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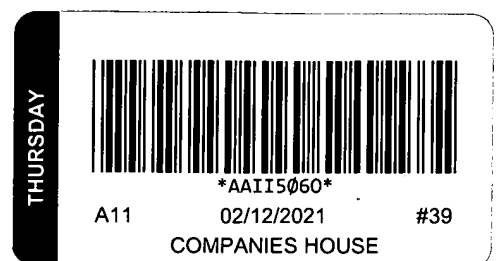
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VODAFONE UK LIMITED

Company No: 02227940

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021



VODAFONE UK LIMITED
Company No: 02227940

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VODAFONE UK LIMITED
Company No: 02227940

REPORT OF THE DIRECTORS

The directors submit their annual report and unaudited financial statements for Vodafone UK Limited (the 'Company') for the financial year ended 31 March 2021.

Principal activity and future developments

The Company's principal activity during the year continued to be that of an investment holding company. The directors do not anticipate that the business of the Company will change in the foreseeable future.

The Company has met the requirements in the Companies Act 2006 to obtain the exemption from the need to present a strategic report.

Results and dividends

The profit and loss account is set out on page 4 of the financial statements. For the year ended 31 March 2021, there was a profit on ordinary activities after taxation of £21,870,000 (2020: £184,717,000) due to dividends received from the liquidation of dormant entities.

The directors do not recommend the payment of a dividend (2020: £nil).

Directors

The directors of the Company, who served throughout the year and to the date of this report, unless otherwise indicated, are as follows:

Emanuele Tournon	
Ahmed Essameldin Ahmed Aboushelbaya	(appointed on 15 February 2021)
Nick Jeffery	(resigned on 15 February 2021)
Helen Lamprell	(resigned on 15 September 2021)

Financial risk management

The Company follows Group policy to manage its financial risks, which include liquidity risk, market risk (interest rate management) and credit risk. The Group's treasury function provides a centralised service to the Group, including the Company, and follows a framework of policies and guidelines authorised and reviewed annually by the Group's management. The term 'Group' in this context and where used elsewhere in these reports and financial statements means Vodafone Group Plc and its subsidiaries and associated companies.

There has been no significant change during the financial year to the types of financial risks faced by the Company, or the Company's approach to the management of those risks.

Further details of the Group's policies can be found in the annual report and financial statements of Vodafone Group Plc, the ultimate parent undertaking, for the year ended 31 March 2021, which does not form part of this report.

Registered office

The registered office of the Company is Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.

VODAFONE UK LIMITED
Company No: 02227940

REPORT OF THE DIRECTORS (continued)

Going concern

The directors are satisfied that, at the time of approving the financial statements, it is appropriate to adopt the *going concern basis in preparing the financial statements*. On the basis of their assessment of the Company's financial position, the factors likely to affect its future development and performance, and the enquiries made of the directors of Vodafone Group Plc, who is its ultimate parent, the Company's directors have no reason to believe that a material uncertainty exists that may cast doubt about the ability of the Vodafone Group Plc to continue as a going concern. Accordingly, they expect that the Company will be able to continue in operational existence for the foreseeable future and hence continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

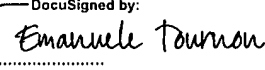
- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 102, have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Indemnification of directors

In accordance with the Company's articles of association and to the extent permitted by law, the directors may be granted an indemnity from the Company in respect of liabilities incurred as a result of their office. In respect of those matters for which the directors may not be indemnified, Vodafone Group Plc maintained a directors' and officers' liability insurance policy throughout the financial year. This policy is renewed annually in August. Neither the Company's indemnity nor the insurance provides cover in the event that the director is proven to have acted dishonestly or fraudulently.

The report of the directors was approved by the Board on 23 September 2021 and signed on its behalf by:

DocuSigned by:

90E37693635B48B
Emanuele Tournon
Director

VODAFONE UK LIMITED
Company No: 02227940

INCOME STATEMENT

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 £'000	2020 £'000
Impairment of investments	5	(265,997)	(210,000)
Finance income	3	3,866	26,309
Investment income		284,736	373,407
Profit on ordinary activities before taxation		22,605	189,716
Income tax charge on ordinary activities	4	(735)	(4,999)
Profit for the financial year		<u>21,870</u>	<u>184,717</u>

The Company has no other recognised gains or losses in the current or preceding year and therefore no separate statement of other comprehensive income has been presented.

The results above are derived from continuing operations.

