



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

BARCLAYS
709133
& 75x5

363a

Annual Return

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

Date of this return (See note 1)

The information in this return is made up to

Day	Month	Year
15	04	2000

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year
15	04	2001

Registered Office (See note 3)

Show here the address at the date of this return.

THE COURTYARD

2-4 LONDON ROAD

Any change of
registered office
must be notified
on form 287.

Post town

NEWBURY

County / Region

BERKSHIRE

Postcode

RG14 1JX

Principal business activities

(See note 4)

Show trade classification code number(s)
for the principal activity or activities.

7415

If the code number cannot be determined,
give a brief description of principal activity.

HOLDING COMPANY



A21
COMPANIES HOUSE

0407
29/04/00

Form revised July 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Register of members (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town
County / Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town
County / Region

Postcode

Company type (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please mark the appropriate box

Company Secretary (See notes 8)

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title

Forename(s)

Surname

* Voluntary details. Previous forename(s)

Previous surname(s)

Address

Details of a new company secretary must be notified on form 288a.

* Honours etc

STEPHEN ROY

SCOTT

18 TOMLINSON DRIVE

FINCHAMPSTEAD

WOKINGHAM

County / Region

BERKSHIRE

Postcode

RG40 3NZ

Country

ENGLAND

Usual residential

address must be given. In the case of a corporation, give the registered or principal office address.

Directors (See notes 8)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		0	6	0	3	1	9	5	4
Forename(s)	PETER RICHARD								
Surname	BAMFORD								
Previous forename(s)									
Previous surname(s)									
Address	4 SEASONS								
	BAKERS FARM								
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	CERNEY WICK							
	County / Region	GLOUCESTERSHIRE				Postcode	GL7 5QJ		
	Country	ENGLAND				Nationality	BRITISH		
Business occupation	DIRECTOR								
Other directorships	(See continuation sheet).								

* Voluntary details.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		2	7	0	5	1	9	6	3
Forename(s)	PAULINE ANN								
Surname	BEST								
Previous forename(s)									
Previous surname(s)									
Address	HONEYSUCKLE COTTAGE								
	SUTTON LANE								
	SUTTON								
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEAR WITNEY							
	County / Region	OXFORDSHIRE				Postcode	OX8 1RU		
	Country	ENGLAND				Nationality	BRITISH		
Business occupation	HUMAN RESOURCES DIRECTOR								
Other directorships	(See continuation sheet).								

Issued share capital (See note 9)

Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e Number of shares issued multiplied by nominal value per share)
ORDINARY SHARES	1,560,000,002	£1,560,000,002.000
Totals	1,560,000,002	£1,560,000,002.000

List of past and present members

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper

in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐
Elective resolutions

(Private companies only)

(see note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box


☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐
Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

26 April 00

† Please delete as appropriate.

† a director /secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes

17

continuation sheets.

(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

MR M D PRUDDEN
ASSISTANT COMPANY SECRETARY
VODAFONE AIRTOUCH GROUP SERVICES LIMITED
THE COURTYARD
2-4 LONDON ROAD
NEWBURY
BERKSHIRE
RG14 1JX

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title	PROFESSOR SIR			Day	Month	Year						
	* Honours etc				Date of birth	1	7	0	9	1	9	3	8
	Forename(s)	ALEC NIGEL											
	Surname	BROERS											
	Previous forename(s)												
	Previous surname(s)												
Address	5 LATHAM ROAD												
	Post town	CAMBRIDGE											
	County / Region	CAMBRIDGESHIRE						Postcode	CB2 2EG				
	Country	ENGLAND						Nationality	BRITISH				
	Business occupation	VICE-CHANCELLOR											
	Other directorships	(See continuation sheet).											

