

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 31 July 2024 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 31 July 2027 unless otherwise stated. The adjusted free cash flow target range for the awards vesting is €7.5bn (threshold) to €9.5bn (maximum), including free cash flow from Vodafone Italy in the financial year 2024/25, with details of the relative total shareholder return and ESG targets being found in the Company's 2024 Annual Report available at [vodafone.com/ar2024](https://www.vodafone.com/ar2024). 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
 - 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\$0.20²⁰/₂₁ 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 0.7314 | Volume(s)
8,545,255 |
| d) Aggregated information: volume, Price | Aggregated volume: 8,545,255 Ordinary shares
Aggregated price: GBP 6,249,999.51 | |
| e) Date of the transaction | 2024-07-31 | |
| f) Place of the transaction | Outside a trading venue | |

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Luka Mucic
- 2 Reason for the notification
 - a) Position/status Vodafone Group 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)	Volume(s)
GBP 0.7314	4,675,963
 - d) Aggregated information: volume, Price Aggregated volume: 4,675,963 Ordinary shares
Aggregated price: GBP 3,419,999.34
 - e) Date of the transaction 2024-07-31
 - f) Place of the transaction Outside a trading venue

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Marika Auramo
- 2 Reason for the notification
 - a) Position/status CEO of Vodafone Business
 - 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 0.7314 | Volume(s)
3,007,929 |
| d) Aggregated information: volume, Price | Aggregated volume: 3,007,929 Ordinary shares
Aggregated price: GBP 2,199,999.27 | |
| e) Date of the transaction | 2024-07-31 | |
| f) Place of the transaction | Outside a trading venue | |

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

a) Name Maaïke de Bie

2 Reason for the notification

a) Position/status 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)
GBP 0.7314
Volume(s)
2,816,516

d) Aggregated information: volume, Price
Aggregated volume: 2,816,516 Ordinary shares
Aggregated price: GBP 2,059,999.80

e) Date of the transaction
2024-07-31

f) Place of the transaction
Outside a trading venue

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

a) Name Ahmed Essam

2 Reason for the notification

- a) Position/status Executive Chairman Vodafone Germany and CEO European Markets
- 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 0.7314	4,101,722
 - d) Aggregated information: volume, Price Aggregated volume: 4,101,722 Ordinary shares
Aggregated price: GBP 2,999,999.47
 - e) Date of the transaction 2024-07-31
 - f) Place of the transaction Outside a trading venue

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Shameel Joosub
- 2 Reason for the notification
- a) Position/status CEO Vodacom Group
- 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 0.7314	854,168
 - d) Aggregated information: volume, Price Aggregated volume: 854,168 Ordinary shares
Aggregated price: GBP 624,738.48
 - e) Date of the transaction 2024-07-31
 - 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 0.7314	2,816,516
 - d) Aggregated information: volume, Price Aggregated volume: 2,816,516 Ordinary shares
Aggregated price: GBP 2,059,999.80
 - e) Date of the transaction 2024-07-31
 - 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 Chief 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 0.7314	2,816,516
 - d) Aggregated information: volume, Price Aggregated volume: 2,816,516 Ordinary shares
Aggregated price: GBP 2,059,999.80
 - e) Date of the transaction 2024-07-31
 - 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 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 0.7314	2,533,429
 - d) Aggregated information: volume, Price Aggregated volume: 2,533,429 Ordinary shares
Aggregated price: GBP 1,852,949.97
 - e) Date of the transaction 2024-07-31
 - 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 CEO Vodafone Investments
 - 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 0.7314	3,664,205
 - d) Aggregated information: volume, Price Aggregated volume: 3,664,205 Ordinary shares
Aggregated price: GBP 2,679,999.54
 - e) Date of the transaction 2024-07-31
 - 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 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 0.7314	3,336,067
 - d) Aggregated information: volume, Price Aggregated volume: 3,336,067 Ordinary shares
Aggregated price: GBP 2,439,999.40
 - e) Date of the transaction 2024-07-31
 - f) Place of the transaction Outside a trading venue

A conditional award of shares was granted to the below participant on 31 July 2024 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 31 July 2026. The award also attracts dividend equivalent awards.

- 1 Details of the person discharging managerial responsibilities/person closely associated
 - a) Name Marika Auramo
- 2 Reason for the notification
 - a) Position/status CEO of Vodafone Business
 - 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) GBP 0.7314	Volume(s) 1,503,964
d) Aggregated information: volume, Price	Aggregated volume: 1,503,964 Ordinary shares Aggregated price: GBP 1,099,999.27	
e) Date of the transaction	2024-07-31	
f) Place of the transaction	Outside a trading venue	

A conditional award of shares was granted to the below participant on 31 July 2024 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 the Vodafone Group and on the satisfaction of performance conditions approved by the Remuneration Committee and will vest on 31 July 2027. 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	Ahmed Essam
2	Reason for the notification	
a)	Position/status	Executive Chairman Vodafone Germany and CEO European Markets
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 and Group performance.
c)	Price(s) and volume(s)	Price(s) GBP 0.7314
		Volume(s) 4,101,722
d)	Aggregated information: volume, Price	Aggregated volume: 4,101,722 Ordinary shares Aggregated price: GBP 2,999,999.47
e)	Date of the transaction	2024-07-31
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 Aldo Bisio
- 2 Reason for the notification
 - a) Position/status Chief Commercial Officer and CEO Vodafone Italy
 - 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.
Sale of shares to satisfy tax withholding obligations.
 - c) Price(s) and volume(s)

Price(s)	Volume(s)
GBP nil	603,416
GBP 0.733398	250,101
 - d) Aggregated information: volume, Price

Aggregated volume of shares acquired: 603,416 Ordinary shares
Aggregated price of shares acquired: GBP nil

Aggregated volume of shares sold: 250,101 Ordinary shares
Aggregated price of shares sold: GBP 183,423.57
 - e) Date of the transaction 2024-07-29
 - f) Place of the transaction London Stock Exchange (XLON)

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