's ownership interests in the respective entities'  
 EBITDA. As such, proportionate EBITDA does not represent EBITDA available to the Group.  
 Proportionate EBITDA margin before exceptional items is proportionate EBITDA before exceptional  
 items, as a percentage of proportionate turnover. Reconciliation of proportionate turnover to  
 statutory turnover Year ended Year ended 31 March 31 March 2005 2004 £m £m Proportionate

turnover 43,602 39,446 Minority share of turnover in subsidiary undertakings 2,370 4,521 Group share of turnover in associated undertakings and trade investments (11,839) (10,408) -----

Statutory turnover 34,133 33,559 ===== UNAUDITED PROPORTIONATE FINANCIAL INFORMATION FOR THE YEAR ENDED 31 MARCH 2005 Reconciliation of proportionate EBITDA, before exceptional items, to loss for the financial year Year ended Year ended 31 March 31 March 2005 2004 £m £m Proportionate EBITDA, before exceptional items 16,641 15,114 Minority share of EBITDA in subsidiary undertakings 997 1,602 Group's share of EBITDA in associated undertakings and trade investments (4,597) (4,076) ----- Group EBITDA 13,041 12,640 Charges for depreciation (4,528) (4,362) Exceptional operating items (315) 228 Goodwill amortisation (12,929) (13,095) Amortisation of other intangibles (412) (98) Loss on disposal of tangible fixed assets (161) (89) ----- Operating loss (5,304) (4,776) Share of operating profit in associated undertakings 1,193 546 Exceptional non-operating items 13 (103) Net interest payable and similar items (604) (714) Tax on loss on ordinary activities before exceptional tax (2,835) (3,154) Exceptional tax credit 599 - Minority interests (including non-equity minority interests) (602) (814) ----- Loss for the financial year (7,540) (9,015) ===== Proportionate mobile EBITDA margin, before exceptional items, excluding the impact of the Japan stake change Proportionate mobile EBITDA margin, before exceptional items, excluding the impact of the Japan stake increases in the first half of the financial year, was 39.0% compared to the Group proportionate EBITDA margin, before exceptional items, of 38.2%. The Group's increased effective shareholding in Japan represents the most significant stake change of the current and prior financial years. A reconciliation of these margins is as follows: EBITDA Turnover EBITDA(1) margin(1) £m £m % Proportionate result for mobile business excluding the impact of the Japan stake change 41,222 16,064 39.0 Impact of the Group's additional stake in Japan 1,540 419 ----- Proportionate result for mobile business 42,762 16,483 38.5 Proportionate result for other operations 1,178 158 Turnover between mobile and other operations (338) - ----- Group proportionate result 43,602 16,641 38.2 ===== (1) Before exceptional items

OTHER INFORMATION

1) Copies of this document are available from the Company's registered office: Vodafone House The Connection Newbury Berkshire RG14 2FN 2) This Preliminary Announcement will be available on the Vodafone Group Plc website, [www.vodafone.com](http://www.vodafone.com), from 24 May 2005. For further information: Vodafone Group Simon Lewis, Group Corporate Affairs Director Tel: +44 (0) 1635 673310 Investor Relations Charles Butterworth Darren Jones Sarah Moriarty Tel: +44 (0) 1635 673310 Media Relations Bobby Leach Ben Padovan Tel: +44 (0) 1635 673310 High resolution photographs are available to the media free of charge at [www.newscast.co.uk](http://www.newscast.co.uk). Vodafone, Vodafone live!, Vodafone Mobile Connect, Vodafone Wireless Office, Vodafone Simply and Vodafone Passport are trademarks of the Vodafone Group. Other product and company names mentioned herein may be the trademarks of their respective owners. Forward-Looking Statements This document contains "forward-looking statements" within the meaning of the US Private Securities Litigation Reform Act of 1995 with respect to the Group's financial condition, results of operations and businesses and certain of the Group's plans and objectives. In particular, such forward-looking statements include the statements under "Chief Executive's Statement" regarding returns to shareholders, free cash flow and anticipated benefits from the One Vodafone programme, expectations regarding the Group's competitive position and implementation of a business improvement plan, share purchases, dividends and dividend growth rates and business acquisitions; the statements under "Outlook" regarding Vodafone's expectations for the year ending 31 March 2006 as to organic growth in proportionate mobile revenue, proportionate mobile EBITDA margins, capitalised fixed asset additions, free cash flow, dividend receipts from Verizon Wireless, cash expenditure on fixed assets, tax payments and expected adjusted effective tax rates, share purchases by the Group and share repurchases by Vodafone Italy and One Vodafone targets; the statements under "Japan" with respect to expected outcome of the plans and services announced to improve Vodafone Japan's performance and competitive position; the statements under "Dividends" with respect to dividend payments and increases in the level of dividends; the statements under "Share purchases" with respect to the level