The accompanying notes are an integral part of these financial statements.

VODAFONE UK LIMITED
Company No: 02227940

BALANCE SHEET

AT 31 MARCH 2021


	Notes	2021 £'000	2020 £'000
FIXED ASSETS			
Investments	5	<u>214,186</u>	<u>480,183</u>
CURRENT ASSETS			
Debtors	6	<u>4,674,259</u>	<u>5,656,089</u>
CURRENT LIABILITIES			
Creditors: amounts falling due within one year	7	<u>(35,325)</u>	<u>(1,305,022)</u>
NET CURRENT ASSETS		<u>4,638,934</u>	<u>4,351,067</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>4,853,120</u>	<u>4,831,250</u>
CAPITAL AND RESERVES			
Called up share capital	8	3,630,000	3,630,000
Reserves		<u>1,223,120</u>	<u>1,201,250</u>
TOTAL SHAREHOLDERS' FUNDS		<u>4,853,120</u>	<u>4,831,250</u>

For the year ended 31 March 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the Board on 23 September 2021 and were signed on its behalf by:

DocuSigned by:

 90E37693635B48B...
 Emanuele Tournon
 Director

The accompanying notes are an integral part of these financial statements.

VODAFONE UK LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2021

	Called up share capital	Profit and loss account	Total Shareholders' funds
	£'000	£'000	£'000
At 1 April 2019	3,630,000	1,016,533	4,646,533
Profit for the financial year	-	184,717	184,717
At 31 March 2020	3,630,000	1,201,250	4,831,250
Profit for the financial year	-	21,870	21,870
At 31 March 2021	3,630,000	1,223,120	4,853,120

VODAFONE UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021

1. Statement of accounting policies

Vodafone UK Limited is a limited liability company incorporated and domiciled in England and Wales (registration number 02227940).

The accounting policies adopted in respect of material items are described below. The accounting policies have been applied on a consistent basis during the current and the preceding year.

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

The financial statements are presented in Sterling (£).

The exemptions available under FRS 102 have been applied to the following items:

- Statement of cash flows and related notes.
- Financial instrument disclosures, including:
 - categories of financial instruments,
 - items of income, expenses, gains or losses relating to financial instruments; and
 - exposure to and management of financial risks.
- Related Party Disclosures

As a wholly owned subsidiary of a company registered in England and Wales, for which consolidated financial statements are prepared, the Company has taken advantage of Section 400 of the Companies Act 2006 and has not prepared consolidated financial statements.

Going concern

The Company continues to adopt the going concern basis in preparing its financial statements.

Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The financial statements do not contain any significant estimates or judgements that would reasonably impact the results and balances presented.

Investments

Investments held as fixed assets are stated at cost less accumulated impairment losses. The performance of investments is reviewed annually at each year end to establish whether there has been an impairment in the value of the investment which would necessitate a provision.

VODAFONE UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1. Statement of accounting policies (continued)

Debtors

Receivables are measured at transaction price, less any impairment. Receivables are written off when management considers them to be irrecoverable.

If collection is expected in one year or less, they are classified as current assets. If not, they are classified as non-current assets.

Cash and cash equivalents

Cash and cash equivalents are amounts held by the Company on a short-term basis having an original maturity of three months or less.

Creditors

Creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

Finance costs

Finance costs attributable to financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid, or recovered, using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

VODAFONE UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

2. Administrative expenses

The directors did not receive any remuneration for their services from the Company in the financial year (2020: £nil).

There were no employees employed directly by the Company during the current or preceding year.

3. Finance income

	2021 £'000	2020 £'000
Interest receivable and similar income:		
Group undertakings	4,859	32,758
Interest payable and similar charges:		
Group undertakings	(993)	(6,449)
	<u>3,866</u>	<u>26,309</u>

4. Income tax charge on ordinary activities

	2021 £'000	2020 £'000
UK corporation tax charge at 19% (2020: 19%)	<u>735</u>	<u>4,999</u>

The standard rate of tax for the financial year, based on the UK standard rate of corporation tax, is 19% (2020: 19%). The actual tax charge for the current and previous year differs from the tax charge at the standard rate for the reasons set out in the following reconciliation:

	2021 £'000	2020 £'000
Profit on ordinary activities before tax	<u>22,605</u>	<u>189,716</u>
Tax on profit on ordinary activities before tax at standard rate of 19% (2020: 19%)	4,295	36,046
Permanent differences	(3,560)	(31,047)
Current tax charge for the year	<u>735</u>	<u>4,999</u>

The tax rate for the current year is 19%. A rate increase in the UK corporation tax rate to 25% was substantively enacted in Finance Act 2021 and will apply to accounting periods starting on or after 1st April 2023.