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Name	* Style / Title				Day	Month	Year						
	* Honours etc				Date of birth	2	8	0	6	1	9	5	8
	Forename(s)	PAUL MICHAEL											
	Surname	DONOVAN											
	Previous forename(s)												
	Previous surname(s)												
Address	HILLSIDE												
	COKES LANE												
	Post town	CHALFONT ST CULES											
	County / Region	BUCKINGHAMSHIRE						Postcode	HP8 4TA				
	Country	ENGLAND						Nationality	BRITISH				
	Business occupation	DIRECTOR											
	Other directorships	None											

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	0	0
		5	1	9
		4	8	
Forename(s)	CHRISTOPHER CHARLES			
Surname	GENT			
Previous forename(s)				
Previous surname(s)				
Address	BOCKHAMPTON MANOR			
Post town	LAMBOURN			
County / Region	BERKSHIRE	Postcode	RG17 7LS	
Country	ENGLAND	Nationality	BRITISH	
Business occupation	COMPANY DIRECTOR			
Other directorships	(See continuation sheet).			

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		2	8	1
		1	1	1
		9	4	9
Forename(s)	IAN			
Surname	GRAY			
Previous forename(s)				
Previous surname(s)				
Address	61 BATHURST MEWS			
Post town	LONDON			
County / Region		Postcode	W2 2SB	
Country	ENGLAND	Nationality	BRITISH	
Business occupation	DIRECTOR			
Other directorships	(See continuation sheet).			

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth	1 8	0 3 1 9 5 9
Forename(s)	ANDREW NIGEL			
Surname	HALFORD			
Previous forename(s)				
Previous surname(s)				
Address	THE OXDROVE HOUSE			
	BURGHCLERE			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEWBURY		
	County / Region	Postcode	BERKSHIRE RG20 9HJ	
	Country	Nationality	ENGLAND BRITISH	
Business occupation	DIRECTOR			
Other directorships	(See continuation sheet).			

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth	1 8	0 9 1 9 5 6
Forename(s)	ALAN PAUL			
Surname	HARPER			
Previous forename(s)				
Previous surname(s)				
Address	SPEEN HOUSE			
	SPEEN			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEWBURY		
	County / Region	Postcode	BERKSHIRE RG20 8EP	
	Country	Nationality	ENGLAND BRITISH	
Business occupation	GROUP COMMERCIAL DIRECTOR			
Other directorships	(See continuation sheet).			

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year
	* Honours etc			1	0	0
				2	1	9
				6	2	
	Forename(s)	TIMOTHY JAMES				
	Surname	HARRABIN				
	Previous forename(s)					
	Previous surname(s)					
Address	JASMINE HOUSE					
	THE FIRS					
	INKPEN					
	Post town	READING				
	County / Region	BERKSHIRE	Postcode	RG17 9PT		
	Country	ENGLAND	Nationality	BRITISH		
	Business occupation	DIRECTOR				
	Other directorships	None				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc			3	0	1
				1	1	1
				9	4	8
	Forename(s)	DAVID LESLIE				
	Surname	JONES				
	Previous forename(s)					
	Previous surname(s)					
Address	THREE OAKS BARN					
	Post town	PLAISTOW				
	County / Region	WEST SUSSEX	Postcode	RH14 0PY		
	Country	ENGLAND	Nationality	BRITISH		
	Business occupation	COMPANY DIRECTOR				
	Other directorships	(See continuation sheet).				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title	LORD MACLAURIN OF		
		Day	Month	Year
* Honours etc		Date of birth		
		3	0	0
		3	1	9
		3	7	
Forename(s)		- IAN CHARTER		
Surname		MACLAURIN		
Previous forename(s)				
Previous surname(s)				
Address		LONGDENE		
		OLD LANE		
Post town		KNEBWORTH		
County / Region		HERTFORDSHIRE	Postcode	SG3 6AF
Country		ENGLAND	Nationality	BRITISH
Business occupation		COMPANY DIRECTOR		
Other directorships		(See continuation sheet).		

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	0	0
		9	1	9
		4	8	
Forename(s)		KENNETH ROY		
Surname		MCGEORGE		
Previous forename(s)				
Previous surname(s)				
Address		PIGSHILL VIEW		
		MANOR LANE		
		BAYDON		
Post town		MARLBOROUGH		
County / Region		WILTSHIRE	Postcode	SN8 2JD
Country		ENGLAND	Nationality	BRITISH
Business occupation		COMPANY DIRECTOR		
Other directorships		(See continuation sheet).		

