

Vodafone Group Plc

Annual Report 2024



FY24 highlights

Progress against our strategic priorities

We have made good initial progress against our strategic priorities, which are focused on Customers, Simplicity and Growth.

We have right-sized our European portfolio for growth.

During the year we announced:



– **UK:** merger of Vodafone UK and Three UK

€8bn – **Italy:** sale of Vodafone Italy to Swisscom

€5bn – **Spain:** sale of Vodafone Spain to Zegona

We are now focused on growing telecommunications markets, where we have strong assets and good scale.

Progress against our strategic priorities:



Customers

	Consumer NPS	Detractors	Revenue market share
Germany	↔	↑	↔
UK	↑	↑	↑
Other Europe	↔	↑	↑
South Africa	↔	↑	↔

Key: ↑ Improved ↓ Deteriorated ↔ Stable

Network quality

Very good reliability in all European markets. German cable network quality recognised in 4 independent tests



Simplicity

Europe opex savings¹

€0.4bn

(FY23 and FY24)

Shared operations NPS

+85%

Productivity¹

c.5k

role reductions

Employee engagement

+75%



Growth²

Organic service revenue growth

+6.3%

Organic adjusted EBITDAaL growth

+2.2%

B2B organic service revenue growth

+5.0%

Adjusted free cash flow

€2.6bn

Pre-tax return on capital employed

+7.5%

Notes:

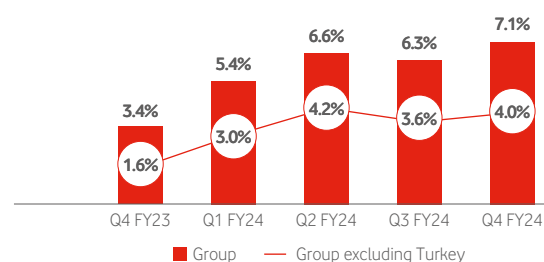
1. Includes Vodafone Italy and Vodafone Spain.

2. These are non-GAAP measures. See page 235 for more information.

FY24 results

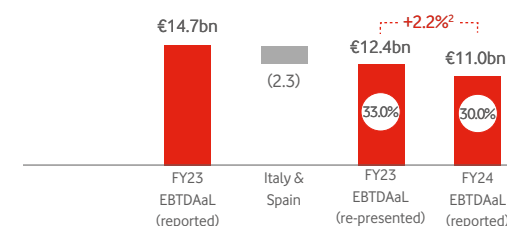
Our financial performance was slightly ahead of expectations for the year.

Organic service revenue growth¹



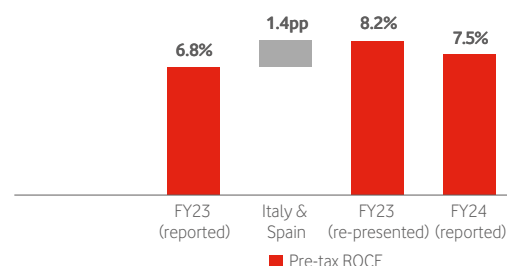
- All segments growing in FY24
- Group growth accelerated in Q4
- Vodafone Business +5.4% growth in Q4

Adjusted EBITDAaL



- On a like-for-like basis +2.2% growth in FY24
- EBITDAaL margin impacted by higher energy costs

Return on capital employed ('ROCE')³



- Higher pre-tax ROCE under the new footprint
- Lower operating profit impacting year-over-year

Full year dividend: 9.0 eurocents per share

Notes:

1. Organic growth. See page 235 for more information.

2. Organic Adjusted EBITDAaL growth.

3. This is a non-GAAP measure. See page 235 for more information.



Click or scan to watch our Group Chief Executive, Margherita Della Valle and Chief Financial Officer provide an update on our FY24 results: investors.vodafone.com/videos



Read more about our financial performance in FY24 on pages 21 to 31

Our customers

We are focused on deepening engagement with our customers to develop long term, valuable and sustainable relationships. We have hundreds of millions of customers across our global footprint, from individual consumers to large multinationals.

How did we engage with them?

- Digital channels, call centres and branded retail stores

What were the key topics raised?

- Easy access to high quality support and shorter resolution times for service related issues
- Better value offers for long-term customers and improved transparency around price increases
- Fast and reliable fixed internet, wider mobile coverage and faster 5G connectivity

How did we respond?

- **B** Customer experience ('CX') is our top priority, with global alignment behind a customer action plan and increased investment to improve experience
- CX boards in all markets, continuously review customer pain points and take action with dedicated budgets
- **B** Increased awareness of customer issues and challenges faced by the frontline through initiatives such as call centre site visits
- Continued to improve digital channel effectiveness and focused on enhancing the service experience delivered by our frontline
- Drove affordability of smartphones and home technology by introducing integrated trade-in, flexible financing and second-life refurbished devices
- Offered support, such as free voice calls and texts, to customers affected by the tragic earthquake in Morocco and the devastating flooding in Libya
- Expanded our 4G and 5G coverage
- Continued progress towards closing the mobile usage gap for people across Europe and Africa
- We completed the world's first space-based 5G call on a conventional smartphone with AST SpaceMobile

Our people

Our people are critical to the successful delivery of our strategy. It is essential that they are engaged and embrace our purpose and values. Throughout the year we focused on a number of areas to ensure that everyone is highly motivated, and we remained focused on wellbeing, diversity and inclusion and employee engagement.

How did we engage with them?

- Regular meetings with managers
- **B** European Employee Consultative Committee
- **B** Vodacom Group Employee Engagement Forum
- **B** Executive Committee discussions
- **B** Internal website, live webinars, newsletters and other communications posted on our internal digital platform called 'workplace'
- **B** Employee Speak Up channel
- **B** Global employee surveys, including onboarding and exit surveys

What were the key topics raised?

- Market mergers and acquisition activity
- Customer feedback
- Performance management and career development
- Succession and talent development
- Global Pulse and Spirit Beat survey actions
- Leadership behaviours to support strategic priorities
- Ownership and active engagement around safety, health and wellbeing, including mental health
- Progress on diversity and inclusion

How did we respond?

- Regularly updated employees on business and trading updates
- Launched advanced and intermediary training for critical skills
- Embedded our new performance management approach
- Updated our succession and talent framework
- Refreshed manager learning and support guides
- Launched a new global senior leadership activation programme
- Remained globally committed to safety, health and wellbeing
- Continued to embed diversity and inclusion through attraction, retention, development, allyship and education

Our suppliers

Our business is helped by 8,000 suppliers who partner with us. These range from start-ups and small businesses to large multinational companies. Our suppliers provide us with the products and services we need to deliver our strategy and connect our customers

How did we engage with them?

- Supplier audits and assessments
- Safety forums, events, conferences and site visits
- Purpose criteria in tenders relating to planet, diversity and safety

What were the key topics raised?

- Driving health and safety standards
- Driving towards net zero emissions in supply chains
- Supplier and product innovation

How did we respond?

- Held quarterly safety forums
- Collaborated with industry peers and suppliers through the Joint Alliance for CSR ('JAC')
- Continued rollout of environmentally-linked supply chain finance programme

Our local communities and non-governmental organisations ('NGOs')

We believe that the long-term success of our business is closely tied to the success of the communities in which we operate. To achieve this, we engage with local communities and international NGOs across our markets.

How did we engage with them?

- Providing relevant products and services
- Collaboration on education, health and inclusive finance projects, and on our humanitarian response to global issues including the cost-of-living crisis and war in Ukraine
- Participation in multi-stakeholder working groups on policy issues at national and international level

What were the key topics raised?

- Increasing access to connectivity and digital services, by closing the digital divide, connecting more women, and connecting SMEs
- Human rights topics
- Environmental topics, including net zero, biodiversity and the circular economy
- Delivery of global and national development goals including the UN Sustainable Development Goals ('SDGs')

Stakeholder engagement (continued)

How did we respond?

- Engaged with the UN Broadband Commission, with Vodacom CEO Shameel Joosub elected as Commissioner
- Co-chaired an area of the International Telecommunication Union's Partner2Connect initiative and contributed to the UN's 'SDG Digital Day'
- Participated in industry working groups covering human rights, smartphone access, digital inclusion and biodiversity
- Engaged with environmental initiatives, including the Science Based Targets initiative, CDP, and our WWF partnership

Governments and regulators

Our relationship with governments and regulators is important and we hope to work together on policies impacting our industry and customers, while also enabling governments and regulators to better understand the positive impact we can have on the environment and communities we operate in.

How did we engage with them?

- **B** Held meetings with EU institutions, governments, elected representatives, international organisations and regulators
- **B** Hosted and participated in workshops and events to improve sector understanding of connectivity and digitalisation; wrote a set of white and non-papers
- **B** Our Chair chairs the European Round Table for Industrialists, which engages with European and global institutions, and governments
- **B** Promoted Vodafone's interests through membership organisations and trade associations

What were the key topics raised?

- Regulatory and policy environment
- Security and supply chain resilience
- Data protection and privacy in regards to artificial intelligence
- Level playing field, sectoral health of the telecommunications sector, market structure, market consolidation and competition
- EU single market for the telecommunications industry

How did we respond?

- Engaged on network investments, design and deployment, allocation of spectrum (especially 6GHz) and the protection of consumers, future of satellite
- Promoted the need for telecommunications supply chain resilience and diversity, including highlighting the important role of OpenRAN
- Engaged with the EU with respect to the data economy, including data protection, digital principles, and data sharing (including the EU AI Act, Cyber Act and Digital Decade targets)
- Participated in the fair share debate through responding to the European Commission consultation on the Future of Connectivity.
- Inputted to the Commission White Paper and upcoming reports on competitiveness and the single market.



Click to read more about our social contract in our investor briefing. The materials set out why a reset of the European regulatory framework is so important; how through our social contract we have taken a leadership role in improving our relationship with governments and policymakers; and what is needed in terms of policy reform: investors.vodafone.com/social-contract

Our investors

Our investors include individual and institutional shareholders as well as debt investors. We maintain an active dialogue with our investors through our extensive investor relations programme.

How did we engage with them?

- **B** Personal meetings, roadshows, conferences
- **B** Annual and interim reports and presentations
- **B** Our investor relations website is used as our primary digital communications tool and is available to all shareholders (institutional and retail), including 13 hours of dedicated video content covering investor events and interviews with Board Directors
- Regulatory News Service ('RNS') announcements
- **B** Annual General Meeting ('AGM')
- **B** Investor perception study and regular feedback survey
- Online presentations aimed at retail investors, hosted by the UK Individual Shareholders Society in FY24 and 'Investor Meet Company' in FY25
- Our Registrar, Equiniti, operates a portfolio service which provides shareholders with the ability to manage their holdings

What were the key topics raised?

- Our new strategic roadmap and strategic priorities of Customers, Simplicity and Growth
- Allocation of capital, including capital investment, leverage and shareholder returns
- Portfolio right-sizing for growth
- Corporate governance practices
- Environmental, Social and Governance ('ESG') strategy, targets and reporting

How did we respond?

- We conducted over 1,000 investor interactions through meetings with major institutional shareholders, debt investors, individual shareholder groups and financial analysts, and attended conferences
- Meetings were attended by Directors and senior management, including our Chair, Group Chief Executive, Chief Financial Officer, and Executive Committee members
- Provided comprehensive reports and transparency disclosures on ESG matters



Click to read more on our investor website: investors.vodafone.com

Pay and benefits

As part of the people experience, we continue to ensure pay, benefits and wellbeing propositions are competitive and fair. Pay is typically reviewed on an annual basis, with increases aligned to an individual's level of skills and experience, as well as external factors like market competition and inflation. Our total reward approach also encourages collective performance and 'in-the-moment' recognition. For example, 22,253 peer-to-peer 'Thank You's' and 58,951 cash 'Vodafone Star' awards were issued through a digital recognition tool during the year. We continue to apply Fair Pay principles across all markets, working with the WageIndicator Foundation to ensure a good standard of living in each market. In the UK, our commitment to these principles is reflected in being an Accredited Living Wage employer.



Click to read more about Fair Pay at Vodafone: vodafone.com/fair-pay



Read more about our Fair Pay principles on page 113

Our people

We are developing a diverse and inclusive global workforce that reflects the customers and societies we serve.

Key information

	2024	2023
Average number of employees ¹	85,887	83,186
Average number of contractors ¹	6,848	8,225
Number of markets where we operate	15	15
Employee nationalities	146	146

Footprint: Operating segments

Germany	17%	18%
UK	11%	11%
Other Europe ²	13%	14%
Africa ²	16%	16%
Turkey	4%	4%
Shared Operations (_ VOIS) ³	33%	29%
Corporate Services	5%	5%
Central Business Units	3%	4%

Employee experience

Employee engagement index ⁴	75	75
Alignment to purpose ⁴	88%	88%
Voluntary turnover rate ⁵	9%	12%
Involuntary turnover rate ⁵	3%	4%

Average number of employees from continuing operations

	85,887	83,186
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Notes:

1. All headcount figures exclude non-controlled operations such as those in the Netherlands, Kenya, Australia and India. Further information on how headcount is defined and calculated can be found in the ESG Addendum Methodology document: investors.vodafone.com/esgmethodology. Calculation considers pro-rated headcount.
2. Other Europe reflects employees based in Albania, Czech Republic, Greece, Ireland, Portugal, and Romania. Africa reflects employees based in Vodacom Group, including Egypt.
3. Shared Operations constitute a significant number of employees. The figures presented above include _VOIS headcount across our footprint (Albania, Egypt, Hungary, India, Portugal, Romania, Turkey and Spain).
4. More detail on the employee survey is included on page 15. The employee engagement index is based on an average index of responses to three questions: satisfaction working at Vodafone; experiencing positive emotions at work; and recommending us as an employer. Alignment to purpose is based on a single question that asks whether employees feel their daily work contributes significantly to Vodafone's purpose. Employee engagement index and purpose alignment scores reflect April 2024 and May 2023 data.
5. The voluntary turnover rate includes retirements and death in service. Further information on how voluntary and involuntary turnover has been calculated is included in the ESG Addendum Methodology document: investors.vodafone.com/esgmethodology.

