

## Vodafone Announces Final Results of Tender Offers

RNS Number : 4798B

Vodafone Group Plc

02 June 2023

### **Vodafone Group Plc announces final results in respect of its 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.**

#### **2 June 2023**

In connection with the invitations by Vodafone Group Plc (the "**Company**") to holders of (a) its outstanding €2,000,000,000 Capital Securities due 2079 (ISIN: XS1888179477) and (b) its outstanding U.S.\$1,300,000,000 Capital Securities due 2078 (ISIN: XS1888180640) (together, the "**Securities**") to tender their Securities for purchase by the Company for cash (each such invitation, an "**Offer**" and together, the "**Offers**") first announced on 24 May 2023, 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 24 May 2023 (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 1 June 2023.

The Company announces that the New Financing Condition has been satisfied. The Company announced on 25 May 2023 that, in respect of the Dollar Securities only, the Maximum Dollar Acceptance Amount was U.S.\$324,008,000.

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

Description of the Securities	Common Code / ISIN	Aggregate nominal amount validly tendered for purchase	Series Acceptance Amount	Pro-ration Factor that will be applied to Dollar Securities (if any)*	Aggregate principal amount outstanding after the Settlement Date
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€2,000,000,000 Capital Securities due 2079	188817947 / XS1888179477	€1,561,295,000	€1,561,295,000	N/A	€438,705,000
U.S.\$1,300,000,000 Capital Securities due 2078	188818064 / XS1888180640	U.S.\$1,054,012,000	U.S.\$324,008,000	26.1164%	U.S.\$975,992,000

\* See the section headed "Further Information and Terms and Conditions - Pro-ration of Tenders" in the Tender Offer Memorandum for further information.

The expected Settlement Date for the Offers is 6 June 2023.

## DEALER MANAGERS

**BNP Paribas** (Telephone: +33 1 55 77 78 94; Email: liability.management@bnpparibas.com; Attention: Liability Management Group); **Merrill Lynch International** (Telephone: +44 20 7996 5420; Email: DG.LM-EMEA@bofa.com; Attention: Liability Management Group); and **NatWest Markets Plc** (Telephone: +44 20 7678 5282; Email: liabilitymanagement@natwestmarkets.com; Attention: Liability Management Group).

## TENDER AGENT

**Kroll Issuer Services Limited** (Telephone: +44 20 7704 0880; Email: vodafone@is.kroll.com; Attention: Owen 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 Maaïke 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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