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year
				1	1	0
	* Honours etc			7	1	9
				4	7	
	Forename(s)	JOHN RICHARD				
	Surname	MILLER				
	Previous forename(s)					
	Previous surname(s)					
Address	3 PROSPECT COURT					
	THORNER					
	Post town	LEEDS				
	County / Region	YORKSHIRE	Postcode	LS14 3JW		
	Country	ENGLAND	Nationality	BRITISH		
	Business occupation	DIRECTOR				
	Other directorships	(See continuation sheet).				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Name	* Style / Title			Day	Month	Year
				1	3	0
	* Honours etc			3	1	9
				5	5	
	Forename(s)	ALAN GRAHAM				
	Surname	WARD				
	Previous forename(s)					
	Previous surname(s)					
Address	7 DALE CLOSE					
	LITTLETON					
	Post town	WINCHESTER				
	County / Region	HAMPSHIRE	Postcode	SO22 6RA		
	Country	ENGLAND	Nationality	BRITISH		
	Business occupation	DIRECTOR				
	Other directorships	(See continuation sheet).				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

Current directorships for PETER RICHARD BAMFORD

AAA (MCR) LTD
ASTEC COMMUNICATIONS LIMITED
FAZELYNIA LIMITED
PEOPLES PHONE LIMITED
VODACALL LIMITED
VODAFONE (SCOTLAND) LIMITED
VODAFONE AIRTOUCH PLC
VODAFONE CENTRAL SERVICES LIMITED
VODAFONE CONNECT LIMITED
VODAFONE DISTRIBUTION LIMITED
VODAFONE LIMITED
VODAFONE M.C. MOBILE SERVICES LIMITED
VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED
VODAFONE PLOT A LIMITED
VODAFONE PLOT B LIMITED
VODAFONE PLOT C LIMITED
VODAFONE PLOT D LIMITED
VODAFONE PLOT E LIMITED
VODAFONE PLOT F LIMITED
VODAFONE PLOT G LIMITED
VODAFONE PROPERTY INVESTMENTS LIMITED
VODAFONE PROPERTY MANAGEMENT LIMITED
VODAFONE RETAIL (HOLDINGS) LIMITED
VODAFONE RETAIL LIMITED

Past directorships for PETER RICHARD BAMFORD

TALKLAND RETAIL LIMITED (31-Mar-2000)

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

VODAFONE AIRTOUCH GLOBAL COMMERCIAL SERVICES LIMITED (31-Mar-2000)

W H SMITH GROUP PLC (11-Apr-1997)

W H SMITH LIMITED (11-Apr-1997)

Current directorships for PAULINE ANN BEST

VODAFONE LIMITED

VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED

VODAFONE PLOT A LIMITED

VODAFONE PLOT B LIMITED

VODAFONE PLOT C LIMITED

VODAFONE PLOT D LIMITED

VODAFONE PLOT E LIMITED

VODAFONE PLOT F LIMITED

VODAFONE PLOT G LIMITED

VODAFONE PROPERTY INVESTMENTS LIMITED

VODAFONE PROPERTY MANAGEMENT LIMITED

Past directorships for PAULINE ANN BEST

ASTEC COMMUNICATIONS LIMITED (30-Apr-1998)

PEOPLES PHONE LIMITED (30-Apr-1998)

TALKLAND RETAIL AUSTRALIA LIMITED (01-Apr-1998)

TALKLAND RETAIL LIMITED (30-Apr-1998)

VODAFONE RETAIL (HOLDINGS) LIMITED (30-Apr-1998)

VODAFONE RETAIL LIMITED (30-Apr-1998)

Current directorships for PROFESSOR SIR ALEC NIGEL BROERS

CAMBRIDGE NETWORK LIMITED

VODAFONE AIRTOUCH PLC

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

Past directorships for PROFESSOR SIR ALEC NIGEL BROERS

CHURCHILL RESIDENTS PLC (31-Dec-1998)

LUCAS INDUSTRIES PLC (31-Dec-1996)

Current directorships for CHRISTOPHER CHARLES GENT

HAWTHORN LESLIE LIMITED

TALKLAND INTERNATIONAL LIMITED

TASKONLY LIMITED

VODAFONE AIRTOUCH PLC

VODAFONE INVESTMENTS LIMITED

VODAFONE OVERSEAS HOLDINGS LIMITED

VODAFONE WORLDWIDE HOLDINGS LIMITED

Past directorships for CHRISTOPHER CHARLES GENT

AIR CALL HOLDINGS LIMITED (02-Jan-1997)