Simplified operating model

We continued to simplify our operating model. For example, the establishment of the Vodafone Shared Operations business, which will sell and deliver a portfolio of services to Group, operating companies, and other customers, via an arm's length commercial model based on Price x Quantity x Quality of Service. Separately, the Internet of Things (IoT) Managed Connectivity business is becoming a separate, standalone company within Vodafone Group that will offer access to the Global Data Service Platform

('GDSP') Managed Connectivity segment to Vodafone and new customers. Where aspects of this internal re-organisation of Vodafone's global IoT business require notification and regulatory approval, we will be working closely with the relevant authorities to obtain the necessary clearances. We are also creating a unified global Vodafone Business team with our business teams in operating companies to streamline prioritisation and decision-making for our products and services.

Employee engagement

We have a number of employee forums where elected employee delegates represent the views of their colleagues. During the year, the Board's Workforce Engagement Leads, Delphine Ernotte Cunci and Christine Ramon, attended employee forums, such as the European Employee Consultative Committee and the Vodacom Employee Engagement Forum, to gather employee views. Key discussion topics from the meetings included business development, customer experience, growth, and reskilling opportunities.

The Group Chief Executive updates employees regularly on how we are embedding and progressing our strategy and this is through a variety of channels, including our internal digital platform 'Workplace'. These announcements include any changes to our market portfolio, services, and organisation. Recently employees were informed of changes to simplify our Executive Committee structure whereby all European markets are now under the CEO of European Markets, and joint ventures, partner markets, and telecom partnerships are now consolidated under the CEO Vodafone Investments. Alongside the Chief Commercial Officer and CEO Vodafone Italy; CEO Vodacom Group; and, CEO Vodafone Business, these form the five Executive Committee customer-facing units.



Read more about the Board's engagement with the employee voice on pages 77-78, and 83

Workers' councils and union engagement

We respect freedom of association and recognise the rights of employees to join trade unions and engage in collective bargaining in accordance with local law. We continue to maintain strong relationships with workers' councils and unions through their representatives, and we have 13,224 people covered by collective bargaining agreements across our global footprint. Vodafone Germany employees, all covered by collective agreements signed with unions, can register and participate in trade union activities. They can elect or be elected into various union roles at a local or national level. Across FY24, Vodafone Germany completed more than 160 agreements across all levels¹, with a focus on the introduction of new IT tools, working conditions and transformation. The latter includes a refreshed performance management framework.

Workplace equality

As part of our purpose, we aim to make the world more connected, inclusive, sustainable, and a place where everyone can truly be themselves and belong.

Diversity and inclusion

Our aim is to create an inclusive and equitable workplace for all. This year we have sustained momentum on gender equality, accelerated focus on LGBT+, race and ethnicity, and taken actions to better understand the experience of neurodiverse people in the workplace. Our focus on inclusion supports our ambition to create a global workforce that reflects the customers, communities and colleagues we serve, and the wider societies in which we operate. We believe that embedding equity and inclusion to enable diversity is critical to achieving these goals in a sustainable way.

Note:

1. With the exception of Vodafone Group Services GmbH Germany ('VGS').

Our people strategy (continued)

Embedding inclusion

Multiple employee networks operate across Vodafone including Women, VodAbility, LGBT+ Friends, Parents & Carers and Multicultural Inclusion. We actively support them, and this year we provided 29 network chairs and sponsors with specific leadership development training focused on how to effectively create and assess a network's strategy, as well as how to be a visible and effective sponsor. Global Withstander training continues to be delivered in 11 languages to upskill employees on how to become active allies by challenging negative and inappropriate behaviours when they witness them. Over 74% of employees and 91% of managers completed the training in FY24. We continued to engage with colleagues and raise awareness of why inclusion matters. During the year, we held global sessions on diversity and inclusion topics and these received over 10,000¹ viewers across all markets.

Gender diversity

Goal: We aim to have 40% women in management roles by 2030.

We have reached 35%, which is on track towards our ambition. We continue to drive progress through programmes, policies and leadership incentives.

	2024	2023
Women on the Board	42%	54%
Women on the Executive Committee	33%	33%
Women in senior leadership positions ¹	37%	34%
Women in management and senior leadership roles ²	35%	33%
Women as a percentage of external hires	44%	40%
Women as a percentage of graduates	53%	44% ³
Women as a percentage of employees ⁴	39%	39%

Notes:

1. Percentage of senior women in our top 135 positions includes the Executive Committee and Senior Leadership Team (FY23: 158).
2. Percentage of women in our 6,350 management and leadership roles (FY23: 6,328).
3. Includes Vodafone Italy and Vodafone Spain.
4. Percentage of women based on 85,225 total employees (FY23: 93,095). The total number of employees represents the position on 31 March for the applicable year and excludes employees that left the Company after this date. The numbers do not represent pro-rated headcount. Further information on how employees are defined and calculated can be found in the ESG Addendum Methodology document: investors.vodafone.com/esgmethodology.

We work to ensure there is gender diversity when resourcing for senior leadership roles, and our leadership team is accountable for maintaining diversity and inclusion in their teams. Women in management targets are also embedded in our long-term incentive plans.

Across youth programmes, 49% of hires were women. We have also now connected with over 15,000 girls via the digital skills programme 'Code Like a Girl' since 2017. We support managers on inclusive hiring practices through training and by embedding inclusion in our talent acquisition systems. This includes the introduction of blind CVs, which exclude personal details such as the candidate's gender and age.

Domestic violence

Our global domestic violence policy sets out comprehensive workplace resources, support, security, paid safe leave and other measures for employees at risk of experiencing, and recovering from, domestic violence and abuse. We expanded our support by creating an allyship programme for domestic abuse survivors. This expands training beyond HR and line managers to all employees, including our frontline workforce, on how to recognise the signs of abuse, respond, and refer survivors to support.

Menopause

Our external research identified that 62% of women with symptoms of menopause found that it impacted their work. We are committed to supporting women experiencing menopause, including providing a global toolkit, which is freely available to download externally, and menopause e-learning on common symptoms' impact to work.

Maternity and parental leave

Our global maternity and parental leave policies are available across markets, providing 16 weeks of fully paid leave with a phased return to work over six months, where parents work the equivalent of four days and are paid for five days. This policy is open to all employees regardless of sex, gender identity, sexual orientation, length of service, and whether they or their partner is having a baby, or they are welcoming a child through surrogacy or adoption. This year, over 2,300 women have taken our maternity leave and over 2,500 men have taken parental leave, with 72% of the latter taking four or more weeks of leave. Of those who identify as LGBT+, 5% have taken parental leave. In addition, 70% of employees remained with Vodafone 12 months after their return from parental leave.

LGBT+

We accelerated our focus on supporting our LGBT+ community with 2,700 allies and active support from senior executive sponsors. For the first time we included the question 'Are you out at work?' as part of our Spirit Beat survey to better understand experiences of our LGBT+ employees in the workplace². 44%³ of our LGBT+ community are out at work. To further support them, we launched a guide for managers and colleagues to support employees coming out in the workplace and have also updated our LGBT+ travel toolkit advising on safe travel. In addition, we launched the pronoun functionality in Microsoft Teams and Outlook on the web; this gives employees the option to easily add their preferred pronouns to their profile. The Vodafone Foundation continues to promote the Zoteria app in the UK, which helps the LGBT+ community and the wider public to come together and tackle the issue of LGBT+ hate crime.

Accessibility in the workplace

During the year, we upskilled our people through continued promotion of and education about the accessibility features available within Microsoft 365. We also have accessibility guidelines, which are reinforced through workshops and training for developers. Assessments continue to be conducted to improve the accessibility of our own products. We have seven sessions available and hosted a podcast to promote accessibility in the digital workplace.

Vodafone took part in research to understand the experience of neurodiverse people in technology, along with Colt, Samsung, and Nokia, as part of the #ChangeTheFace alliance. The aim was to provide insights for employers to support neurodiverse people in the workplace.

Race, ethnicity and cultural heritage ('REACH')

We continue to promote greater workplace inclusion through allyship and anti-racism. REACH executive sponsors continued to be appointed across our markets, and REACH fluency training continued to be adapted to local contexts and rolled out in our European markets. This year, we extended the McKinsey Black, Asian, and Hispanic/Latino Leadership Programmes to all our markets with over 500 signing up to the sessions so far. In 2020, we set ethnic diversity targets at leadership level, presented below.

Ethnic category	31 March 2024	Long-term ambition	Population
Global Ethnically diverse background	20%	2030: 25%	Global Senior Leadership Team (123 positions)
UK Black, Asian, other diverse ethnicities	16%	2025: 20%	UK-based senior leadership and management (1340 positions)
UK Black	2%	2025: 4%	
South Africa Ethnically diverse background	71%	2030: 75%	South African-based senior leadership and management (412 positions)

Notes:

1. Includes Vodafone Spain and Vodafone Italy.
2. Markets not asking LGBT+ questions include: DRC, Tanzania, Turkey, and Egypt; the latter also does not ask ethnicity questions.
3. Includes Vodafone Italy.

Leadership diversity

To better understand representation across the organisation and inform our diversity and inclusion programmes, we use '#CountMeIn', an initiative that encourages employees to voluntarily self-declare their diversity demographics. These include race, ethnicity, disability, sexual orientation, gender identity, and caring responsibilities, in line with local privacy and legal requirements¹. Our senior leadership positions have the highest self-declaration rate at 75%, and this enables transparency about our diversity at senior leadership level.



Read more about Board and executive management diversity on pages 87 and 88

	Gender identity ¹	Sexual orientation ²	Ethnic diversity ³	Disability ⁴
Representation in senior leadership positions	0%	3%	24%	3%

Notes:

1. Self-identification of gender identity, including trans and non-binary identities, excluding cisgender.
2. Lesbian, gay, bisexual, and other sexual orientations, excluding heterosexual.
3. Asian, Arab, Black/African/Caribbean, Latinx, mixed ethnic groups, and 'other' identities.
4. Self-identification of disability, including long-term conditions and visible and non-visible disabilities.

Policies, initiatives and targets

Our commitment to diversity and inclusion is reflected across our global policies and principles, such as our code of conduct and fair pay principles.



Click to read more about Fair Pay at Vodafone: vodafone.com/fair-pay



Read more about our Fair Pay principles on page 113

The achievement of our diversity targets is dependent on the attraction, engagement and retention of diverse talent and skills. To support this, we have inclusive initiatives such as: hybrid and flexible working, parental leave, a mental health toolkit, learning and development programmes, allyship training, and menopause support, reinforced by the work of employee networks and executive sponsors. We refreshed our training for hiring managers and recruiters to support an inclusive candidate experience from application to offer stage. Programmes are designed to help employees through all life stages and challenge societal norms to create an environment where everyone can contribute at their best and thrive.



Read more about diverse talent, future-ready skills and personalised employee experience on pages 15 and 16

Safety, health and wellbeing

Nothing is more important to us than the safety, health, and wellbeing ('SHW') of our customers, communities, employees, and suppliers. We have a simple global commitment: no one gets hurt. This has been captured in our refreshed Global Commitment Statement which is supported by a video message from our Group CEO.

Our SHW framework provides a consistent approach to safety leadership, planning, performance monitoring, governance, and assurance.

Risks

We continue to focus on our key risks, which account for the majority of reported incidents and remain amongst our top priorities: occupational road risk, falls from height, working with electricity, and civil works.

In recognition of our key risks, we continue to use the 'Vodafone Absolute Rules'. These rules focus on risks that present the greatest potential for harm for anyone working for or on behalf of Vodafone. The Absolute Rules apply everywhere we work and provide clear expectations for safe behaviour for everyone to follow. The Absolute Rules must be followed by all Vodafone employees and contractors,

as well as our suppliers' employees and contractors. Where this requirement is not met, we take appropriate management action. In the April 2024 Spirit Beat survey 94% of employees agreed that the Absolute Rules are taken seriously at Vodafone.

Leadership engagement

Our Group Executive Committee ('ExCo') and operating company ExCo's provide visible and clear leadership in SHW. Our senior leaders are actively engaged and carry out regular face-to-face safety engagement throughout the year. Our leaders recognise the importance of connecting with teams and frontline workers as they continue to maintain our networks and work in our retail stores and on customer sites. We encourage our people to raise any concerns or ideas for improvements in SHW and ensure the support of our leaders when they do so.

We continue to mandate our 'Leading for Health & Safety at Work' e-learning module. This module sets out the specific impact we expect our leaders to have. On 31 March 2024, 93%² of assigned leaders had completed the module.

Supplier engagement

Most of our high risk work is carried out by suppliers on our behalf. Engagement and collaboration is essential to achieve our common goal of protecting people. We have held quarterly forums with our global suppliers for the last 10 years to develop common ways of working and share best practice. This year we held four in-person safety forums with our larger global suppliers. This year our forums have worked on collaboration with suppliers via work streams on improving how work is supervised on site, improving driver safety, and managing the risk of sub-contracting.

Community engagement

We play an active role in the communities where we conduct our business and as a result we have various community focused safety programmes.

In Mozambique, a road safety campaign was conducted. The campaign involved the Chairman of the Mozambican Traffic Police, and the Vodafone Mozambique safety team. The event took place in the main transport corridor at critical points identified with a higher occurrence of accidents.

In Lesotho, a radio campaign was run focusing on Vodacom Absolute Rules and pedestrian safety, with the key message '#NoOneGetsHurt'. This was aired on five national radio stations over three weeks.

In Tanzania, we worked with five selected primary schools that were identified as exposed to high road risk. Our road-education programme reached 6,745 students and 100 junior traffic patrol officers were appointed and trained.

In Greece, road safety events were held during April and May in collaboration with the Road Safety Institute. More than 550 employees, building tenants, and children participated in safety training using simulators. We also installed automated external defibrillators in six of our premises, which are available to all tenants.

Governance

SHW is managed through a global framework. This includes the monitoring and assessing of risks, setting targets, reviewing progress, and reporting performance. Our global framework is based on international standards for occupational health and safety. It is aligned to internationally recognised best practice and always meets or exceeds local requirements. In addition, five of our European local markets, one Vodacom market, and four _VOIS locations have chosen to undergo independent external certification to ISO 45001, the international standard for occupational health and safety.

All incidents relating to key risks or breaches of the Vodafone Absolute Rules are reported and investigated within the timescales contained in our Incident Reporting Standard. We ensure that

Notes:

1. #CountMeIn is not live in Mozambique.
2. Figure includes Vodafone Italy and Vodafone Spain.

