

VODAFONE GROUP PLC
(the "Company")

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING
MANAGERIAL RESPONSIBILITIES OR PERSONS CLOSELY ASSOCIATED**

Conditional Award of Shares

Conditional awards of shares were granted to the below participants on 27 July 2023 by the Company. The awards have been granted in accordance with the Vodafone Global Incentive Plan. The vesting of these awards is conditional on continued employment with the Vodafone Group and on the satisfaction of performance conditions approved by the Remuneration Committee and will vest on 27 July 2026 unless otherwise stated. The adjusted free cash flow target range for the awards vesting is €9.0bn (threshold) to €11.0bn (maximum) whilst details of the relative total shareholder return and ESG targets can be found in the Company's 2023 Annual Report available at [vodafone.com/ar2023](https://www.vodafone.com/ar2023). The below tables set out the maximum number of shares granted and these will be reduced accordingly if the Company achieves less than maximum performance.

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Margherita Della Valle
- 2 Reason for the notification
 - a) Position/status Vodafone Group Chief Executive and Chief Financial Officer
 - b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name Vodafone Group Plc
 - b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
 - a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
 - b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.

- | | | |
|--|--|------------------------|
| c) Price(s) and volume(s) | Price(s)
GBP 0.7753 | Volume(s)
8,061,395 |
| d) Aggregated information: volume, Price | Aggregated volume: 8,061,395 Ordinary shares
Aggregated price: GBP 6,249,999.54 | |
| e) Date of the transaction | 2023-07-27 | |
| f) Place of the transaction | Outside a trading venue | |

1 Details of the person discharging managerial responsibilities/person closely associated

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|------------------------------------|--|
| a) Name | Aldo Bisio |
| 2 Reason for the notification | |
| a) Position/status | Vodafone Italy Chief Executive Officer |
| b) Initial notification/ Amendment | Initial notification |

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

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| a) Name | Vodafone Group Plc |
| b) LEI | 213800TB53ELEUKM7Q61 |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

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| a) Description of the financial instrument, type of instrument and identification code | Ordinary shares of US\$0.20 ²⁰ / ₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39) | |
| b) Nature of the transaction | Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance. | |
| c) Price(s) and volume(s) | Price(s)
GBP 0.7753 | Volume(s)
3,533,703 |
| d) Aggregated information: volume, Price | Aggregated volume: 3,533,703 Ordinary shares
Aggregated price: GBP 2,739,679.94 | |
| e) Date of the transaction | 2023-07-27 | |
| f) Place of the transaction | Outside a trading venue | |

1 Details of the person discharging managerial responsibilities/person closely associated

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| a) Name | Maike de Bie |
| 2 Reason for the notification | |
| a) Position/status | Vodafone Group General Counsel and Company Secretary |
| b) Initial notification/ Amendment | Initial notification |

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

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|---------|----------------------|
| a) Name | Vodafone Group Plc |
| b) LEI | 213800TB53ELEUKM7Q61 |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

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| a) Description of the financial instrument, type of instrument and identification code | Ordinary shares of US\$0.20 ²⁰ / ₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39) | |
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- | | | |
|--|--|------------------------|
| b) Nature of the transaction | Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance. | |
| c) Price(s) and volume(s) | Price(s)
GBP 0.7753 | Volume(s)
2,579,646 |
| d) Aggregated information: volume, Price | Aggregated volume: 2,579,646 Ordinary shares
Aggregated price: GBP 1,999,999.54 | |
| e) Date of the transaction | 2023-07-27 | |
| f) Place of the transaction | Outside a trading venue | |

1 Details of the person discharging managerial responsibilities/person closely associated

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|------------------------------------|-------------------------------------|
| a) Name | Ahmed Essam |
| 2 Reason for the notification | |
| a) Position/status | Vodafone UK Chief Executive Officer |
| b) Initial notification/ Amendment | Initial notification |

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

- | | |
|---------|----------------------|
| a) Name | Vodafone Group Plc |
| b) LEI | 213800TB53ELEUKM7Q61 |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

- | | | |
|--|--|------------------------|
| a) Description of the financial instrument, type of instrument and identification code | Ordinary shares of US\$0.20 ²⁰ / ₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39) | |
| b) Nature of the transaction | Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance. | |
| c) Price(s) and volume(s) | Price(s)
GBP 0.7753 | Volume(s)
3,188,443 |
| d) Aggregated information: volume, Price | Aggregated volume: 3,188,443 Ordinary shares
Aggregated price: GBP 2,471,999.86 | |
| e) Date of the transaction | 2023-07-27 | |
| f) Place of the transaction | Outside a trading venue | |

1 Details of the person discharging managerial responsibilities/person closely associated

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| a) Name | Shameel Joosub |
| 2 Reason for the notification | |
| a) Position/status | Vodacom Group Chief Executive Officer |
| b) Initial notification/ Amendment | Initial notification |