AIR CALL SITES LIMITED (02-Jan-1997)

ASTEC COMMUNICATIONS LIMITED (30-Apr-1997)

CARTEL LEASING LIMITED (16-Dec-1997)

COMPANY NUMBER 874784 LIMITED (02-Jan-1997)

DIGITAL MOBILE COMMUNICATIONS LIMITED (02-Jan-1997)

PEOPLES PHONE LIMITED (01-Jul-1997)

VODACALL LIMITED (01-Jul-1997)

VODAFONE CONNECT LIMITED (01-Jul-1997)

VODAFONE DISTRIBUTION LIMITED (01-Jul-1999)

VODAFONE PAGING LIMITED (02-Jan-1997)

VODAFONE RETAIL LIMITED (01-Jul-1997)

VODAZAP LIMITED (02-Jan-1997)

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

Current directorships for IAN GRAY

61 BATHURST MEWS W2 LIMITED

AIRETEL LIMITED

ASTEC COMMUNICATIONS LIMITED

CAPITAL MANAGEMENT LIMITED

CELLCOVER LIMITED

CELLULAR WHOLESALE LIMITED

DESIGNCALL LIMITED

EUROPA FINANCE LIMITED

EUROPA GROUP LIMITED

EUROPA LEASING LIMITED

IES TELECOM LIMITED

INTERCOMM CELLULAR LIMITED

INTERNATIONAL COMMUNICATIONS GROUP LIMITED

INTERNATIONAL COMMUNICATIONS RETAIL LIMITED

INTERNATIONAL COMMUNICATIONS SERVICES LIMITED

JAYSCOTT LIMITED

MERGEKO LIMITED

MOBILE COMMUNICATIONS UK LIMITED

OCC LEASING LIMITED

PEOPLES PHONE LIMITED

PINNACLE AIR TIME LIMITED

PINNACLE CELLULAR GROUP LIMITED

PINNACLE CELLULAR LIMITED

PINNACLE PAGING LIMITED

PINNACLE PHONE SERVICES LIMITED

PINNACLE SERVICE CENTRE LIMITED

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

PORTABLE DATA COMMUNICATIONS LIMITED

TALKLAND AIRTIME SERVICES LIMITED

TALKLAND COMMUNICATIONS LIMITED

TALKLAND LIMITED

TALKLAND MIDLANDS LIMITED

TALKLAND RETAIL LIMITED

TALKLAND SCOTLAND LIMITED

TALKLAND TELECOMMUNICATIONS LIMITED

VODAFONE (SCOTLAND) LIMITED

VODAFONE RETAIL (HOLDINGS) LIMITED

VODAFONE RETAIL LIMITED

WOODEND CELLULAR LIMITED

WOODEND COMMUNICATIONS LIMITED

WOODEND GROUP LIMITED

WOODEND HOLDINGS LIMITED

WORLDWIDE CONNECTIONS LIMITED

Past directorships for IAN GRAY

ACCENT HOME STYLE LIMITED (31-Oct-1996)

BAKERS HOUSEHOLD STORES LIMITED (31-Oct-1996)

BARNSELY CABLE COMMUNICATIONS LIMITED (03-Sep-1998)

BIRMINGHAM CABLE CORPORATION LIMITED (31-Oct-1998)

BRADFORD CABLE COMMUNICATIONS LIMITED (03-Sep-1998)

BROWN & JACKSON (PLANT HIRE) LIMITED (31-Oct-1996)

BROWN & JACKSON (PROPERTIES) LIMITED (31-Oct-1996)

BROWN & JACKSON (RETAIL) LIMITED (31-Oct-1996)

BROWN & JACKSON (WHOLESALE 1994) LIMITED (31-Oct-1996)

BROWN & JACKSON ENTERPRISES PROPERTIES (MANCHESTER) LIMITED (31-Oct-1996)

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

BROWN & JACKSON ENTERPRISES PROPERTIES (MIDLANDS) LIMITED (31-Oct-1996)

BROWN & JACKSON PLC (31-Oct-1996)

CRIPPS & LEE LIMITED (31-Oct-1996)