Our ESG targets, reporting and governance

Over the past year we have progressed against our ESG targets. These targets are supported by governance from the Board level down, as well as a comprehensive reporting programme.

ESG highlights¹

85%

4G population coverage

We aim to connect everyone to digital services by expanding network coverage to rural communities in Europe and Africa.



Read more on page 35

66.2m

million customers² connected to our financial inclusion services

We aim to connect 75 million customers to mobile money and financial inclusion services by 31 March 2026.



Read more on page 36

3.3m

V-Hub unique visitors

To better support micro, small and medium enterprises ('MSMEs') across Europe and Africa, Vodafone Business offers V-Hub, its digital advice service³.



Read more on pages 36 to 37

35%

women in management and senior leadership roles

We aim to have 40% women in management roles by 2030.



Read more on page 18

100%

electricity used in Europe matched with renewable sources

Target achieved from July 2021, four years ahead of our original 2025 target.



Read more on pages 39 to 40

59%

reduction in Scope 1 and 2 GHG emissions since 2020

Aiming for net zero operations in Europe by 2028 and in Africa by 2035.



Read more on pages 38 to 39

External ESG assurance

KPMG LLP has provided independent limited assurance over selected data within our ESG Addendum and this report, using the assurance standards ISAE (UK) 3000 and ISAE (UK) 3410 for selected greenhouse gas ('GHG') data. KPMG has issued an unqualified opinion over the selected data, and their full assurance statement, along with the reporting criteria, is available in our ESG Addendum.

Reporting frameworks

Vodafone reports against a number of reporting frameworks to help stakeholders understand our sustainable business performance:

GRI

Our Global Reporting Initiative ('GRI') disclosure is included in our ESG Addendum.



Click to download our ESG Addendum:
investors.vodafone.com/esgaddendum

TCFD

Disclosures are prepared in accordance with the Task Force on Climate-related Financial Disclosures ('TCFD') framework.



Read more in our Climate-related risk section
on pages 64 to 69

SASB

Disclosures are prepared in accordance with the Sustainability Accounting Standards Board's ('SASB') Standards.



Click to read our SASB disclosures:
investors.vodafone.com/sasb

UNGC

Vodafone supports the Ten Principles of the United Nations Global Compact ('UNGC').



Click to read our 2024 UNGC Communication on Progress:
unglobalcompact.org

CDP

Vodafone participates in the CDP's annual climate change questionnaire.



Click to read our CDP response:
vodafone.com/sustainability-reports

Notes:

- Continued operations only. Excludes Italy and Spain.
- As at 31 March 2024.
- These are cumulative figures since the V-Hub launch in July 2020.

ESG governance structure

Executive Committee

The Executive Committee has overall accountability to the Board for our purpose and sustainable business strategy and reviews progress annually. Our ESG and Reputation Committee ('ESGR') meets monthly and has responsibility to drive purpose activities and review the submissions to the Board ESG Committee. We continue to include ESG measures in the long-term incentive plan for our senior leaders, and our purpose targets and activities have executive-level ownership.



Read more about remuneration
on pages 100 to 118

Board

The Board delegates responsibility for oversight of our ESG programme to the ESG Committee, which regularly engages with our Executive Committee twice a year to provide oversight of our ESG strategy, sustainability activities and responsible business practices.



Read more about the ESG Committee
on pages 96 to 97

The ESG Committee meets with the Audit and Risk Committee annually to review ESG annual reporting for which they have joint responsibility.



Read more about the Audit and Risk Committee
on pages 89 to 94










Climate-related risk



We recognise that both physical changes to the climate and the transition to a lower carbon economy pose risks and opportunities for our business. This section outlines our approach to governance, strategy, risk management, metrics and targets in relation to these climate-related risks and opportunities.

TCFD recommendations

We have considered our obligations under the UK's Financial Conduct Authority Listing Rules and have detailed in the table below the 11 TCFD recommendations and whether we are fully or partially consistent. For financial year ended 31 March 2024, our disclosure is consistent with 10 out of 11 TCFD recommendations. Our disclosure is partially consistent with one recommendation, related to target-setting, which we intend to continue progressing in FY25.

Governance	Progress	Page
a. Describe the Board's oversight of climate-related risks and opportunities		64
b. Describe management's role in assessing and managing climate-related risks and opportunities		64 to 65
Strategy	Progress	Page
a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term		65
b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning		66 to 67
c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario		66
Risk management	Progress	Page
a. Describe the organisation's processes for identifying and assessing climate-related risks		67
b. Describe the organisation's processes for managing climate-related risks		69
c. Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management		67-69
Metrics and targets	Progress	Page
a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process		69
b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 emissions, and the related risks		69
c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets		69

Key


-  Consistent with the TCFD recommendations
-  Partially consistent with the TCFD recommendations


Our disclosure of climate-related risks is well established. We conducted our first climate-related risk assessment in 2019, and have published a standalone report annually since 2021 – applying the framework of recommendations of the Task Force on Climate-related Financial Disclosures ('TCFD'). From this year, following the incorporation of the TCFD framework into the International Financial Reporting Standards ('IFRS'), we include our climate-related risk reporting here, within our Annual Report. We see this as the next milestone in our journey to integrate the management and disclosure of climate-related risk into our core business processes.

We continue to report in line with the TCFD framework and its 11 recommendations. This year, we have also prepared this report with reference to the IFRS S2 Climate-related Disclosures standard, in preparation for aligning with this in the future.

Governance


Climate-related risks are integrated into our risk management framework and the Audit and Risk Committee ('ARC') executes responsibility for these risks on behalf of the Board. Vodafone's proposed principal risks, watchlist risks and emerging risks are reviewed and approved by the Executive Committee ('ExCo') annually before being submitted to the ARC and the Board. During FY24, climate change (which was previously a distinct risk on our watchlist), was consolidated as a sub-risk of Environmental, Social and Governance ('ESG'). This broader ESG risk will be monitored on our watchlist and reported through our risk governance structure.

 [Read more about our risk governance structure on page 57](#)

 [Read more about watchlist risks on page 62](#)

Our climate-related risk and resilience programme sits within the Protecting the Planet part of our Purpose strategy, which is ultimately overseen and approved by the ESG Committee. The Committee's responsibility is to oversee Vodafone's response to climate change, as part of our Purpose strategy. The committee meets at least twice per year to provide direction on the management of risks and opportunities to Vodafone's operations and reputation.

At Executive Committee ('ExCo') level, the ESG and Reputation Steering Committee ('ESGR') is accountable for the implementation of the Purpose strategy, and has appointed an Executive sponsor (the Chief External and Corporate Affairs Officer) to oversee the implementation of the Protecting the Planet pillar of the strategy. The Committee reviews progress of delivery of the Protecting the Planet strategy quarterly, including the assessment and management of climate-related risks and opportunities. The ESGR reports half-yearly to the ESG Committee on the status of the Protecting the Planet strategy, its implementation and progress against targets to support the Board's oversight of the management of climate-related risks. Each year, the ARC and ESG committees meet to jointly review and provide oversight for the annual climate-related risk disclosure.

 [Read more about the governance of our Purpose strategy on page 33](#)

 [Read more about our ESG Committee on pages 96 to 97](#)

At operational level, the Group Head of Risk coordinates the annual programme to identify and assess climate-related risk, with support from the Head of Sustainable Business. Progress against the annual risk identification and assessment programme is monitored through the ESGR.

Actions to strengthen our climate resilience and mitigate climate-related risks were included in our Vodafone Group Climate Transition Plan ('CTP'). Accountability for the design and implementation of these actions and initiatives is assigned to individual senior managers, within a range of relevant business functions across Vodafone's global business including our networks and technology operations, commercial and enterprise business units, procurement, external affairs and property teams.

The implementation of the transition plan is also overseen by the ESGR. Accountable delivery functions report quarterly to the ESGR, including raising any risks to the delivery of the plan. As a cross-functional strategic programme, business functions accountable for the delivery of the transition plan include procurement, commercial, brand and marketing, networks and technology, enterprise, products and services, amongst others.

The ESGR identifies any significant business decisions (for example, major transactions or changes to business strategy) that could impact Vodafone's climate resilience or change the severity or likelihood of climate-related risks. Any risks or issues identified are evaluated by the risk and sustainable business teams, and if necessary escalated through the Protecting the Planet and Purpose governance structure to the ESGR.

We have an internal global policy, owned by the Chief External and Corporate Affairs Officer, to establish the minimum requirements for environmental management. All Vodafone entities within the Group's operational control (including within Vodacom) are required to adhere to this policy. The policy includes requirements to annually review climate-related risks and opportunities within the context of each market we operate in, and incorporate any significant findings into our overall Group-level climate-related risk assessment. The policy also includes requirements to implement the CTP, which assigns responsibility for taking climate action and building climate resilience, in line with our strategy, to management across our global business.



Click to read more about our Climate Transition Plan:
www.vodafone.com/ctp

Strategy

For FY24, our climate-related risk assessment builds upon our previous analyses, including our quantitative scenario analysis of physical climate risk in Europe and Vodacom's assessment of climate-related risks in Africa. We also conducted a review of transition risks, which involved desk-based research, internal stakeholder interviews and a qualitative scenarios analysis, applying time horizons consistent with our physical risk analysis.

Overall, this year's risk assessment has led to a refreshed list of our priority climate-related risks and opportunities.



Read more about our approach to climate-related risk assessment on page 66

Our priority climate-related risks and opportunities¹

Physical risks

(1) Extreme weather: Damage to assets or disruption to our own operations or supply chain due to extreme weather events such as storms and cyclones, flooding and wildfires. Our network infrastructure assets are already being affected by extreme weather (e.g. flooding in Germany, wildfires in Greece, cyclones in Mozambique), although currently at a scale that can be managed to avoid major operational impact, asset impairment or cost. Longer term, in combination with geopolitical risks, extreme weather could disrupt supply chains, particularly those that depend on critical regions (such as China for electronic components) or locations (such as coastal ports).

Time horizon: Medium term

(2) Rising average temperatures: Rising average temperatures could damage network equipment and other above-ground infrastructure or cause operational failure (particularly if located in exposed outdoor locations, e.g. radio towers), as well as cause disruption in our supply chain. It could also lead to increasing consumption of energy for cooling infrastructure, data centres and offices, which could increase operating costs. We expect this risk to materialise in the medium term, with the most severe impacts in the 'business as usual' scenario. Higher frequency of hot days is likely to be more pronounced in our southern European markets (such as Greece and Portugal) and in African markets.

Time horizon: Medium term

Transition risks

(3) Energy costs: Increasingly volatile energy prices and overall higher energy costs, partially driven by carbon pricing and demand for renewable electricity certificates outstripping supply. This risk is particularly prevalent in markets with high dependency on fossil fuels (e.g. to operate diesel generators) and non-renewable energy. However, carbon pricing will also drive an increase in cost to procure carbon-intensive products and raw materials, as third parties upstream in the supply chain look to pass through higher costs.

Time horizon: Short term

(4) Regulatory compliance costs: As governments introduce policies to support the climate transition, these could impact our product portfolio (such as energy use of fixed line or mobile devices), operations (such as data centres) or corporate sustainability reporting and disclosures. Over the medium term, as these are transposed into law in each of our markets, this could result in a cost to comply or a financial risk from non-compliance.

Time horizon: Medium term

(5) Expectations of business customers: Loss of market share if climate performance continues to be a differentiator during supplier selection by business customers, and Vodafone does not keep pace with the low carbon products and services offered by competitors, or rising business customer expectations for adhering to climate-related requirements.

Time horizon: Medium term

(6) Greenwashing risk: Misleading claims about the environmental impact of Vodafone (at a corporate reporting or brand communications level) or its products and services (at a product marketing level) could result in reputation damage, loss of revenues or possibly legal costs.

Time horizon: Medium term

Transition opportunity

(7) Customer enablement: Revenue growth from the design and deployment of green digital solutions that enable business customers to reduce their own GHG emissions, as they seek technology solutions to support their own climate transition.

Time horizon: Medium term

Note:

- As described in the Risk Management section of this report, these climate-related risks and opportunities have been prioritised based on their potential severity, likelihood and time horizon relative to the full range of climate-related risks and opportunities identified through our risk analyses. Their prioritisation does not indicate the significance of the risk or opportunity relative to other risk categories, nor does it indicate the significance of any impact on Vodafone's financial position. We therefore refer to these as our 'priority', rather than 'material' risks.

Climate-related risk (continued)

Our exposure to risks and opportunities across a range of scenarios

We analysed our risks and opportunities across a range of scenarios: early policy action (<2°C), late policy action (<2.5°C), and no policy action (<4°C). These scenarios are applied to our assessment of climate-related risk in both Europe and Africa.

Description and degree of warming by 2100 above pre-industrial levels

	Physical scenarios	Transition scenarios
Early policy action: smooth transition <2°C	Representative Concentrated Pathway ('RCP') 2.6 (emissions reduce to limit global warming to 1.6°C by 2100)	Paris ambition scenario
Late policy action: disruptive transition <2.5°C	(Physical risks were analysed over the range from <2°C to <4°C, therefore this specific scenario was not used in our analysis)	Stated policy scenario (in line with the latest international agreement on climate change)
No policy action: business as usual <4°C	RCP 8.5 (emissions continue to grow, leading to global warming of 4.3°C by 2100)	No policy scenario

Time horizon	Physical scenarios	Link to business-planning horizons
Short term	0 to 3 years (to 2027)	Aligns with our enterprise risk management framework and long-range business-planning cycle
Medium term	3 to 5 years (to 2029)	Aligned with timeframes used for internal planning purposes
Long term	5 to 26 years (to 2050)	Aligned with planning horizons for long-lived infrastructure assets, in line with global targets for reaching net zero

Category	Description	Our scenario analysis approach
Physical risks	Risks related to the physical impacts of climate change, both event driven (acute) and longer-term (chronic) shifts in climate patterns, and which may have financial implications for companies	High-level qualitative scenario analysis (2024) High-level quantitative analysis, focused on selected infrastructure asset types in at high risk (2022-2023; 2024)
Transition risks	Growing external pressures to transition to a lower-carbon economy result in changes to the regulatory or market environment, in ways that could negatively impact company costs, revenue or market share	High-level qualitative scenario analysis (2024)
Opportunities	A shifting business landscape in a net zero world opens new market and investment opportunities	High-level qualitative scenario analysis (2024)

Early policy action (<2°C)

In the early policy action scenario, we foresee that physical risks increase but remain broadly manageable within the operating boundaries of our current business model and network infrastructure (which has already built in a level of climate resilience), and with limited or minor cost incurred. Our analysis indicates that in Europe a relatively small proportion (6.6%) of our network assets could be at high or very high risk of damage from climate perils that could incur more significant cost. Transition risks, if left unmitigated, could materialise into business impacts within the short to medium term (within the next five years), potentially incurring increased operating costs, costs to comply with regulation, loss of revenue from business customers and reputational damage. However, the severity of these impacts is unlikely to be financially material. The potential commercial value creation from capturing the growing market for green digital solutions is greatest in this scenario, as industries seek to decarbonise in response to policy and market incentives.