of share purchase programme; and the statements under "One Vodafone" regarding anticipated benefits in 2007 and 2008 to the Group of the One Vodafone programme, including statements related to time to market for new services and terminals, mobile capital expenditure, free cash flow, cost savings, migration of service delivery platforms, maintenance costs and purchasing options, consolidation of billing and customer relationship management systems, churn, retention and customer satisfaction, inter-operator roaming tariffs, revenue enhancements delivering pre-tax cash flow and revenue market share and the aggregate of mobile operating expenses and tangible fixed asset additions. These forward-looking statements are made on the basis of certain assumptions which Vodafone believes to be reasonable in light of Vodafone's operating experience in recent years. The principal assumptions on which these statements are based relate to exchange rates, customer numbers, usage and pricing, take-up of new services, termination and interconnect rates, customer acquisition and retention costs, network opening and operating costs and the availability of handsets. The document also contains other forward-looking statements including statements with respect to Vodafone's expectations as to launch and roll-out dates for products and services, including, for example, 3G services, Vodafone Simply and Vodafone Passport and Vodafone's business services; intentions regarding the development of products and services; acquisitions and disposals; share purchases; the Group's adoption and implementation of IFRS; share repurchases by Vodafone Italy; maintenance of credit ratings and overall market trends. Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words as "anticipates", "aims", "could", "may", "should", "expects", "believes", "intends", "plans" or "targets". By their nature, forward-looking statements are inherently predictive, speculative and involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements particularly the statements under "Chief Executive's Statement", "Outlook", "One Vodafone" and "Dividends" referred to above. These factors include, but are not limited to, the following: changes in economic or political conditions in markets served by operations of the Group that would adversely affect the level of demand for mobile services; greater than anticipated competitive activity requiring changes in pricing models and/or new product offerings or resulting in higher costs of acquiring new customers or providing new services; the impact on capital spending from investment in network capacity and the deployment of new technologies, or the rapid obsolescence of existing technology; slower customer growth or reduced customer retention; the possibility that technologies, including mobile internet platforms, and services, including 3G services, will not perform according to expectations or that vendors' performance will not meet the Group's requirements; changes in the projected growth rates of the mobile telecommunications industry; the Group's ability to realise expected synergies and benefits associated with 3G technologies and the integration of our operations and those of acquired companies; future revenue contributions of both voice and non-voice services offered by the Group; lower than expected impact of GPRS, 3G and Vodafone live! and other new or existing products, services or technologies on the Group's future revenue, cost structure and capital expenditure outlays; the ability of the Group to harmonise mobile platforms and any delays, impediments or other problems associated with the roll-out and scope of 3G technology and services and Vodafone live! and other new or existing products, services or technologies in new markets; the ability of the Group to offer new services and secure the timely delivery of high-quality, reliable GPRS and 3G handsets, network equipment and other key products from suppliers; greater than anticipated prices of new mobile handsets; the ability to realise benefits from entering into partnerships for developing data and internet services and entering into service franchising and brand licensing; the possibility that the pursuit of new, unexpected strategic opportunities may have a negative impact on one or more of the measurements of our financial performance and may affect the level of dividends; any unfavourable conditions, regulatory or otherwise, imposed in connection with pending or future acquisitions or dispositions; changes in the regulatory framework in which the Group operates, including possible action by regulators in

markets in which the Group operates or by the European Commission regulating rates the Group is permitted to charge; the Group's ability to develop competitive data content and services which will attract new customers and increase average usage; the impact of legal or other proceedings against the Group or other companies in the mobile telecommunications industry; the possibility that new marketing campaigns or efforts are not an effective expenditure; the possibility that the Group's integration efforts do not increase the speed-to-market of new products or improve the Group's cost position; changes in exchange rates, including particularly the exchange rate of pounds sterling to the euro, US dollar and the Japanese yen; the risk that, upon obtaining control of certain investments, the Group discovers additional information relating to the businesses of that investment leading to restructuring charges or write-offs or with other negative implications; changes in statutory tax rates and profit mix which would impact the weighted average tax rate; changes in tax legislation in the jurisdictions in which the Group operates; final resolution of open issues which might impact the effective tax rate; timing of any tax payments relating to the resolution of open issues; and loss of suppliers or disruption of supply chains. Furthermore, a review of the reasons why actual results and developments may differ materially from the expectations disclosed or implied within forward-looking statements can be found under "Risk Factors" contained in our Annual Report with respect to the financial year ended 31 March 2004 and in our Annual Report with respect to the financial year ended 31 March 2005 which will be available on [www.vodafone.com](http://www.vodafone.com) from 8 June 2005. All subsequent written or oral forward-looking statements attributable to the Company or any member of the Group or any persons acting on their behalf are expressly qualified in their entirety by the factors referred to above. No assurance can be given that the forward-looking statements in this document will be realised. Neither Vodafone Group nor any of its affiliates intends to update these forward-looking statements. Use of Non-GAAP Financial Information In presenting and discussing the Group's reported financial position, operating results and cash flows, certain information is derived from amounts calculated in accordance with UK GAAP, but this information is not itself an expressly permitted GAAP measure. Such non-GAAP measures should not be viewed in isolation as alternatives to the equivalent GAAP measure. A summary of certain non-GAAP measures included in this results announcement, together with details where additional information and reconciliation to the nearest equivalent GAAP measure can be found, is shown below. Non-GAAP measure Equivalent GAAP Location in measure this results announcement of reconciliation and further information -----