DONCASTER CABLE COMMUNICATIONS LIMITED (03-Sep-1998)

EGH HOLDINGS LIMITED (31-Oct-1996)

FASTRAK LIMITED (03-Sep-1998)

FILEGALE LIMITED (03-Sep-1998)

GENERAL CABLE HOLDINGS LIMITED (03-Sep-1998)

GENERAL CABLE PLC (03-Sep-1998)

GENERAL TELECOMMUNICATIONS LIMITED (03-Sep-1998)

GOLDENSLANT LIMITED (31-Oct-1996)

HALIFAX CABLE COMMUNICATIONS LIMITED (03-Sep-1998)

IMMINUS LIMITED (03-Sep-1998)

MARTIN RAYMOND LIMITED (31-Oct-1996)

MAYFAIR WAY MANAGEMENT LIMITED (03-Sep-1998)

NORTHERN CREDIT LIMITED (03-Sep-1998)

PENNYWISE STORES LIMITED (31-Oct-1996)

PHANTOMTHUNDER LIMITED (31-Oct-1996)

POUNDSTRECHER (NI) LIMITED (31-Oct-1996)

POUNDSTRECHER HOLDINGS LIMITED (31-Oct-1996)

POUNDSTRECHER LIMITED (31-Oct-1996)

POUNDSTRECHER LOTTERY COMPANY LIMITED (31-Oct-1996)

POUNDSTRECHER PROPERTIES (NO.1) LIMITED (31-Oct-1996)

POUNDSTRECHER PROPERTIES LIMITED (31-Oct-1996)

POUNDSTRECHER STORES LIMITED (31-Oct-1996)

RAREHAND LIMITED (31-Oct-1996)

ROTHERHAM CABLE COMMUNICATIONS LIMITED (03-Sep-1998)

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

SHEFFIELD CABLE COMMUNICATIONS LIMITED (03-Sep-1998)
STANDON INVESTMENTS LIMITED (31-Oct-1996)
THE CABLE CORPORATION LIMITED (03-Sep-1998)
THE YORKSHIRE CABLE GROUP LIMITED (03-Sep-1998)
THOMS HOUSEHOLD STORES LIMITED (31-Oct-1996)
TRANSACTION NETWORK SERVICES (UK) LIMITED (05-Oct-1998)
WAKEFIELD CABLE COMMUNICATIONS LIMITED (03-Sep-1998)
YORKSHIRE CABLE COMMUNICATIONS LIMITED (03-Sep-1998)
YORKSHIRE CABLE FINANCE LIMITED (03-Sep-1998)
YORKSHIRE CABLE LIMITED (03-Sep-1998)
YORKSHIRE CABLE PROPERTIES LIMITED (03-Sep-1998)
YORKSHIRE CABLE TELECOM LIMITED (03-Sep-1998)

Current directorships for ANDREW NIGEL HALFORD

VODAFONE CENTRAL SERVICES LIMITED
VODAFONE DISTRIBUTION LIMITED
VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED
VODAFONE PLOT A LIMITED
VODAFONE PLOT B LIMITED
VODAFONE PLOT C LIMITED
VODAFONE PLOT D LIMITED
VODAFONE PLOT E LIMITED
VODAFONE PLOT F LIMITED
VODAFONE PLOT G LIMITED
VODAFONE PROPERTY INVESTMENTS LIMITED
VODAFONE PROPERTY MANAGEMENT LIMITED

Past directorships for ANDREW NIGEL HALFORD

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

VODAFONE AIRTOUCH GLOBAL COMMERCIAL SERVICES LIMITED (31-Mar-2000)

Current directorships for ALAN PAUL HARPER

AIR CALL HOLDINGS LIMITED

AIR CALL SITES LIMITED

DIGITAL MOBILE COMMUNICATIONS LIMITED

VODAFONE LIMITED

VODAFONE OLD SHOW GROUND SITE MANAGEMENT LIMITED

VODAFONE PAGING (HOLDINGS) LIMITED

VODAFONE PAGING LIMITED

VODAFONE PLOT A LIMITED

VODAFONE PLOT B LIMITED

VODAFONE PLOT C LIMITED

VODAFONE PLOT D LIMITED

VODAFONE PLOT E LIMITED

VODAFONE PLOT F LIMITED

VODAFONE PLOT G LIMITED

VODAFONE PROPERTY INVESTMENTS LIMITED

VODAFONE PROPERTY MANAGEMENT LIMITED

VODAZAP LIMITED

Past directorships for ALAN PAUL HARPER

ASTEC COMMUNICATIONS LIMITED (01-Jul-1997)