Late policy action (<2.5°C)

In the late policy action scenario, we can expect physical impacts of climate change to be more severe and frequent, incurring higher costs and disruption to operations and supply chains. Some transition risks would materialise, for the most part within the medium term, in relation to increasing regulatory and compliance costs and increasing expectations from business customers for sustainable products and services.

No policy action (<4°C)

In the no policy action scenario, our exposure to physical risks in Europe increases marginally, with an estimated 7.0% of our network assets at high or very high risk of damage from climate perils such as storms and heavy precipitation, which could cause damage to our network assets or operational disruption. The exposure of our own operations to physical risks could be more severe in Africa, where temperature increases could be 1.5 to 2 times the average global temperature increase. This scenario also results in the greatest physical climate change impacts for our supply chains, which could result in increased cost or supply chain disruption (particularly where the production of goods is concentrated in geographies vulnerable to climate change). Transition risks are lowest in this scenario. There may be market growth opportunities in this scenario as customers seek technology solutions to help adapt to physical changes in the climate.

Building climate resilience into our business strategy

As a fixed and mobile network operator, we have a large number of assets and infrastructure spread over a wide geographical area in all of the markets in which we operate. This means that our business is exposed to climate change impacts and transition risks across Europe and Africa.

However, our analysis indicates that Vodafone's underlying business model is relatively resilient to climate-related risk. Vodafone's physical risk exposure is not expected to result in significant cost or asset impairment, with a relatively limited range of impacts expected across the range of scenarios analysed, particularly in Europe. This is partly due to the level of resilience that is already built into our network infrastructure and because the majority of our assets (such as radio equipment) are relatively short-lived with opportunity to adapt our network as part of our routine end-of-life equipment replacement programme. However, more widespread operational disruption (within both our own operations and in our value chain) due to extreme weather events and extreme heat can be expected over the medium to long term in the no policy action scenario, particularly in Africa.

Across the scenarios, transition risks are unlikely to result in financially material impacts. We intend to undertake further quantitative scenario analysis of our highest priority transition risks to reinforce these conclusions.

Currently, Vodafone has insurance arrangements in place to cover loss or damage to assets from a range of natural disasters and weather-related events such as flooding, fires and storms (although the policies do not specifically refer to these as climate-related events). In recent years, we note that insurance claims have been made to cover damage to infrastructure. For example, in relation to flooding in Germany and wildfires in Greece and Portugal, these claims relate mostly to damage to our mobile access base station network, rather than our higher value assets, such as data or technology centres, and are not considered to be financially material at this stage. Based on our analyses to date, we have not identified any material financial risks relating to the cost or availability of insurance as a result of climate change.

There are opportunities for value creation across the range of scenarios. In both the early and late policy action scenarios, there is potential for commercial growth from the sale of digital solutions that can help our customers to decarbonise their businesses. Whereas the no policy action scenario presents growth opportunities from sale of digital solutions that help our customers adapt to more extreme physical changes in the climate.

Our CTP incorporates the management actions required to build resilience into our business in response to Vodafone's priority climate-related risks and opportunities. Our latest analysis, outlined in this report, has informed the transition plan activities that have been integrated into our long-range business and financial planning cycle. Governance and accountability have been put in place to monitor and manage the implementation of the transition plan.



Click to read our Climate Transition Plan:
www.vodafone.com/ctp

Resilience to physical risks

Protecting our infrastructure assets from being damaged or disrupted by climate-related weather events is central to the climate resilience of our business and network services. Mitigation measures are built into the key stages of each asset's life cycle, from acquisition to maintenance, and cover climate adaptation as well as damage response. During the acquisition of assets, including buildings and network equipment, we have policies and guidance in place to incorporate the assessment of environmental risks. Our internal technology resilience policy requires each asset to conduct a physical risk assessment annually, which includes evaluating environmental risks. We also have reactive measures related to asset maintenance in place, such as processes and teams dedicated to disaster recovery and business continuity. Lastly, we have insurance policies designed to transfer any significant financial impact of physical risks, which cover claims on asset loss and damage.

Building resilience into our operations and network infrastructure is a well-established part of our business-as-usual process, irrespective of whether climate change has been explicitly named as a primary risk driver. We intend to continue to build resilience to the physical risks of climate change and intend to integrate any additional high-priority climate adaptation actions beyond our current planning, procurement, network resilience and business continuity practices into our CTP over the coming year.

Resilience to transition risks

Decarbonising our business model and improving energy efficiency will help to minimise our exposure to transition risks. We have set targets to reduce greenhouse gas ('GHG') emissions from our own operations and to become net zero across our full value chain by 2040 (including at least 90% absolute emission reduction, with any remaining emissions neutralised through high quality carbon offsetting).



Read more about our Protect the Planet goals and strategy
on pages 38 to 42

Our CTP includes workstreams on:

- **Climate-related policy** – to formalise the role of our public affairs, legal and tax teams in identifying, monitoring and responding to the ever-evolving landscape of climate-related policy and regulation.
- **Power purchase agreements** – to limit exposure to energy price volatility by increasing the proportion of renewable electricity purchased through power purchase agreements ('PPAs') as part of our energy procurement strategy.
- **Transition plan reporting** – to manage our exposure to reputational risks such as greenwashing, by communicating clearly and transparently on our climate strategy and continuing to implement strong governance over the use of environmental claims in our brand, marketing and corporate communications.

Realising opportunities

Our most significant climate-related opportunity relates to developing new product lines to enable our enterprise customers to reduce GHG emissions, improve resource efficiency and protect or enhance nature. This enablement effect is a key pillar of our Planet strategy.



Read more about our approach to enablement
on page 41

Our CTP includes a workstream on 'sustainability by design'. This is to develop and deploy more green digital solutions, such as IoT solutions for smart cities, buildings or lower-carbon transport and mobility, that can help our customers manage their environmental impact, whilst also minimising the negative environmental impact from the production of our products and services.

Risk management

The management of climate-related risks follows the process defined by our enterprise risk management framework, which is defined centrally and implemented in each of our markets. Our approach to climate-related risk assessment is outlined below.

(1) Identify

To identify potential climate-related risks and opportunities, we review the relevant sources of information such as media articles, publications, industry peer disclosures and industry white papers, in addition to reviewing our previous years' analyses. We engage with relevant internal and external experts to gather views on the evolving nature of climate-related risks for the telecommunications sector and examples of any climate change impacts that might already be materialising.

(2) Measure

We assess the likelihood and severity of impact for each risk and opportunity identified. We simulate how the risks and opportunities could materialise over three time horizons, across a range of possible future scenarios. We review our scenarios analysis annually to reflect the most up-to-date information on climate-related trends.



Read more about our definitions for scenarios and time horizons
on page 66

In assessing the severity of an impact, we consider the relative extent of the potential financial impact through business value drivers such as increased costs, loss of revenue, asset impairment and damage to brand or corporate reputation. In assessing the likelihood of an impact, we consider the potential probability that it will materialise based on current trends, forecasts and projections and levels of uncertainty.

We have conducted a quantitative scenarios analysis for physical risks in both Europe and Africa. For transition risks and opportunities, their severity and likelihood has been assessed qualitatively across our selected scenarios and time horizons.

We are working towards estimating the financial value at stake from climate-related risks across our global business, which will depend upon the completion of a fully quantitative scenarios analysis for both physical and transition risks. We aim to complete this quantitative scenarios analysis (including transition risks) within the coming year.

Climate-related risk (continued)

Our approach to physical risk assessment in Europe

This year, we completed a quantitative scenarios analysis of physical climate risks in Europe, which we commenced in 2022. Overall, this assessment involved screening over 650 assets across Spain, Italy, the UK, Germany and Greece, under both RCP 2.6 (early policy action scenario) and RCP 8.5 (no policy action scenario), to identify assets at 'high' or 'very high' risk of damage.

We screened assets from three categories of our infrastructure asset portfolio, which are considered critical to our operations:

- Low-rise structures such as offices and bunkers;
- Control room assets such as technical buildings, warehouses and data centres; and
- Station assets such as railway stations.

The impact on the assets was assessed in relation to the following eight climate perils:

- | | |
|------------------------|------------------------------|
| 1. Coastal inundation | 5. Extreme wind |
| 2. River flood | 6. Wildfire |
| 3. Surface-water flood | 7. Freeze thaw |
| 4. Extreme heat | 8. Drought-driven subsidence |

The nature and likelihood of the impact of the climate perils was modelled at a granular resolution based on external climate data sets, overlaid with the geolocation of each asset.

The magnitude of the potential impacts was assessed based on the potential value at stake in terms of:

- Damage ratio (average proportion of damage to an asset in a given year);
- Expected cost of damage (financial cost of remedying damage sustained); and
- Failure probability (annual probability of a climate hazard causing the asset to stop working).

Between 6.6% and 7.0% of analysed sites were identified as being at 'high' or 'very high' risk of damage from climate perils by 2050 (rising to 7.2% to 8.1% by 2100), defined as:

- High: Expected cost of damage notable, with potential cost implications; and
- Very high: Widespread damage/disruption.

The majority of value at stake resulting from climate perils across the asset portfolio is associated with the top 10 at-risk assets.

Five of the assets at 'high' or 'very high' risk were selected for a deep dive analysis of potential operational and financial impacts, to understand the potential drivers of financial loss and mitigation actions. The most significant drivers contributing to the expected cost of damage for these assets were coastal inundation and riverine flooding. By 2100, in the scenario with no policy action, all five sites were also expected to be at high risk of operational failure due to extreme heat events.

Findings from our 2022 physical risk assessment were reinforced by an additional study of physical risks conducted during FY24 with a particular focus on understanding implications for insurance of over 80 of our highest value assets. This year's most recent study concurred with the findings of our 2022 physical risk assessment, highlighting the increased risk of flooding and heatwaves that could impact our operations in the long term.

Our approach to climate-related risk assessment in Africa

Vodacom Group publishes a standalone report disclosing details of our climate-related risk and opportunity assessment for our markets in Africa.



Click to read Vodacom Group's latest TCFD report:
vodacom.com/reporting-centre

Our 2023 analysis confirmed that our markets in Africa will be exposed to increased occurrence and severity of extreme weather events – with impacts already being felt today. Climate perils include increasing temperatures, drought conditions and increased rainfall, storm surges and cyclonic activity. For example, in March 2023 Cyclone Freddy (one of the most powerful and longest-lasting cyclones that has impacted Mozambique since the beginning of 2022) impacted our operations, workforce and assets.

Similarly, Vodacom's climate-related risk and opportunity analysis confirms that our business will be affected by transition risks in relation to evolving stakeholder expectations, policies and market evolution.

Our approach to transition risk assessment

In FY24, we conducted qualitative scenarios analysis of transition risks across our global business, including both Europe and Africa.

Based on desk research, industry peer comparison and expert insights, we identified 67 risks and opportunities that could be relevant to Vodafone Group. We shortlisted 28 of these for further analysis based on a preliminary screening of their relative potential severity, likelihood and time horizon of impact.

Using insights from internal engagement with cross-functional stakeholders, the shortlist was synthesised into seven priority risks and opportunities. Five of which are related to the low carbon transition, which we consider could reasonably be expected to affect Vodafone Group's prospects. Looking across three future scenarios, we conducted a qualitative analysis of the most significant transition risks and opportunities.

We mapped out impact pathways to understand how the climate-related transition risks could lead to outcomes and impacts on Vodafone and their potential to result in financial impact (for example, through asset impairment, increased costs or loss of revenue). This included examining the potential impacts on our own operations and potential impacts on our suppliers, which could, in turn, affect the security of supply of goods and services to Vodafone. We assessed the extent to which the steps in the impact pathways could occur in a range of scenarios based on published research of future market, policy and legal and stakeholder sentiment trends and forecasts.

The results of our qualitative scenarios analysis of transition risks and opportunities supplement the findings of our 2022 quantitative scenarios analysis of physical risks. In combination, these provide us with a reasonable and holistic view of how our highest priority climate-related risks and opportunities could play out over time.

(3) Manage

As part of our enterprise risk management framework, climate change is discussed and prioritised, relative to other risks, during the principal risk assessment process. During FY24, climate change was consolidated as a sub-risk of ESG risk, in recognition that climate is one of several wider ESG risks that we intend to manage holistically. In addition, this aligns with our internal governance structures for ESG, which encompass all aspects of our Protecting the Planet and wider Purpose strategy. ESG risk was considered a watchlist risk, partly due to the time horizon of climate-related risk being mostly outside the immediate three-year business planning cycle.

 [Read more about our ESG governance arrangements on page 33](#)


We will continue to monitor ESG risk as this agenda continues to evolve in the coming years. In addition, due to the nature of the priority climate-related risks to our business and strategy, many elements are already captured in existing principal risks, such as extreme weather events leading to technology failure, adverse policy environment resulting in increased costs or increased energy costs arising due to adverse changes in macroeconomic conditions. This approach enables us to capture a more holistic picture of the climate-related risks, both in the short term and long term.

As required by our risk management framework, once a risk is identified and assessed, a risk owner is responsible for developing and implementing the mitigating actions and controls. This year, we incorporated the key mitigating actions for our highest priority climate-related risks and opportunities into our CTP and assigned accountability to leaders in relevant business functions for managing and monitoring these.