VODAFONE UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021

5. Investments

	£'000
Cost	
At 1 April 2020	631,376
Disposals	-
At 31 March 2021	<u>631,376</u>
Provisions for impairment	
At 1 April 2020	(151,193)
Impairment	(265,997)
Disposals	-
At 31 March 2021	<u>(417,190)</u>
Net Book Value	
At 31 March 2021	<u>214,186</u>
At 31 March 2020	<u>480,183</u>

In connection with a programme to rationalise certain non-trading subsidiaries, dividends totalling £284,736,000 were received during the year and, as a result, the Company impaired its investments by £265,997,000. A number of the Company's non-trading subsidiary undertakings were also dissolved.

The Company's investments at 31 March 2021 are listed below:

<u>Investment held</u>	<u>Principal activity</u>	<u>Holding and Voting Rights %</u>
AAA (Euro) Limited*	Non-trading	100
Aspective Limited*	Non-trading	100
Cellops Limited*	Non-trading	100
Central Communications Group Limited	Non-trading	100
FB Holdings Limited	Holding company	100
Le Bunt Holdings Limited	Holding company	100
Singlepoint (4U) Limited*	Non-trading	100
Silver Stream Investments Limited	Holding company	100
Vodafone Distribution Holdings Limited	Non-trading	100
Vodafone Property Investments Limited	Property investment	100
Vodafone Hire Limited*	Non-trading	100

VODAFONE UK LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2021****5. Investments (continued)**

<u>Investment held</u>	<u>Principal activity</u>	<u>Holding and Voting Rights %</u>
Vodafone Partner Services Limited	Non-trading	100
Woodend Group Limited**	Non-trading	100
Vodafone Connect Limited*	Non-trading	100
Vodafone Corporate Limited	Non-trading	100
Vodafone Retail (Holdings) Limited	Non-trading	100
Astec Communications Limited*	Non-trading	100
Vodafone (NI) Limited	Non-trading	100
Vodafone Retail Limited*	Non-trading	100
Vodafone Old Show Ground Site Management Limited	Non-trading	100
Vodafone-Central Limited	Non-trading	100
Vodafone (Scotland) Limited	Non-trading	100
Pinnacle Cellular Group Limited	Non-trading	100
Pinnacle Cellular Limited	Non-trading	100

All shareholdings are in ordinary shares, except for Vodafone Partner Services Limited, in which Vodafone UK Limited holds £1 redeemable preference shares.

Companies marked with an asterix were dissolved on 22 June 2021. Companies marked with a double asterix were dissolved on 15 June 2021.

With the exception of FB Holdings Limited, Le Bunt Holdings Limited and Silver Stream Investments Limited, which are Guernsey registered companies, all companies are registered in England and Wales.

6. Debtors

	2021 £'000	2020 £'000
Amounts owed by Group undertakings	4,674,259	5,656,089

Amounts owed by Group undertakings are unsecured and repayable on demand.

VODAFONE UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021

7. Creditors: amounts falling due within one year

	2021 £'000	2020 £'000
Amounts due to Group undertakings	34,590	1,300,026
Group relief payable	735	4,996
	<u>35,325</u>	<u>1,305,022</u>

Amounts owed to Group undertakings are repayable on demand.

8. Called up share capital

	2021 £'000	2020 £'000
Allotted, issued and fully paid:		
3,630,000,002 (2020: 3,630,000,002) ordinary shares of £1 each	<u>3,630,000</u>	<u>3,630,000</u>

9. Related party transactions

The Company is a wholly owned subsidiary of Vodafone Group Plc and has taken advantage of the exemption granted by paragraph 33(2) of FRS102, Related Party Disclosures, not to disclose transactions with Vodafone Group Plc group companies or interests of the Group who are related parties.

10. Ultimate parent company

The immediate and ultimate parent company and controlling entity of Vodafone UK Limited, and the smallest and largest group which prepares consolidated financial statements and of which the Company forms a part, is Vodafone Group Plc, a company registered in England and Wales.

A copy of the financial statements of Vodafone Group Plc for the year ended 31 March 2021 may be obtained from its website www.vodafone.com or from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.