

No 2227940

The Companies Act 2006
Company Limited by Shares

Written Resolution
of
VODAFONE UK LIMITED
Circulated 8 October 2008

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is proposed as a special resolution ('the Resolution')

Special Resolution

THAT Article 14 in the Company's existing Articles of Association be deleted and replaced with the following new Article numbered 14

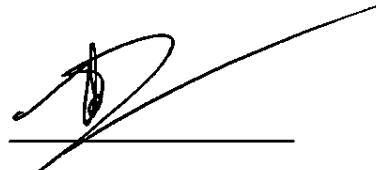
"14

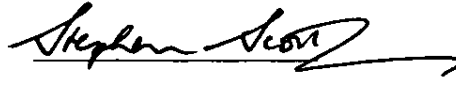
- 14.1 For the purposes of Section 175 of the Companies Act 2006, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that Section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 14.2 Authorisation of a matter under paragraph 14.1 above shall be effective only if
- (a) the matter in question shall have been proposed in writing for consideration at a meeting of the Directors, in accordance with the board of Directors' normal procedures or in such other manner as the Directors may determine,
 - (b) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director ("together the Interested Directors"), and
 - (c) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted
- 14.3 If a question arises at a meeting of the Directors, or of a committee, as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director, other than the chairman, is to be final and conclusive
- 14.4 Any authorisation of a matter under paragraph 14.1 above extends to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised

- 145 Any authorisation of a matter under paragraph 141 above shall be subject to such conditions or limitations as the Directors may determine, whether at the time such authorisation is given or subsequently and may be terminated by the Directors at any time. A director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation.
- 146 This article does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company."

AGREEMENT

Please read the notes below before signifying your agreement to the Resolution. The undersigned, being entitled to vote on the Resolution on 8 October 2008, hereby irrevocably agrees to the Resolution.

X 
Signed on behalf of
Vodafone Nominees Limited


Signed on behalf of
Vodafone Group Plc

Date 9 October 2008

Date 9 October 2008

This resolution will expire 28 days after it is circulated unless sufficient agreement is received to pass it. If you intend to support the Resolution, please ensure that your agreement reaches us before that time.

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating it where indicated above and returning it to the Company Secretary.
- 2 If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.