 [Click to read our Climate Transition Plan www.vodafone.com/ctp](http://www.vodafone.com/ctp)

(4) Assure and monitor

We use a three lines model, as detailed in the Group risk management framework, when managing risks. Relevant assurance providers, such as control owners in the first and second line, are responsible for reviewing the policies, procedures and other relevant information to check whether the controls are effective and update them as necessary.

 [Read more about our Group risk management framework on pages 57-63](#)

(5) Report

As described in the Governance section of this report, reporting of our climate-related risks is integrated into our enterprise risk management framework and processes, which are overseen by ARC. The Group Risk team reports Vodafone's principal risks, watchlist risks and emerging risks to the ExCo and the Board, including any material climate-related risks that are identified through risk analyses. During the year, if climate-related risks are identified at operational level, they are reported to the local risk and compliance committee within each market and escalated to the Group Risk and Compliance Committee if required.

 [Read more about our climate governance arrangements on pages 64 to 65](#)

Metrics and targets

We have set targets to reduce GHG emissions from both our own operations and across our full value chain. In FY24, we set region-specific net zero targets for our operational emissions (Scope 1 and 2) in recognition that the transition pathway and challenges are fundamentally different in Europe and Africa. Although our transition pathways differ by region, we are retaining our overall near-term science-based target to reduce the emissions from our own operations (Scope 1 and 2) by at least 90% by 2030 across our global business, against a FY20 baseline.

The Protecting the Planet section of our Annual Report, together with our ESG Addendum and Methodology document, details our approach to measuring and reducing GHG emissions. We measure and report our Scope 1, 2 and 3 emissions (including all 15 categories of Scope 3). We also have metrics in place to measure energy use; one of the key underlying factors in our exposure to climate-related transition risk.

 [Read more about our climate metrics and targets in the Protecting the Planet section on page 38 to 42](#)

 [Click to read our ESG Addendum: investors.vodafone.com/esgaddendum](http://investors.vodafone.com/esgaddendum)

 [Click to read our ESG Methodology document: investors.vodafone.com/esgmethodology](http://investors.vodafone.com/esgmethodology)

Climate-related risk/opportunity metrics	2024	2023	2022
Total Scope 1 and Scope 2 emissions (market-based) (million tonnes CO ₂ e) ¹	0.69	0.91	1.02
Scope 3 emissions (million tonnes CO ₂ e) ^{1,2}	6.07	6.92	6.91
Energy use (gigawatt hours) ¹	5,217	5,052	4,926
Carbon enablement (million tonnes CO ₂ e)	32.8	24.9	13.5

Notes:


- Information relating to 2023 and 2022 has been restated to reflect portfolio changes completed during FY23 and FY24.
- Data for 2022 and 2023 has been restated to reflect changes to our methodology for calculating Scope 3 emissions, see our ESG Addendum Methodology document for more information: investors.vodafone.com/esgmethodology.


Climate-related considerations are factored into our executive remuneration, by way of an annual emission reduction target. This is linked to our near-term science-based target to reduce the emissions from our own operations (Scope 1 and 2) by at least 90% by 2030 across our global business, against a FY20 baseline. 3.3% of executive long-term incentive plan is linked to this climate metric. We continue to explore how we can integrate climate resilience into our reward structures, objectives and incentives.

 [Read more about how ESG is incorporated into our remuneration policy on page 108](#)

We continue to measure our exposure to physical risks, for example, the percentage of our high-value assets that are vulnerable to physical risks in Europe.

We report annually on the carbon emissions avoided through the use of our digital solutions, which we consider to be one of our most significant climate-related commercial opportunities, known as 'carbon enablement'.

 [Click to read more about how we measure carbon enablement in our ESG Addendum: investors.vodafone.com/esgaddendum](http://investors.vodafone.com/esgaddendum)

 [Read more about our targets for enablement on page 41](#)

Whilst these are important steps forward on our climate-related risk disclosure journey, we recognise that we have not yet set targets or put metrics in place to measure our full suite of climate-related physical and transition risks. We remain committed to setting these metrics and targets in line with the refreshed list of our priority climate-related risks and opportunities. The establishment of metrics and targets will form part of the implementation of our transition plan, which commenced from 1 April 2024. We intend to develop metrics and targets within the coming year. Our transition plan also outlines the areas of uncertainty, dependency on key external factors and risks to the delivery of our targets.

Currently, we are also considering the opportunity to use an internal carbon price as part of our decision-making. An internal carbon price puts a financial value on the climate impact of our business decisions (such as purchasing goods or undertaking capital projects). We have begun to explore potential options for an internal carbon price, for evaluation and possible implementation in future years.

Committee activities

To operate efficiently and to ensure matters are given the right level of focus, the Board delegates some of its responsibilities to its Committees. These provide focused oversight on: Board composition, performance, and succession planning; financial reporting, risk, internal processes and controls; remuneration practices; environmental, sustainability and governance topics; and technology strategy.

Board evaluation

Progress in the year

The FY24 Board evaluation reported improvements had been achieved in:

- **Leadership:** In July 2023, the appointment of Luka Mucic from 1 September 2023 as the Chief Financial Officer was announced. The Nominations and Governance Committee and the Board have also considered succession planning at a number of meetings.
- **Operational performance:** The Board spent a full day in September 2023 focusing on the Group's three strategic priorities and the initiatives supporting them. Additional sessions and updates on these initiatives featured in the remaining FY24 Board meetings including a deep dive into the satellite strategy and an update on deep detractor reductions.
- **Technology:** In May 2023, the Board approved the establishment of the Technology Committee. The Committee has met three times during FY24 and focused on the current technology strategy including deep dives and the budgeting process for FY24.

 [Read more on pages 84-85](#)

Nominations and Governance Committee

In addition to keeping under review developments in corporate governance and the Company's responses to them, the Nominations and Governance Committee makes recommendations to the Board about Board composition and ensures Board diversity and the necessary balance of skills. The Committee recognises the need to anticipate the skills and attributes that will be needed on the Board as the Company develops. Committee focus during FY24 was on the appointment of the Group Chief Executive and the Group Chief Financial Officer, the establishment of the Technology Committee, and Board Committee composition following the departure of long-standing Non-Executive Directors at the conclusion of the 2023 AGM. The Committee has also spent time reviewing the bench strength of management.

 [Read more on pages 86-88](#)

Board changes

Luka Mucic joined the Board as Group Chief Financial Officer on 1 September 2023. Luka brings extensive financial and international business experience. He has a strong record of international leadership, corporate repositioning and value creation that will support the strategic aims of the Group.



Click or scan to watch the Group Chief Financial Officer, Luka Mucic, explain his role: investors.vodafone.com/videos

Technology Committee

The Committee oversees the technology strategy and how it supports the overall Company strategy. The Committee monitors progress against the strategy and assesses technology risks and industry trends. It also keeps technology development under review and explores innovations that enable future growth.



Click or scan to watch the Chair of the Technology Committee, Simon Segars, explain his role: investors.vodafone.com/videos

 [Read more on page 95](#)

Audit and Risk Committee

The Committee oversees the Group's financial reporting, risk management, internal control and assurance processes, and the external audit. This includes in-depth reviews of our principal risks, the review of our Annual Report and a programme of deep dives across multiple business units with a focus on the risk and control environment. The Committee also monitors the activities and effectiveness of the internal audit function and has primary responsibility for overseeing the relationship with the external auditor. Deep-dive topics during FY24 included reviews of adverse changes in macroeconomic conditions, disintermediation risk, adverse political and policy environment, strategic transformation, cyber threats, supply chain disruption, technology, data management and privacy. Entity deep-dives included the cluster of markets within the Other Europe segment, Vodafone Spain, Vodafone Germany, Vodafone UK, Vantage Towers and Vodafone Business. The Committee also has joint responsibility, with the ESG Committee, for reviewing the appropriateness and adequacy of ESG disclosures provided within the Annual Report and the ESG Addendum, including approving its content.



Click or scan to watch the Chair of the Audit Committee, David Nish, explain his role: investors.vodafone.com/videos

 [Read more on pages 89-94](#)

ESG Committee

The ESG Committee provides oversight of Vodafone's Environmental, Social and Governance ('ESG') programme and monitors the purpose agenda in relation to empowering people, protecting our planet and ensuring that Vodafone acts with integrity. Committee focus during the year was on the refreshment of our purpose agenda to create a digital society. The Committee also reviewed the ESG strategy and its evolution since the establishment of the Committee in 2021, and undertook a full review of the ESG reporting disclosures.



Click or scan to watch the Chair of the ESG Committee, Amparo Moraleda, explain her role: investors.vodafone.com/videos

 [Read more on pages 96-97](#)

Remuneration Committee

The Remuneration Committee sets, assesses and recommends for shareholder approval the Remuneration Policy for Executive Directors, sets the remuneration of the Executive Directors and approves the remuneration of the Chair of the Board and members of the Executive Committee. It also reviews remuneration arrangements across the Group to ensure they are aligned with our strategy, support our purpose and celebrate the 'Spirit of Vodafone'.

Fair Pay principles:

- | | |
|--------------------------------------|-----------------------------|
| 1. Market-competitive | 4. Share in our successes |
| 2. Free from discrimination | 5. Provide benefits for all |
| 3. Provide a good standard of living | 6. Open and transparent |

 [Read more on pages 98-118](#)

Chair's governance statement

We take our commitment to strong and robust corporate governance seriously

Dear shareholders,

On behalf of the Board, I am pleased to present the Corporate Governance Report for the year ended 31 March 2024.

This report provides details about the Board and an explanation of our individual roles and responsibilities. It also provides an insight into the activities of the Board and Committees over the year and how we seek to ensure the highest standards of corporate governance remain embedded throughout the Company, underpinning and supporting our business and the decisions we make.

The year in review

In May 2023, we set out a new roadmap for Vodafone, based on our need to change and focus on three priorities: Customers, Simplicity and Growth. Since then we have seen Vodafone's transformation progress, and I would like to give great thanks to my fellow Directors, the executive team, and the people of Vodafone for their spirit, ambition and hard work. There is much more that needs to be done for us to achieve our ambition of being a best-in-class telco in Europe and Africa, as well as the leading platform for business in Europe, but I am confident we are on the right trajectory.

Strategic Transformation

This financial year has seen a lot of transactional activity for Vodafone. In May 2023, we announced entering into a strategic partnership and Relationship Agreement with Emirates Telecommunications Group Company PJSC ('e&'), establishing e& as a cornerstone shareholder of the Company. The strategic relationship enables collaboration across a broad range of growth areas. Under the terms of the Relationship Agreement, the Group Chief Executive Officer of e&, Hatem Dowidar, joined the Vodafone Board as a Non-Executive Director on 19 February 2024. The e& Group Chief Executive will have the right to be an appointed Non-Executive Director, subject to shareholder approval, for as long as e& maintains its current shareholding of 14.6%.

In June 2023, we announced entering into a binding agreement with Hutchison Group Telecom Holdings Limited in relation to a combination of our UK telecommunication businesses, Vodafone UK and Three UK. If approved, this merger will be great for customers, great for the country and great for competition. It is transformative and will create a best-in-Europe 5G network.

In October 2023, we announced the sale of Vodafone Spain, which we believe is a key step in right-sizing our portfolio for growth and will enable us to focus our resources in markets with sustainable structures and sufficient local scale.

In November 2023, we announced a strategic partnership with Accenture to accelerate the commercialisation of our shared operations to advance growth, enhance customer service and drive significant efficiencies for Vodafone's operating companies and partner markets, as well as create new career opportunities for our people.

On 16 January 2024, we signed a 10-year strategic partnership with Microsoft to bring generative AI, digital services and the cloud to more than 300 million businesses and consumers.

On 15 March 2024, we announced the sale of Vodafone Italy to Swisscom AG and a broad review of our capital allocation considering the investment profile of the Group's strategy within its reshaped footprint.

The capital allocation review concluded that country-level capital intensity would be broadly maintained at existing levels, a robust balance sheet would be maintained with a new leverage policy, the ordinary dividend would be rebased to 4.5 eurocents per share from FY25 onwards, and there would be an opportunity for share buybacks following the completion of the sale of Vodafone Spain and Vodafone Italy.

These transactions formed part of Vodafone's transformational progress, with the sale of Vodafone Italy being the last step in our portfolio transformation, helping us to move forward with our roadmap and achieve our ambition.

Board composition

Executive Directors

Luka Mucic joined the Board as Group Chief Financial Officer on 1 September 2023 following an extensive external recruitment process with the support of Egon Zehnder, an independent external search firm. The Board and I have been impressed with the pace with which Luka has got to grips with the Company and the strong relationship he and Margherita are building.

The appointment of Luka enabled Margherita Della Valle to fully transition into her role as Group Chief Executive. During the year, Margherita has continued to demonstrate her strong capabilities in being able to lead the necessary transformation of Vodafone.

Non-Executive Directors

As I discussed in last year's report, there were a number of scheduled changes in the composition of our Non-Executive Directors expected during FY24, with the retirement of Valerie Gooding, Sir Crispin Davis and Dame Clara Furse. David Nish was appointed Senior Independent Director, Amparo Moraleda was appointed Remuneration Committee Chair and Delphine Ernotte Cunci and Christine Ramon were appointed Workforce Engagement Leads.

Following Hatem Dowidar's appointment earlier this year, he has begun a full induction programme, including meetings with executives leading our businesses and functions.

The Board and Nominations and Governance Committee anticipate scheduled retirements in FY25 and, therefore, already have a renewed focus on succession planning. We will continue to closely monitor the diversity and skill sets needed to drive the Company forward.

Diversity

Our commitment to having a Board diverse in all aspects firmly remains. The Nominations and Governance Committee continues to support the Board in monitoring requirements and best practices. We are proud to meet gender targets requiring Boards to comprise of at least 40% women. This includes our Group Chief Executive, Margherita Della Valle. We also exceed the Parker Review target to have at least one Director from a minority ethnic group.

Beyond the Board, you may recall that last year we announced the introduction of a new ethnic diversity target, for 25% of our global senior leadership to be from ethnically diverse backgrounds by 2030. We are making great progress towards this target.

Skills

The changes in composition in the year have bolstered the Board and demonstrated that diversity, skills and knowledge are effectively regarded when composition is considered. The Board and I believe our composition, with highly relevant sector expertise, makes us well placed to advise and provide management oversight.