----- Group EBITDA, before exceptional items Operating loss Note 7 on page 31 Mobile EBITDA before exceptional items Total Group Business review operating loss on page 6 Total Group operating profit (before Total Group Note 2 on page goodwill amortisation and exceptional operating loss 29 items) Profit on ordinary activities before Loss on Group Financial taxation (before goodwill amortisation ordinary Highlights on and exceptional items) activities page 3 before taxation Operating free cash flow Net cash inflow Cash flows and from operating funding on page activities 22 Free cash flow Net cash inflow Cash flows and from operating funding on page activities 22 Adjusted earnings per share Earnings per Note 6 on page share 30 Proportionate turnover Statutory Proportionate turnover financial information on page 33 Proportionate EBITDA, before Loss for the Proportionate exceptional items financial year financial information on page 34 Proportionate EBITDA, before Loss for the Proportionate exceptional items, excluding the financial year financial impact of Japan stake changes information on page 34 Effective rate of taxation before Tax on loss on Profit on goodwill amortisation and exceptional ordinary ordinary items activities as a activities percentage of before taxation loss on (before ordinary goodwill activities amortisation before taxation and exceptional items) is shown in Group Financial Highlights on page 3 Tax on loss on ordinary activities Tax on loss on Note 5 on page before exceptional items ordinary 30 activities In addition, the trading results of the Group and key markets present certain GAAP financial information, being revenue and cost of sales related to acquisition and retention activity, on a net basis. The Group believes that this basis of presentation provides useful information for investors regarding trends in net subsidies with respect to the acquisition and retention of customers and

facilitates comparability of results with other companies operating in the mobile telecommunications business. "Other revenue", "Net acquisition costs" and "Net retention costs", as used in the trading results, are defined on page 38. Definition of terms Term Definition -----  
----- Organic The percentage movements in organic growth are presented to growth reflect operating performance on a comparable basis. Where a subsidiary or associated undertaking was newly acquired or disposed of in the current or prior period, the Group adjusts, under organic growth calculations, the results for the current and prior period to remove the amount the Group earned in both periods as a result of the acquisition or disposal of subsidiary or associated undertakings. Where the Group increases, or decreases, its ownership interest in an associated undertaking in the current or prior period, the Group's share of results for the prior period is restated at the current period's ownership level. A further adjustment in organic calculations excludes the effect of exchange rate movements by restating the current period's results as if they had been generated at the prior period's exchange rates. Organic growth for proportionate results is adjusted to reflect current year and prior year results at constant exchange rates, using like-for-like ownership levels in both years. Customer A customer is defined as a SIM, or in territories where SIMs do not exist, a unique mobile telephone number, which has access to the network for any purpose (including data only usage) except telemetric applications. Telemetric applications include, but are not limited to, asset and equipment tracking, mobile payment/ billing functionality (for example, vending machines and meter readings) and includes voice enabled customers whose usage is limited to a central service operation (for example, emergency response applications in vehicles). Active A customer who has made or received a chargeable event in the last customer three months. Vodafone A handset or device equipped with the Vodafone live! portal which live! active has made or received a chargeable event in the last month. device 3G device A handset or device capable of accessing 3G data services. ARPU Total revenue excluding handset revenue and connection fees divided by the weighted average number of customers during the period. Average Total ARPU in an accounting period divided by the number of months monthly ARPU in the period. Depreciation This measure includes the profit or loss on disposal of fixed and assets but excludes goodwill amortisation. amortisation Intra-segment Turnover between operating companies of the same business (mobile turnover or non-mobile) within the same reporting segment. Inter-segment Turnover between operating companies of the same business (mobile turnover or non-mobile) in different reporting segments. Non-voice Comprises all service revenue that is not related to voice service services including, but not limited to, messaging, downloads, revenue Internet browsing and other data services. Messaging Messaging revenue includes all SMS and MMS revenue including revenue wholesale messaging revenue, revenue from the use of messaging services by Vodafone customers roaming away from their home network and customers visiting the local network. Data revenue Data revenue includes all non-voice service revenue excluding messaging. Other revenue Comprises all non-service revenue. In the trading results, presented for the mobile telecommunications business and the Group's key markets, net other revenue excludes revenue relating to acquisition and retention activities as such revenue is deducted from acquisition and retention costs. The Group believes that this basis of presentation provides useful information for investors regarding trends in net subsidies with respect to the acquisition and retention of customers and facilitates comparability of results with other companies operating in the mobile telecommunications business. Net The total of connection fees, trade commissions and equipment acquisition costs, net of related revenue, relating to new customer costs connections. Net retention The total of trade commissions, loyalty scheme and equipment costs costs, net of related revenue, relating to customer retention and upgrade. Churn Total gross customer disconnections in the period divided by the average total customers in the period. EBITDA margin Operating profit before depreciation, amortisation, profit or loss on disposal of fixed assets and exceptional items as a percentage of total turnover. This information is provided by RNS The company news service from the London Stock Exchange  
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Final Results - Part Five

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Results and Trading Reports

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