

Director/PDMR Shareholding

Vodafone Group Plc 27 July 2005 NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS 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 and other persons discharging managerial responsibilities (PDMRs) of the Company as a result of awards of performance shares and the grant of share options. The vesting of the awards and grants is conditional upon the achievement of performance conditions: Number of ordinary shares of US\$0.10 in the capital of Vodafone Group Plc Award of performance shares Grant of share options (2)(3) (1)(3) Arun Sarin* 1,717,120 5,711,292 Peter Richard Bamford* 876,532 2,915,424 Thomas Geitner* 811,127 2,697,882 Sir Julian Horn-Smith* 1,117,080 3,715,505 Andrew Nigel Halford* 539,975 1,796,003 James Brian Clark 589,630 1,961,162 Paul Michael Donovan 320,610 1,066,377 Pietro Guindani 387,039 1,287,327 Alan Paul Harper 400,904 1,333,443 Simon David Lewis 294,826 980,618 Timothy Marshall Miles 167,586 557,408 William Thomas Morrow 362,212 1,204,749 Stephen Roy Scott 308,131 1,024,872 * Denotes Director of the Company (1) Conditional awards of shares were granted on 26 July 2005 by the Trustees of the Vodafone Group Employee Trust. The awards have been granted in accordance with the Vodafone Group Plc 1999 Long Term Stock Incentive Plan. The vesting of these awards is conditional on continued employment with the Vodafone Group and on the satisfaction of a performance condition approved by the Remuneration Committee. The performance measure is comparative total shareholder return (TSR). The TSR of Vodafone Group Plc over the three year performance period is compared to that of other constituent companies of the FTSE Global Telecommunications index and companies are ranked by reference to their relative TSR performance. If Vodafone's TSR performance is such as to position it in the top half of the performance ranking of the constituent companies, all or some of the shares comprised in the award will vest. The vesting schedule provides that 25% of the award will vest for median performance, rising to full vesting if the Company's performance is within the top 20% of companies in the index. (2) The options were granted on 26 July 2005 by the Company in accordance with the Vodafone Group Plc 1999 Long Term Stock Incentive Plan and with the Company's policy on long-term incentives that has been approved by shareholders. The options will be exercisable at a price per share of 145.25p, which is the London Stock Exchange closing price per share on 25 July 2005. The options will be exercisable subject to continued employment with the Vodafone Group and the satisfaction of a performance condition approved by the Remuneration Committee. The performance condition is that compound growth in adjusted earnings per share over the three-year performance period must exceed at least 8% per annum. If the compound growth is 8% per annum, 25% of the option will vest rising to full vesting if compound growth is 16% per annum. In the event that full vesting is not achieved after three years, the options will lapse. The options are normally exercisable at any time between 3 and 10 years from the date of grant. (3) These awards are also conditional on the directors and other PDMRs being compliant with the Company's share ownership guidelines, which provide that they will acquire and maintain minimum levels of shareholding. The levels are four times salary for the Chief Executive, three times salary for other Board directors and two times salary for the other PDMRs, who are members of the Executive Committee. S R Scott Group General Counsel and Company Secretary This information is provided by RNS The company news service from the London Stock Exchange
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Directors' Dealings

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