On 10 May 2023, the Board approved the creation of a Technology Committee to oversee the technology strategy and how it supports the overall Company strategy. The Committee was established on 25 July 2023 and has already proved to be a significant enhancement to our governance structure.

Evaluation

For the second year in a row, the Board undertook an internal evaluation which I led with support from the Group General Counsel and Company Secretary. Individual Directors were invited to complete a self-assessment questionnaire as well as speaking with me

one-on-one. In a change from prior years, response was also sought from the Group General Counsel and Company Secretary. I am delighted to report there was a clear consensus that the Board is very effective in working together as a cohesive unit and continues to improve following the changes made during the year. A number of strengths were identified as well as key areas for focus during the year ahead.

Executive Committee composition

With effect from 1 April 2024, we made a number of changes to our Executive Committee. Ahmed Essam was appointed Executive Chairman Vodafone Germany and CEO European Markets, Serpil Timuray was appointed CEO Vodafone Investments, and Philippe Rogge stood down from his role as CEO Vodafone Germany and as a member of the Group Executive Committee, leaving Vodafone. Marcel de Groot was appointed CEO Vodafone Germany and Max Taylor appointed CEO Vodafone UK. Both Marcel and Max report to Ahmed Essam but are not members of the Executive Committee.

Marika Auramo has been appointed CEO of Vodafone Business and a member of Vodafone's Executive Committee, with effect from 1 July 2024. Marika will take over from Giorgio Migliarina, who has successfully led Vodafone Business as interim CEO since Vinod Kumar's departure on 31 December 2023.

Stakeholder engagement

The Board is committed to understanding the views of all of Vodafone's stakeholders to inform the decisions that we make. We recognise that Vodafone's success is dependent on the Board taking decisions for the benefit of our shareholders and in doing so having regard to all our stakeholders.

Throughout the year, I have met with institutional shareholders both virtually and in person. In March 2024, I had individual meetings with a number of the Company's largest shareholders and engaged on topics such as capital allocation, Board composition and the shape of the Group. Further resources were made available to individual shareholders during the year, such as online presentations hosted by the UK Individual Shareholders Society. I have also met senior political leaders in both my role as Vodafone Chair and as the Chair of the European Round Table for Industry. These include presidents and prime ministers across our markets and in key international organisations such as the European Commission. The Board received an update on the investor perception study completed during the year.

The Board understands the importance of culture and setting the tone of the organisation from the top and embedding it throughout the Group. We refer to our culture as the 'Spirit of Vodafone'. It is a key component of our strategic, organisational and digital transformation. The aim of our people strategy is to create an environment where growing never stops and everyone can truly belong, innovate and fulfil their potential. The Board receives regular updates on employee engagement and the 'Spirit of Vodafone', which enables it to make informed decisions where appropriate.

During the year, in their roles as Workforce Engagement Leads, Delphine Ernotte Cunci and Christine Ramon gathered the views of employees through employee consultative committees across our European and African markets. Key discussion topics included customer experience, and personal development and reskilling opportunities.

The Annual General Meeting ('AGM') in 2023 was held at Vodafone UK's headquarters in Newbury, Berkshire and was available to watch live via a webcast for those shareholders who were unable to attend in person. Shareholders were able to pre-submit questions or, if attending in person, ask questions on the day, for consideration by the Directors at the meeting. We intend to hold the 2024 AGM in the same format.



Click to read more about the AGM:
[vodafone.com/agm](https://www.vodafone.com/agm)

The year ahead

A key focus for the Board and I for FY25 will be on succession planning in anticipation of upcoming scheduled retirements, whilst also continuing to support Luka, Margherita and Hatem in their new roles.

In addition, the Board will continue to drive for sustainable value creation and monitor the Company's progress on the execution of Vodafone's strategy focusing on Customers, Simplicity and Growth. The Board will keep the Group's strategy under review, adapting it to anticipate or respond to opportunities and risks in the markets in which we operate.

Thank you for your continued support.

Jean-François van Boxmeer

Chair of the Board

Compliance with the 2018 UK Corporate Governance Code (the 'Code')

In respect of the year ended 31 March 2024, Vodafone Group Plc was subject to the Code (available from www.frc.org.uk). The Board is pleased to confirm that Vodafone applied the principles and complied with all the provisions of the Code throughout the year. Further information on compliance with the Code can be found as follows:

Board leadership and Company purpose



[Read more](#)

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Remuneration

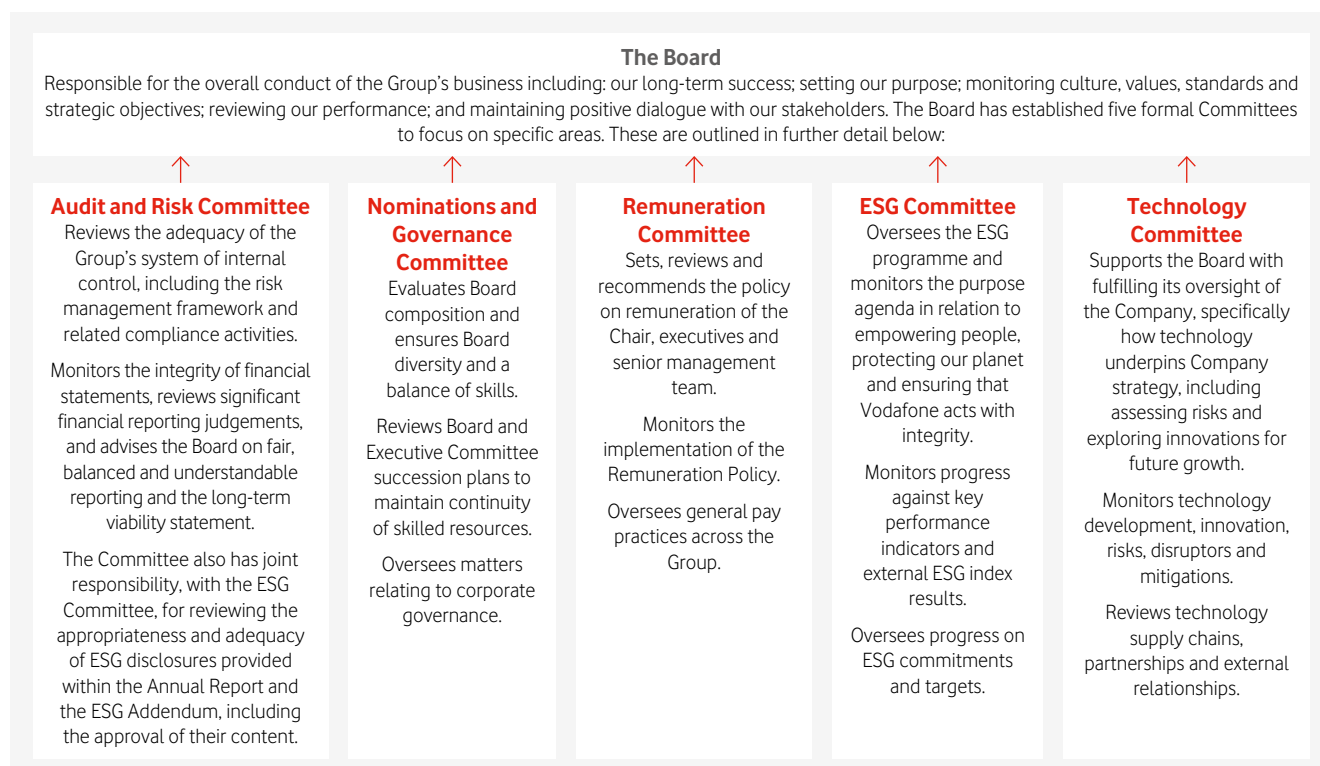
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Disclosure Guidance and Transparency Rules

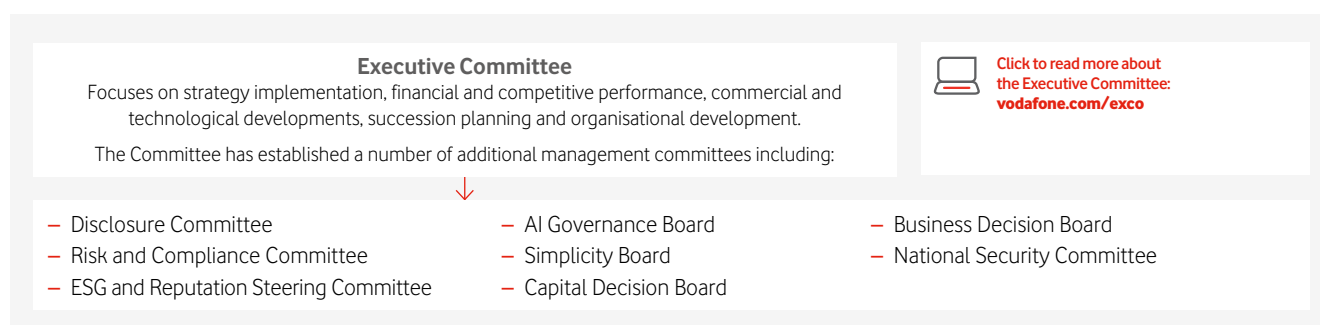
We comply with the Corporate Governance Statement requirements pursuant to the FCA's Disclosure Guidance and Transparency Rules by virtue of the information included in this 'Governance' section of the Annual Report together with information contained in the 'Shareholder information' section on pages 249 to 254.

Governance

Our governance structure



Click to read more about the responsibilities of each Board Committee:
vodafone.com/board-committees



Click to read more about the Executive Committee:
vodafone.com/exco

The Board

The Board comprises the Chair, Senior Independent Director, Non-Executive Directors, the Group Chief Executive and the Group Chief Financial Officer. Our Non-Executive Directors bring independent judgement, and wide and varied commercial, financial and industry experience to the Board and Committees.



A summary of each role can be found overleaf on page 75
Biographies of Board members can be found on pages 76-78

Board meetings are structured to allow open discussions. At each meeting, the Directors are made aware of the key discussions and decisions of the principal Committees by the respective Committee Chairs. Minutes of Board and Committee meetings are circulated to all Directors after each meeting.



Read more about the Board's activities during the year on pages 81-83

The Board is collectively responsible for ensuring leadership through effective oversight and review. It sets the strategic direction with the goal of delivering sustainable stakeholder value over the longer term and has oversight of cultural and ethics programmes. The Board's responsibility includes delivery of strategy and business performance.

The Board also oversees the implementation of risk assessment systems and processes to identify, manage and mitigate Vodafone's principal risks. It is also responsible for matters relating to finance, audit and internal control, reputation, listed company management,

corporate governance, remuneration and effective succession planning, much of which is overseen through its principal Committees.

The Executive Committee

The Executive Committee comprises Margherita Della Valle, the Group Chief Executive, and Luka Mucic, Group Chief Financial Officer, together with a number of senior executives responsible for global commercial operations, human resources, technology, external affairs and legal matters. Committee members also include the Executive Chairman Vodafone Germany and CEO European Markets, CEO Vodafone Investments, CEO Vodacom Group, and Chief Commercial Officer and CEO Vodafone Italy.

Led by the Group Chief Executive, the Executive Committee and other management committees are responsible for making day-to-day management and operational decisions, including implementing strategic objectives and empowering competitive business performance in line with established risk management frameworks, compliance policies, internal control systems and reporting requirements.

Details of the Executive Committee members and their range of experience, skills and expertise can be found on page 79. Some members also hold external non-executive directorships, giving them valuable board experience.



Biographies of the Executive Committee can be found on page 79

Division of responsibilities

Chair

Jean-François van Boxmeer

- Leads the Board, sets each meeting agenda and ensures the Board receives accurate, timely and clear information in order to monitor and challenge management, guiding them and the Board to take sound decisions;
- Promotes a culture of open debate between Executive and Non-Executive Directors and holds meetings with the Non-Executive Directors without the Executive Directors present;
- Regularly meets with the Group Chief Executive and other senior management to stay informed;
- Ensures effective communication with shareholders and other stakeholders;
- Promotes high standards of corporate governance and ensures Directors understand the views of the Company's shareholders and other key stakeholders, and the section 172 Companies Act 2006 duties;
- Promotes and safeguards the interests and reputation of the Company; and
- Represents the Company to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.

Senior Independent Director

David Nish

- Provides a sounding board for the Chair and acts as a trusted intermediary for the Directors as required;
- Meets with the Non-Executive Directors (without the Chair present) when necessary and at least once a year to appraise the Chair's performance, and communicates the results to the Chair; and
- Together with the Nominations and Governance Committee, leads an orderly succession process for the Chair.

Workforce Engagement Leads

Delphine Ernotte Cunci and Christine Ramon

- Engage with the workforce in key regions where the Group operates, answer direct questions from workforce-elected representatives, and provide the Board with feedback on the content and outcome of those discussions.

Non-Executive Directors

- Monitor and challenge the performance of management;
- Assist in development, approval and review of strategy;
- Review Group financial information and provide advice to management;
- Engage with stakeholders and provide insight as to their views, including in relation to the workforce and the culture of Vodafone; and
- As part of the Nominations and Governance Committee, review the succession plans for the Board and key members of senior management.

Company Secretary

Maaïke de Bie

- Ensures the necessary information flows between the Board and Committees, and between senior management and Non-Executive Directors, in a timely manner;
- Supports the Chair in ensuring the Board functions efficiently and effectively, and assists the Chair with organising Director induction and training programmes;
- Provides advice and keeps the Board updated on all corporate governance developments; and
- Is a member of the Executive Committee.

Group Chief Executive

Margherita Della Valle

- Provides leadership of the Company, including representing the Company to customers, suppliers, governments, shareholders, financial institutions, employees, the media, the community and the public, and enhances the Group's reputation;
- Leads the Executive Directors and senior management team in running the Group's business, including chairing the Executive Committee;
- Develops and implements Group objectives and strategy having regard to shareholders and other stakeholders;
- Recommends remuneration, terms of employment and succession planning for the senior executive team;
- Manages the Group's risk profile and ensures appropriate internal controls are in place;
- Ensures compliance with legal, regulatory, corporate governance, social, ethical and environmental requirements and best practice; and
- Ensures there are effective processes for engaging with, communicating with, and listening to, employees and others working for the Company.