COMPANY NUMBER 874784 LIMITED (24-Mar-2000)

MARTIN DAWES TELECOMMUNICATIONS LIMITED (17-Dec-1999)

THE MARBLE WAREHOUSE COMPANY LIMITED (31-Dec-1997)

Current directorships for DAVID LESLIE JONES

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

AAA (EURO) LIMITED

AAA (MCR) LTD

AAA (TELECOM) LIMITED

AAA (UK) LIMITED

CARTEL LEASING LIMITED

E.C.T. CELLULAR LIMITED

ECT COMMUNICATIONS LIMITED

EMTEL EUROPE PLC

LONDON CAR TELEPHONES LIMITED

MOBILE PHONE CENTRE LIMITED

P.C.P. (NORTH WEST) LIMITED

PINNACLE TELEPHONE LIMITED

SCT CELLULAR LIMITED

TACTICAFTER LIMITED

THE POCKETPHONE WAREHOUSE LIMITED

UNIQUEAIR LIMITED

VHL COMMUNICATIONS LIMITED

VODACALL LIMITED

VODAFONE CONNECT LIMITED

Past directorships for DAVID LESLIE JONES

PEOPLES PHONE LIMITED (01-Jul-1997)

Current directorships for LORD MACLAURIN OF KNEBWORTH - IAN CHARTER MACLAURIN

BROCKET HALL LIMITED

VODAFONE AIRTOUCH PLC

WHITBREAD PLC

Past directorships for LORD MACLAURIN OF KNEBWORTH - IAN CHARTER MACLAURIN

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

GLENEAGLES HOTELS PLC (19-Nov-1997)

NATIONAL WESTMINSTER BANK PLC (13-Feb-1997)

TESCO PLC (06-Jun-1997)

Past directorships for KENNETH ROY MCGEORGE

AIR CALL HOLDINGS LIMITED (31-Oct-1998)

AIR CALL SITES LIMITED (31-Oct-1998)

ASTEC COMMUNICATIONS LIMITED (01-Aug-1997)

COMPANY NUMBER 874784 LIMITED (31-Oct-1998)

DIGITAL MOBILE COMMUNICATIONS LIMITED (31-Oct-1998)

NAT COMM AIR LIMITED (01-Aug-1997)

VODAFONE DISTRIBUTION LIMITED (01-Jul-1999)

VODAFONE M.C. MOBILE SERVICES LIMITED (31-Mar-2000)

VODAFONE PAGING (HOLDINGS) LIMITED (31-Oct-1998)

VODAFONE PAGING LIMITED (31-Oct-1998)

VODAZAP LIMITED (31-Oct-1998)

Current directorships for JOHN RICHARD MILLER

VODAFONE CENTRAL SERVICES LIMITED

Current directorships for ALAN GRAHAM WARD

CARPHONES OF EUROPE LIMITED

GLOBAL CELLULAR RENTAL LIMITED

NAT COMM AIR LIMITED

VODAFONE HIRE SOLUTIONS LIMITED

VODAFONE M.C. MOBILE SERVICES LIMITED

Please complete in typescript,
or in bold black capitals.

**List of past and present members
Schedule to form 363a and 363b**

CHFP055

Company Number 2227940

Company Name in full VODAFONE UK LIMITED

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since
the date of the last return (or in the case of the
first return, since the incorporation of the
company) by
(a) persons who are still members, and
(b) persons who have ceased to be members.

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
VODAFONE AIRTOUCH PLC				
THE COURTYARD, 2-4 LONDON ROAD, NEWBURY, BERKSHIRE, RG14 1JX, ENGLAND.				
ORDINARY SHARES	1,560,000,001			
VODAFONE NOMINEES LIMITED				
THE COURTYARD, 2-4 LONDON ROAD, NEWBURY, BERKSHIRE, RG14 1JX, ENGLAND.				
ORDINARY SHARES	1			