

VODAFONE Court Meeting Date: 2014-01-28

Approval of the scheme of arrangement of the Verizon Wireless Transaction and the Vodafone Italy Transaction.

FOR

Shareholders are being asked to approve the proposed Scheme of Arrangement. It is intended that the Verizon Wireless Transaction, the Return of Value and the Share Consolidation will be implemented by way of a scheme of arrangement, which requires shareholders approval. It is expected that the Vodafone Italy Transaction will be implemented simultaneously.

The transactions were described adequately, i.e. the benefits and the risks are properly discussed. There are no concerns regarding shareholders rights. Also, there are sufficient independent Board members. This provides assurance that the decision to merge was taken with appropriate independence and objectivity. Therefore shareholders are recommended to approve.