Chief Financial Officer

Luka Mucic

- Supports the Chief Executive in developing and implementing the Group strategy;
- Leads the global finance function and develops key finance talent;
- Ensures effective financial reporting, processes and controls are in place;
- Recommends the annual budget and long-term strategic and financial plan;
- Oversees Vodafone's relationships with the investment community; and
- Leads on supply chain management, including the Vodafone Procurement Company.



Click to read more about the Board's role and responsibilities, matters reserved and the terms of reference for each Board Committee: [vodafone.com/board](https://www.vodafone.com/board)



Read more about our Board Committees, together with details of their activities, on pages 86-118

Governance (continued)

Our Board

Our business is led by our Board of Directors.

Biographical details of the Directors as at 14 May 2024 are provided below.



Click to find full biographical information for the Directors:
[vodafone.com/board](https://www.vodafone.com/board)

External appointments listed are only those required to be disclosed pursuant to Listing Rule 9.6.

Jean-François van Boxmeer N E

Chair – Independent on appointment

Tenure: 3 years

Career and experience:

Jean-François was the Chief Executive of Heineken for 15 years, having been with the company for 36 years. Jean-François held a number of senior roles in Africa and Europe before joining Heineken's Executive Board in 2001 with worldwide responsibility for supply chain and technical services, as well as regional responsibility for the operating businesses in North-West Europe, Central and Eastern Europe and Sub-Saharan Africa.

Skills and attributes which support strategy and long-term success:

- Extensive international experience in driving growth through both business-to-business and business-to-consumer business models, both of which are integral components of the Company's strategy and long-term success.
- Exposure to overseeing the management of complex and far-reaching transformational projects, including specific hands-on experience of the countries in which the Company operates.
- Skilled communicator with a strong track record of developing stakeholder relations and overseeing governance in the context of a large global organisation, which, in his capacity as Chair of the Board, continues to be of great value to the Company.

External appointments:

- Heineken Holding N.V., non-executive director

Margherita Della Valle

Group Chief Executive – Executive Director

Tenure: 1 year (as Group Chief Executive)

Career and experience:

In addition to her role as Group Chief Financial Officer which she held since 2018, Margherita Della Valle was initially appointed Group Chief Executive on an interim basis, effective 1 January 2023. On 27 April 2023, we announced the permanent appointment of Margherita as Group Chief Executive with immediate effect. Margherita continued to serve as Group Chief Financial Officer until Luka Mucic was appointed on 1 September 2023. Margherita's previous roles within Vodafone were Deputy Chief Financial Officer from 2015 to 2018, Group Financial Controller, Chief Financial Officer for Vodafone's European region and Chief Financial Officer for Vodafone Italy. She joined Omnitel Pronto Italia – which later became Vodafone Italy – in 1994 and held key senior positions in consumer, marketing, business analytics and customer base management before moving to finance. After moving to a Group finance position in 2007, Margherita established a number of shared operations functions, which now employ over 31,700 people and provides a portfolio of services spanning IT operations, customer care, supply chain management, human resources and finance operations to 28 partners in other markets.

Skills and attributes which support strategy and long-term success:

- Strong commercial and operational leadership with expert knowledge of the global telecommunications landscape after close to three decades of direct industry experience.
- Considerable corporate finance and accounting experience, translating into expert knowledge of capital allocation, operational efficiency and investment appraisal.
- After almost 30 years at Vodafone, Margherita has a strong personal affiliation and understanding of the Company's culture and values, which help her represent the Company to all stakeholders and develop and implement the strategy.
- Proven record of developing the next generation of talent, including senior leadership within Vodafone and more broadly through her founding of NXT GEN Women in Finance, an initiative where European Chief Financial Officers identify, mentor and promote rising female stars in finance.

External appointments:

- Reckitt Benckiser Group plc, non-executive director and member of the audit committee

Luka Mucic

Group Chief Financial Officer – Executive Director

Tenure: <1 year

Career and experience:

Luka was appointed Group Chief Financial Officer and a member of the Vodafone Group Plc Board on 1 September 2023. Previously Luka was the Chief Operating Officer of SAP SE from 2014-2017 and its Chief Financial Officer from 2014 until 31 March 2023. During these roles, he was responsible for SAP's groupwide finance, legal, data protection, procurement, audit, risk management, security, IT, and process management functions. Luka began his career at SAP in 1996 and has held a series of management positions within the global finance and administration division. He assumed responsibility for M&A projects, as well as for the global risk management function of SAP and the legal department of SAP Markets Europe. After serving as CFO of SAP's DACH region (comprising Germany, Austria and Switzerland) from 2008 to 2012, he became Head of Global Finance and a member of SAP's Global Managing Board in 2013. Luka also oversaw SAP's sustainability efforts and was responsible for SAP's Taulia and SAP Signavio business units.

Skills and attributes which support strategy and long-term success:

- Strong commercial and operational leadership with expert knowledge of the global finance landscape.
- A background in finance, legal, audit, risk management and IT allow Luka to be a balanced and highly knowledgeable Executive Director in technical Board discussions.

External appointments:

- Heidelberg Materials AG, supervisory board member

Stephen A. Carter CBE N T

Non-Executive Director

Tenure: 1 year

Career and experience:

Since becoming Group CEO of Informa plc in 2013, Stephen has led Informa plc through a transformation into an international leader in B2B events, digital services and academic markets. Prior to Informa, Stephen was President and Managing Director at Alcatel-Lucent, where he played a key role in restructuring the business, and investing in next-generation mobile network equipment and product development delivery. Stephen also served a term as the founding CEO of Ofcom, the UK's telecommunication regulator, where he

Committee key

A Audit and Risk Committee	E ESG Committee	N Nominations and Governance Committee	R Remuneration Committee	T Technology Committee	● Solid background signifies Committee Chair
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brought together five different regulatory authorities. After Ofcom, Stephen served as Chief of Strategy to the UK's Prime Minister, and then as a Minister of State for Communications, Technology & Broadcasting. Stephen later served as a non-executive director for the Department for Business, Energy and Industrial Strategy from 2016-2020.

Skills and attributes which support strategy and long-term success:

- Track record of value creation, with specific experience in the telecoms and media sectors.
- Experience in public policy, government affairs and regulatory engagement, which is invaluable in relation to the highly regulated environment within which the Company operates.

External appointments:

- Informa plc, group chief executive

Michel Demaré (A) (N) (R)

Non-Executive Director

Tenure: 6 years

Career and experience:

Michel began his career at Continental Bank SA, Belgium, before spending 18 years with The Dow Chemical Company in several finance and strategy responsibilities in Benelux, France, the US and Switzerland. He was Chief Financial Officer Europe for Baxter International from 2002 to 2005, and Chief Financial Officer at ABB Group from 2005 to 2013. He also served as Interim CEO of ABB during 2008. He was independent vice-chairman at UBS Group from 2009 to 2019, and vice-chairman/chairman of Syngenta AG from 2013 to 2017.

Skills and attributes which support strategy and long-term success:

- Proven multinational business leader with substantial international finance, strategy and M&A experience.
- Highly skilled in governance and corporate stewardship, which Michel brings both to the Board and to each of the Committees of the Company on which he sits.

External appointments:

- AstraZeneca plc, non-executive chair, chair of the nomination and governance committee and member of the remuneration committee

Hatem Dowidar (N)

Non-Executive Director

Tenure: <1 year

Career and experience:

Hatem was appointed a Non-Executive Director and a member of the Vodafone Group Plc Board on 19 February 2024. Hatem brings 30 years of experience in multinational companies and more than 24 years of these within the telecommunications industry across various leadership positions. Hatem initially began his career in AEG/Deutsche Aerospace (Daimler Benz Group) in Egypt, before moving into marketing at Procter & Gamble, where he held several managerial roles. Prior to joining e& Group in September 2015, initially as Group Chief Operating Officer before being appointed Group Chief Executive Officer, Hatem held various leadership positions at Vodafone including Group Chief of Staff, Group Core Services Director, CEO of Vodafone Egypt and CEO of Partner Markets.

Skills and attributes which support strategy and long-term success:

- Highly skilled strategist and visionary, with experience leading several ground-breaking strategic programmes.
- Extensive corporate governance experience through representation as chair and board member on several corporate boards within and outside the telecommunications industry.

External appointments:

- Etihad Etisalat Company (Mobily), non-executive director¹
- Maroc Telecom, non-executive director¹
- BlackRock Frontiers Investment Trust Plc, non-executive director

Note:

1. Please note these external appointments are part of the e& Group.

Delphine Ernotte Cunci (R) (T)

Non-Executive Director and Workforce Engagement Lead

Tenure: 1 year

Career and experience:

Since 2015, Delphine has been President of France Télévisions, the French national public television broadcaster. Her mandate was extended in 2020, the first time this has happened to an incumbent President. Prior to that, Delphine spent 26 years at Orange S.A., where she became Deputy CEO in 2010 and led the successful turnaround of Orange France.

Skills and attributes which support strategy and long-term success:

- Considerable experience in the telecoms sector and, more recently, in media and technology, which enhances Board understanding of trends relevant to the Company's operations and the wider European regulatory environment.
- Delphine's engineering background and distinguished career at Orange provide relevant knowledge and experience to the Board's evaluation of specific opportunities within the telecoms and connectivity space.

Deborah Kerr (A) (T)

Non-Executive Director

Tenure: 2 years

Career and experience:

Deborah is Managing Director at Warburg Pincus, where she serves as Co-head of Value Creation. Deborah has previously held senior executive roles and non-executive appointments across a range of sectors, including senior executive roles at Sabre, the travel technology company, Fair Isaac Corp, the data analytics business, and Hewlett-Packard Company, where she was Chief Technology Officer for HP's Enterprise Services operations. Deborah was a non-executive director of EXLservice Holdings Inc, the business process solutions company, and Chico's FAS, Inc. Deborah has also held non-executive roles at International Airline Group, the airline conglomerate, DH Corporation, a global fintech solutions and service provider, and Mitchell International Inc, a privately owned global technology business.

Skills and attributes which support strategy and long-term success:

- A wealth of technological expertise, including an understanding of complex digital transformations, which continues to be central to the next phase of the Company's growth.
- Detailed knowledge of the technology market, which, in the context of her role as a member of the Audit and Risk Committee, affords insights into the risk profile of the Company as well as the sectors and markets within which it operates.

External appointments:

- NetApp, INC, non-executive director and member of the audit committee

Committee key



Audit and Risk Committee



ESG Committee



Nominations and Governance Committee



Remuneration Committee



Technology Committee



Solid background signifies Committee Chair

Governance (continued)

Maria Amparo Moraleda Martinez R E**Non-Executive Director****Tenure:** 6 years**Career and experience:**

Amparo joined IBM in 1988 and spent more than 20 years with the company, becoming President of IBM Southern Europe in 2005. In 2009, Amparo joined Iberdrola S.A. where she was Chief Operating Officer of the International Division until 2012. Amparo is a member of the Royal Academy of Economic and Financial Sciences and was inducted into the Women in Technology International Hall of Fame in 2005.

Skills and attributes which support strategy and long-term success:

- A background in engineering, IT and technology equip Amparo with significant experience and the ability to provide valuable contributions during technical Board discussions.
- Corporate social responsibility experience and her experience as a champion of inclusion and diversity are significant assets in the context of her role as Chair of the Company's ESG Committee.

External appointments:

- Airbus Group, senior independent director, chair of remuneration, nominations and governance committee and member of ethics, compliance & sustainability committee
- CaixaBank, non-executive director and chair of appointments and sustainability committee
- A.P. Moller-Maersk, non-executive director, chair of the ESG committee and member of the audit committee

David Nish A N**Non-Executive Director and Senior Independent Director****Tenure:** 8 years**Career and experience:**

David was Group Finance Director of Scottish Power Plc from 1999 to 2005 having joined the company as Deputy Finance Director in 1997. Additionally, he was the Chief Executive Officer of Standard Life Plc from January 2010 to September 2015 having joined the company as Group Finance Director in November 2006. David was also a former Partner at Price Waterhouse, where he began his career as a trainee. Previous non-executive positions held by David include boards of HSBC Holdings Plc, London Stock Exchange Group Plc, Zurich Insurance Group Ltd, UK Green Investment Bank plc, Northern Foods Plc, Thus Plc, HDFC Life (India) and Royal Scottish National Orchestra. He was Deputy Chairman of the Association of British Insurers. He was also formerly a member of the City UK Board Advisory Committee and the Financial Services Advisory Board of the Scottish Government.

Skills and attributes which support strategy and long-term success:

- Wide-ranging operational and strategic experience as a senior leader and a deep understanding of financial and capital markets.
- Significant finance experience, bringing strong direction as the Chair of the Audit and Risk Committee through a focus on the risk and control environment and Group resilience.

Christine Ramon A E**Non-Executive Director and Workforce Engagement Lead****Tenure:** 1 year**Career and experience:**

Christine was previously Chief Financial Officer and executive director of AngloGold Ashanti Ltd, a global gold mining company. Prior to AngloGold Ashanti, she was Chief Financial Officer of Sasol Ltd, a South African energy and chemicals company. Christine was also a former Chief Executive Officer at Johnnie Holdings Ltd, an investment

holding company with interests in media, entertainment and telecommunications, prior to joining Sasol. Additionally, she has worked at Pepsi as a Financial Controller. Christine has held non-executive director roles at the International Federation of Accountants, the global organisation for the accountancy profession, MTN Group Ltd, a South African telecommunications company, Lafarge S.A., a cement company, and Transnet SOC Ltd, a South African rail, port and pipeline company.

Skills and attributes which support strategy and long-term success:

- Considerable experience of African markets, which aids the Company with its ambition to be a best-in-class telecommunications company in both Europe and Africa.
- Up-to-date investor relations experience and strong ambassadorial skills developed through a distinguished executive career to date.
- Highly experienced corporate finance executive with extensive board expertise, which supplements the Board's existing financial, commercial and strategic expertise.

External appointments:

- Clicks Group Limited, non-executive director, member of the remuneration & nominations committee and member of the audit & risk committee
- Discovery Limited, non-executive director, member of the audit committee and social and ethics committee, member of the remuneration committee and member of the treating the customers fairly sub-committee

Simon Segars E T**Non-Executive Director****Tenure:** 1 year**Career and experience:**

Simon was previously the CEO of Arm Ltd., the global leader in the development of semiconductor intellectual property. He successfully led the business from 2013 to 2022 and generated significant value for investors during his tenure. During 2017 to 2021, Simon was also a Board member of the SoftBank Group. Prior to joining Arm in 1991, he was an engineer at Standard Telephones and Cables.