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

- | | |
|---------|----------------------|
| a) Name | Vodafone Group Plc |
| b) LEI | 213800TB53ELEUKM7Q61 |

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

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|--|--|----------------------|
| a) Description of the financial instrument, type of instrument and identification code | Ordinary shares of US\$0.20 ²⁰ / ₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39) | |
| b) Nature of the transaction | Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance. | |
| c) Price(s) and volume(s) | Price(s)
GBP 0.7753 | Volume(s)
783,046 |
| d) Aggregated information: volume, Price | Aggregated volume: 783,046 Ordinary shares
Aggregated price: GBP 607,095.56 | |
| e) Date of the transaction | 2023-07-27 | |
| f) Place of the transaction | Outside a trading venue | |

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Scott Petty

2 Reason for the notification

a) Position/status Vodafone Group Chief Technology Officer

b) Initial notification/
Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Vodafone Group Plc

b) LEI 213800TB53ELEUKM7Q61

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument and identification code
Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)

b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.

c) Price(s) and volume(s)
Price(s) Volume(s)
GBP 0.7753 2,579,646

d) Aggregated information: volume, Price
Aggregated volume: 2,579,646 Ordinary shares
Aggregated price: GBP 1,999,999.54

e) Date of the transaction 2023-07-27

f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Joakim Reiter

2 Reason for the notification

a) Position/status Vodafone Group External and Corporate Affairs Officer

b) Initial notification/
Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Vodafone Group Plc

b) LEI 213800TB53ELEUKM7Q61

- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
- b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.
- c) Price(s) and volume(s)
- | Price(s) | Volume(s) |
|------------|-----------|
| GBP 0.7753 | 2,579,646 |
- d) Aggregated information: volume, Price Aggregated volume: 2,579,646 Ordinary shares
Aggregated price: GBP 1,999,999,54
- e) Date of the transaction 2023-07-27
- f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Alberto Ripepi

2 Reason for the notification

a) Position/status Vodafone Group Chief Network Officer

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Vodafone Group Plc

b) LEI 213800TB53ELEUKM7Q61

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)

b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.

c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	2,429,420

d) Aggregated information: volume, Price Aggregated volume: 2,429,420 Ordinary shares
Aggregated price: GBP 1,883,529.33

e) Date of the transaction 2023-07-27

f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Philippe Rogge

2 Reason for the notification

a) Position/status Vodafone Germany Chief Executive Officer

b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

- a) Name Vodafone Group Plc
b) LEI 213800TB53ELEUKM7Q61
4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.
c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	3,754,559

d) Aggregated information: volume, Price Aggregated volume: 3,754,559 Ordinary shares
Aggregated price: GBP 2,910,909.59
e) Date of the transaction 2023-07-27
f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

- a) Name Serpil Timuray
2 Reason for the notification
a) Position/status Vodafone Chief Executive Officer Europe Cluster
b) Initial notification/ Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

- a) Name Vodafone Group Plc
b) LEI 213800TB53ELEUKM7Q61
4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.
c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	3,353,540

d) Aggregated information: volume, Price Aggregated volume: 3,353,540 Ordinary shares
Aggregated price: GBP 2,599,999.56
e) Date of the transaction 2023-07-27
f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

- a) Name Leanne Wood
2 Reason for the notification
a) Position/status Vodafone Group Chief Human Resources Officer
b) Initial notification/ Amendment Initial notification

- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name Vodafone Group Plc
 - b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
 - a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
 - b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.
 - c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	2,922,739
 - d) Aggregated information: volume, Price Aggregated volume: 2,922,739 Ordinary shares
Aggregated price: GBP 2,265,999.55
 - e) Date of the transaction 2023-07-27
 - f) Place of the transaction Outside a trading venue

A conditional award of shares was granted to the below participant on 27 July 2023 by the Company. The award has been granted in accordance with the Vodafone Global Incentive Plan and is subject to the same conditions as the July 2022 award made to other members of the Executive Committee. The below table sets out the maximum number of shares granted and these will be reduced accordingly if the Company achieves less than maximum performance.

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Maaïke de Bie
- 2 Reason for the notification
 - a) Position/status Vodafone Group General Counsel and Company Secretary
 - b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name Vodafone Group Plc
 - b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
 - a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
 - b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on Group performance.
 - c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	2,179,130
 - d) Aggregated information: volume, Price Aggregated volume: 2,179,130 Ordinary shares
Aggregated price: GBP 1,689,479.49
 - e) Date of the transaction 2023-07-27

- f) Place of the transaction Outside a trading venue

A conditional award of shares was granted to the below participant on 27 July 2023 by the Company. The award has been granted in accordance with the Vodafone Global Incentive Plan. The vesting of this award is conditional on continued employment with the Vodafone Group and will vest on 27 July 2025. The award also attracts dividend equivalent awards.

