

## Director/PDMR Shareholding

Vodafone Group Plc 01 July 2005 Vodafone Group Plc ("the Company") In accordance with Section 329 of the Companies Act 1985 and Disclosure Rule 3.1.4R (i) of the Disclosure Rules sourcebook, I have to inform you of the following changes in share interests of directors of the Company: Number of ordinary shares of US\$0.10 in the capital of Vodafone Group Plc A B C D E F Vesting of Vesting of No. of shares No. of shares Short term AllShares long term short term sold transferred incentive new awards incentive incentive awards award award shares (4) (5) (7) shares (6) (2) (1) (3) Arun Sarin\* - - - - 1,260,747 320 Peter Richard Bamford\* 485,281 1,056,466 1,255,432 286,315 - 320 Thomas Geitner\* 371,510 329,205 289,894 410,821 428,179 320 Sir Julian Horn-Smith\* 633,837 1,324,070 802,743 1,155,164 - 320 Kenneth John Hydon\* 485,281 1,081,324 642,309 924,296 - - James Brian Clark 218,583 - 54,646 163,937 - 320 Paul Michael Donovan 142,171 319,932 189,464 272,639 - 320 Pietro Guindani - - - - - 320 Alan Paul Harper 244,290 653,208 367,975 529,523 514,603 320 Simon David Lewis - - - - - 320 Jurgen von Kuczowski 213,565 - 101,807 111,758 - - Timothy Marshall Miles - - - - - 320 William Thomas Morrow - - - - - 320 Stephen Roy Scott 183,401 490,396 276,258 397,539 - 320 Shiro Tsuda - - - - - 320 Philip Roy Williams 183,401 490,396 276,258 397,539 - - \* Denotes Main Board Director

1 The Trustees of the Vodafone Group Employee Trust have resolved to release these shares to directors following assessment of the performance, time and employment conditions to which the awards were subject. Based on the performance achieved, 45.4% of the shares comprised in the original award have vested and the remainder of the award has lapsed. The awards were granted on 1 August 2002 in accordance with the Vodafone Group Plc 1999 Long Term Stock Incentive Plan, with the exception of award to Paul Donovan, whose award was granted on 1 July 2002 in accordance with the Vodafone Group Long Term Incentive Plan. 2 The Trustees of the Vodafone Group Employee Trust have resolved to release these shares to directors following assessment of the performance, time and employment conditions to which the awards were subject. Based on the performance achieved, 100% of the shares comprised in the original award have vested. The awards were granted on 1 July 2003 in accordance with the Vodafone Group Short Term Incentive Plan. 3 The figures in columns A and B are the number of shares comprised in the vested percentage of the original award plus the number of shares that represent the value of dividends declared and paid or payable in respect of such shares since the date of award. 4 The figures in column C are the number of shares out of those listed in columns A and B that the Company has been advised by Maurant & Co were sold by the Trustees of the Vodafone Group Employee Trust on 1 July 2005. These share sales were made at 136.6332 pence per share on behalf of the directors to satisfy the tax liabilities arising on the release of the shares to directors. In addition, 623,314 shares were sold on behalf of Peter Bamford at a price of 136.6332 pence per share. 5 The figures in column D are the net number of shares that the Company has been advised by Maurant & Co were on 1 July 2005 transferred from the Trustees to the directors in satisfaction of the vesting of the long term and short term awards of shares disclosed in columns A and B. 6 The Company was advised by Maurant & Co on 1 July 2005 that, further to conditional awards made by the Trustees of the Vodafone Group Employee Trust in accordance with the Vodafone Group Short Term Incentive Plan, the number of shares in column E were on 1 July 2005 awarded at a price per share of 136.6332 pence. The cash equivalent values of two thirds of these awards were outlined in the Annual Report and Accounts and Form 20-F for the year ended 31 March 2005. The shares will normally be transferred to participants on or shortly after the second anniversary of the date of grant of the award, subject to the continued employment of the participants. The vesting of one third of the shares in each award is additionally conditional on the achievement of a performance target approved by the Remuneration Committee. The condition is dependent on growth in adjusted earnings per share over the two year performance period. Seventy-five percent of the award subject to the performance condition will be released for the achievement of EPS growth of eleven percent over the two year period, rising on a straight line basis to one hundred percent vesting for growth of sixteen percent over the two-year period. 7 An award of 320 shares was today granted on an all employee basis by the Trustees of the Vodafone Global Employee Share Trust. The awards have been

made in accordance with the Vodafone Group Plc 1999 Long Term Stock Incentive Plan. The shares were awarded at a price of 136 pence per share. The vesting of these awards is conditional on continued employment with the Vodafone Group until 1 July 2007. As a result of the above, the interests in shares (excluding share options and unvested incentive shares) of the following Directors have increased to the following: Mr A Sarin 4,844,000 Mr P R Bamford 533,591 Mr T Geitner 828,521 Sir Julian Horn-Smith 2,973,961 Mr K J Hydon 3,371,349 The Company was notified of these changes on 1 July 2005. S R Scott Company Secretary This information is provided by RNS The company news service from the London Stock Exchange

Anonymous (not verified)

Director/PDMR Shareholding

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Directors' Dealings

VOD