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Maaïke de Bie
- 2 Reason for the notification
 - a) Position/status Vodafone Group General Counsel and Company Secretary
 - b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name Vodafone Group Plc
 - b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
 - a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
 - b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, subject to continued employment.
 - c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	386,946
 - d) Aggregated information: volume, Price Aggregated volume: 386,946 Ordinary shares
Aggregated price: GBP 299,999.23
 - e) Date of the transaction 2023-07-27
 - f) Place of the transaction Outside a trading venue

A conditional award of shares was granted to the below participant on 27 July 2023 by the Company. The award has been granted in accordance with the Vodafone Global Incentive Plan. The vesting of the award is conditional on continued employment with Vodafone Germany and on the satisfaction of local performance conditions approved by the Remuneration Committee and will vest on 27 July 2025. The below table sets out the maximum number of shares granted and these will be reduced accordingly if less than maximum performance is achieved. The award also attracts dividend equivalent awards.

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Philippe Rogge
- 2 Reason for the notification
 - a) Position/status Vodafone Germany Chief Executive Officer
 - b) Initial notification/ Amendment Initial notification

- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name Vodafone Group Plc
 - b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
 - a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
 - b) Nature of the transaction Grant of nil cost conditional award of shares under the Global Incentive Plan, based on local market performance.
 - c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP 0.7753	1,877,279
 - d) Aggregated information: volume, Price Aggregated volume: 1,877,279 Ordinary shares
Aggregated price: GBP 1,455,454.41
 - e) Date of the transaction 2023-07-27
 - f) Place of the transaction Outside a trading venue

Acquisition of shares

The below individuals acquired shares under the Vodafone Global Incentive Plan. The vesting of the share awards was conditional on continued employment with the Vodafone Group.

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Scott Petty
- 2 Reason for the notification
 - a) Position/status Vodafone Group Chief Technology Officer
 - b) Initial notification/ Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name Vodafone Group Plc
 - b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
 - a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
 - b) Nature of the transaction Vesting of retention shares as part of the Global Long Term Retention (GLTR) plan for Senior Leadership Team members. Sale of shares to satisfy tax withholding obligations.
 - c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP nil	115,800
GBP 0.765544	54,564

- d) Aggregated information: volume, Price
 Aggregated volume of shares acquired: 115,800 Ordinary shares
 Aggregated price of shares acquired: GBP nil
 Aggregated volume of shares sold: 54,564 Ordinary shares
 Aggregated price of shares sold: GBP 41,771.14
- e) Date of the transaction
 2023-07-27
- f) Place of the transaction
 London Stock Exchange (XLON)
- 1 Details of the person discharging managerial responsibilities/person closely associated
- a) Name
 Alberto Ripepi
- 2 Reason for the notification
- a) Position/status
 Vodafone Group Chief Network Officer
- b) Initial notification/
 Amendment
 Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name
 Vodafone Group Plc
- b) LEI
 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument and identification code
 Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
- b) Nature of the transaction
 Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
- c) Price(s) and volume(s)
 Vesting of retention shares as part of the Global Long Term Retention (GLTR) plan for Senior Leadership Team members. Sale of shares to satisfy tax withholding obligations.
- d) Aggregated information: volume, Price

Price(s)	Volume(s)
GBP nil	132,512
GBP 0.765544	54,583
- e) Date of the transaction
 Aggregated volume of shares acquired: 132,512 Ordinary shares
 Aggregated price of shares acquired: GBP nil
 Aggregated volume of shares sold: 54,583 Ordinary shares
 Aggregated price of shares sold: GBP 41,785.69
- f) Place of the transaction
 2023-07-27

Purchase of Shares

- 1 Details of the person discharging managerial responsibilities/person closely associated
- a) Name
 Philippe Rogge
- 2 Reason for the notification
- a) Position/status
 Vodafone Germany Chief Executive Officer
- b) Initial notification/
 Amendment
 Initial notification

- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Vodafone Group Plc
- b) LEI 213800TB53ELEUKM7Q61
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument and identification code Ordinary shares of US\$0.20 ²⁰/₂₁ each in Vodafone Group Plc (ISIN: GB00BH4HKS39)
- b) Nature of the transaction Purchase of shares.
- c) Price(s) and volume(s)
- | Price(s) | Volume(s) |
|------------|-----------|
| GBP 0.7674 | 65,823 |
- d) Aggregated information: volume, Price Aggregated volume: 65,823 Ordinary shares
Aggregated price: GBP 50,512.57
- e) Date of the transaction 2023-07-27
- f) Place of the transaction London Stock Exchange (XLON)

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