Skills and attributes which support strategy and long-term success:

- Possesses significant understanding of technology trends and how these are reshaping industry landscapes, which are important in charting the Company's long-term strategic direction.
- Proven history of business transformation and corporate strategy in dynamic and swiftly evolving commercial environments.

External appointments:

- Dolby Laboratories, Inc., non-executive director



Click or scan to watch our Non-Executive Directors explain their role:
[\[investors.vodafone.com/videos\]](https://investors.vodafone.com/videos)


Committee key


- A Audit and Risk Committee E ESG Committee N Nominations and Governance Committee R Remuneration Committee T Technology Committee ● Solid background signifies Committee Chair

Our Executive Committee

Biographical details of the Executive Committee, as at 14 May 2024 are provided below.

Margherita Della Valle  **Luka Mucic** 
Group Chief Executive **Group Chief Financial Officer**

 [Read more about the Group Chief Executive on page 76](#)

 [Read more about the Group Chief Financial Officer on page 76](#)

Aldo Bisio 

Chief Commercial Officer and CEO Vodafone Italy

Aldo was appointed Group Chief Commercial Officer in January 2023. He was appointed Chief Executive Officer of Vodafone Italia in January 2014 and joined the Executive Committee in October 2015. Aldo is responsible for driving the Group's commercial and brand strategy through CX Excellence and the delivery of new digital services for the consumer segment. As CEO of Italy, he is responsible for steering local commercial strategy and driving operational excellence. Prior to joining Vodafone, Aldo held the position of Group Managing Director of Ariston Thermo Group from 2008 and he was then named Group Chief Executive Officer in 2010. Being part of McKinsey & Co previously, he held different positions in strategic consultancy focusing on the telecommunications and media industries.

Maaïke de Bie 

Group General Counsel and Company Secretary

Maaïke de Bie was appointed Group General Counsel and Company Secretary on 1 March 2023 and has responsibility for the Group legal, compliance, risk and company secretariat functions as well as advising the Board on all aspects relating to corporate governance. She previously served as General Counsel and Company Secretary of easyJet plc and before that as General Counsel of Royal Mail plc. An experienced international lawyer, Maaïke is dual-qualified in both the US and UK, with over 30 years of experience. Maaïke is currently a Board Member of General Counsel for Diversity & Inclusion (GCD&I). She is also a Trustee of Blueprint for Better Business, which is an independent charity that helps businesses to be inspired and guided by a purpose that respects people and contributes to a better society.

Ahmed Essam 

Executive Chairman Vodafone Germany and CEO European Markets

Ahmed was appointed Executive Chairman Vodafone Germany and CEO European markets on 1 April 2024, and has been a member of the Executive Committee since 2016. Ahmed has over 20 years of experience in the fields of telecommunications, strategy, financial planning, commercial management and general management. Ahmed joined Vodafone in 1999 and earlier roles include Customer Care Director and Consumer Business Unit Director, Group Management Director for Vodafone's Africa, Middle East and Asia-Pacific region, and a number of senior roles within Vodafone's Group Commercial functions. Ahmed has been Group Chief Commercial Operations and Strategy Officer, CEO Europe Cluster and CEO Vodafone UK.

Shameel Joosub

CEO Vodacom Group

Shameel joined Vodafone in 1994 and currently serves as Chief Executive Officer at Vodacom Group Limited, a position he has held since 2012. He has extensive telco experience having operated at a senior level in various companies across the group for the last 23 years, including Managing Director at Vodacom South Africa and Chief Executive Officer at Vodafone Spain. Shameel holds board positions at Vodacom Group Ltd, Safaricom Plc and Vodafone Egypt Telecommunications S.A.E. He also sits on the board of Business Leadership South Africa. He was appointed to the Executive Committee in April 2020, and is responsible for the overall strategic direction and performance of all its African operations, comprising eight markets.

Scott Petty 

Vodafone Group Chief Technology Officer (CTO)

Scott joined Vodafone in 2009 and has held positions in Vodafone Business Product Management and Technology before becoming UK CTO in 2017. He has been the Chief Digital & Information Officer since April 2021 as part of a newly created integrated European-wide Technology team to drive the transformation to achieve Vodafone's ambition to become a Next Generation Telco. Previously, Scott held a number of Executive roles at Dimension Data, as Group Executive – Services, Chief Operating Officer – Australia and as Chief Information Officer – Australia. Scott joined the Executive Committee in January 2023.

Joakim Reiter 

Chief External and Corporate Affairs Officer

Joakim, an Executive Committee member since August 2017, is Vodafone's Chief External and Corporate Affairs Officer, responsible for public relations and corporate affairs, including policy and regulation, communications, security, sustainability and charitable activities. He currently sits on the Board of the Swedish Space Corporation. Before joining Vodafone, Joakim served as Assistant Secretary-General of the United Nations and has also been Ambassador to the World Trade Organisation, served as a Swedish senior diplomat to the EU, a trade negotiator in the European Commission, and has had a longstanding career in the Swedish Foreign Service.

Alberto Ripepi 

Group Chief Network Officer (CNO)

Since joining Vodafone in 2001, Alberto has held various roles in technology including CTO of Italy, CTO of Europe and Operational Director for Group Technology. Alberto joined the Executive Committee in January 2023 and is responsible for strategy, architecture and design and for operating the Vodafone network in Europe.

Serpil Timuray 

CEO Vodafone Investments

Serpil Timuray was appointed as CEO Vodafone Investments in April 2024, responsible for Joint Ventures, Partner Markets, and new telco partnerships. Her prior roles at the Group Executive Committee were CEO Europe Cluster, Group Chief Commercial Operations and Strategy Officer, and Regional CEO AMAP. She joined Vodafone in January 2009 as CEO Turkey. Formerly, she worked at Danone Plc for 10 years latterly as CEO Turkey. She began her career in 1991 at Procter & Gamble where she held marketing roles for 8 years latterly as an Executive Committee member in Turkey. Serpil is an Independent Non-Executive Director at British American Tobacco Plc, the Chairperson of VodafoneZiggo and a Non-Executive Director at TPG Telecom.

Leanne Wood 


Chief Human Resources Officer


Leanne joined Vodafone as Chief Human Resources Officer and as a member of the Executive Committee on 1 April 2019. She is responsible for leading Vodafone's people and organisation strategy, which includes developing strong talent and leadership, effective organisations, strategic capabilities and an engaging culture and work environment. Previously Leanne was the Chief People, Strategy and Corporate Affairs Officer for Burberry plc from 2015. Leanne is a Non-Executive Director and member of the Audit, Corporate Responsibility and Nomination and Remuneration Committees at Compass Group plc.

With effect from 1 April 2024, Marcel de Groot was appointed CEO Vodafone Germany and Max Taylor was appointed CEO Vodafone UK. They are not members of the Executive Committee and report to Ahmed Essam. With effect from 1 July 2024, Marika Auramo will join our Executive Committee as CEO of Vodafone Business.

Committee key

 Disclosure Committee

 Risk and Compliance Committee


 ESG and Reputation Steering Committee

 AI Governance Board

 Simplicity Board

 Capital Decision Board

 Business Decision Board

 National Security Committee

 Solid background signifies Committee Chair

ESG Committee

In 2021, the Board formally approved the establishment of a new Committee of the Board, the ESG Committee. The role of the Committee is to provide oversight of Vodafone's Environmental, Social and Governance ('ESG') programme, to monitor the Purpose agenda in relation to Empowering People, Protecting the Planet and ensuring that Vodafone Maintains Trust.

Chair

Amparo Moraleda

Members

Jean-François van Boxmeer

Christine Ramon

Simon Segars

Key responsibilities

The responsibilities of the Committee are to:

- Provide oversight of the Vodafone Group ESG programme and monitor the Purpose agenda;
- Review and provide guidance on the implementation of the ESG strategy, and related policies and programmes required to implement the ESG strategy;
- Monitor progress against KPIs and external ESG indices; and
- Provide joint oversight and effective governance with the Audit and Risk Committee ('ARC') over the ESG content within the Annual Report, the ESG Addendum and other disclosures with ESG content.



Click to read the Committee's terms of reference:
[vodafone.com/board-committees](https://www.vodafone.com/board-committees)

Letter from Committee Chair

On behalf of the Board, I am pleased to present Vodafone's ESG Committee report for the year ended 31 March 2024.

On establishment of the Committee in 2021, I was appointed as Chair due to my experience in ESG topics and my tenure as a member of the Board of Trustees of the Vodafone Foundation since 2020. In November 2022, we were delighted to welcome a new Committee member, Simon Segars, who brings a wealth of experience from his career in the electrical engineering field to the Vodafone Board and the ESG Committee. In 2023, the Committee underwent a substantial change to its structure, as two of my fellow founding members, Dame Clara Furse and Valerie Gooding, retired from the Committee after building a strong foundation from which our new members will drive the strategy to the next phase.

To emphasise ESG as a strategic priority, our Board Chair, Jean-François van Boxmeer, joined the ESG Committee, in addition to his role on the Nominations and Governance Committee. Jean-François was Chief Executive of Heineken for 15 years and provides important perspectives having held senior roles across Africa and Europe before becoming Chair of the Vodafone Board in 2020.

Christine Ramon completes the ESG Committee. Her extensive experience in senior finance roles, specifically at AngloGold Ashanti, energy and chemicals company Sasol, and as non-executive director at telecommunications company MTN Group Ltd, both in South Africa, offer invaluable insights to many markets in which Vodafone operates. Her position on the ARC ensures that where ESG concepts converge with risk and compliance topics, we can take an integrated approach.

In FY23, the Board took the decision to evolve ESG governance and increase the cadence of ESG Committee meetings to three per annum. This additional engagement is a joint session with the ARC, to stay ahead of the constantly changing ESG landscape, ensure a

holistic perspective on the issues that impact both committees and implement additional controls on disclosures, within the Annual Report and the ESG Addendum and Methodology document, for which we have introduced a collaborative responsibility.

The other two Committee meetings in FY23 ensured further development of the relationships with the senior leaders who lead the Purpose agenda, drive the strategies to deliver against the KPIs and engage Vodafone employees in supporting positive change in all ESG areas. The wide variety of topics and thorough papers ensured a comprehensive view of the ESG programmes. Deep dives with subject matter experts were conducted to develop detailed knowledge on specific strategies, KPIs and progress against them along with discussions around future direction.

Multiple discussions with Joakim Reiter, Chief External and Corporate Affairs Officer, have reinforced that ESG is at the core of Vodafone's purpose and is a key element in the execution of the corporate strategy, as well as a driver of commercial success. The approach to ESG brings together five key programmes:

- **Purpose** and the actions Vodafone takes within our Purpose strategy relating to Empowering People, Protecting the Planet and Maintaining Trust;
- **Oversight of Vodafone's ESG strategy** and performance to ensure an effective ESG programme;
- **Conducting business with integrity**, to ensure Vodafone operates to the highest possible standards of integrity and ethics, and that Vodafone is 'Doing What's Right' towards customers, colleagues, communities and co-partners;
- **Transparency**, including providing correct disclosures and reporting, as well as external positioning, engagement and communication on all material ESG aspects; and
- **Measurement**, ensuring that the data that we use to track progress on ESG metrics is of high quality and reliable, to provide insights for strategic focus.

The transformation programme to move ESG data reporting to the finance function continues to evolve and support the delivery of substantial improvements in our non-financial data through the development of a robust control environment, alongside policies, to progress our ESG objectives.

On behalf of the Committee, I have reported on the FY24 work to the Board, and I am looking forward to FY25; starting with the joint ESG and ARC Committee meeting in May 2024 to review annual reporting.

The Committee will continue oversight and scrutiny of Vodafone's ESG agenda, including further presentations from senior executives and experts from across the Group. We will review progress on each of Vodafone's ESG strategies and the pathways in place to meet our ESG goals in Group and across markets. Consideration of the following stakeholder interests will remain part of the Committee's responsibility:

- **Investors:** Strong Board-level ESG governance is a key requirement of an effective ESG programme;
- **Governments and regulators:** Local and international legal and regulatory obligations on ESG topics continue to increase;
- **Local communities and NGOs:** ESG topics affect the day-to-day lives of the people in the communities that we serve;
- **Suppliers and customers:** Upholding high ethical standards throughout our value chain is critical for stakeholders when deciding whether they should do business with Vodafone; and
- **Employees** take pride in working for a purpose-driven organisation that is enabling an inclusive, sustainable and trusted digital society.

Amparo Moraleda

On behalf of the ESG Committee

14 May 2024

Focus during the year

The ESG Committee met three times during the year ended 31 March 2024. The following provides a summary of the topics covered.

May 2023

The inaugural joint ARC and ESG Committee provided a full review of all ESG annual reporting documents, including the Task Force on Climate-related Financial Disclosures (TCFD) report and the ESG Addendum. The Committees received papers outlining key changes made since the previous annual report, including the strategic approach and the scope of the assurance plan. The Committees were satisfied with the proposals.

November 2023

- Review of the ESG strategy and its evolution since the establishment of the Committee in 2021. The paper submitted by Joakim Reiter, Chief External and Corporate Affairs Officer, provided details on three key strategic evolutions prompted either by changes in Vodafone Group or developments in the external environment: simplification of ESG targets, integration of ESG into business priorities, and the continued evolution of ESG data management.
- The Executive Committee sponsor of Vodafone's inclusion programme, Serpil Timuray, CEO of Vodafone Investments, provided an overview of the strategy and a progress update on KPIs in relation to customers, communities, colleagues and co-partners.
- Leanne Wood, Chief Human Resources Officer, presented feedback from Vodafone's female employees on the gender diversity programme, the achievements to date and the actions planned to further improve the gender diversity programme.
- The Committee was also assured by the papers submitted on ESG rankings and indices and the approach to ESG half-year reporting.

March 2024

Joakim Reiter, delivered key ESG developments at the March Committee:

- Vodafone's purpose was refreshed to reflect that everything we do in Vodafone aims to create a digital society, and we ensure that this digital society is inclusive, sustainable and responsible through three purpose differentiators: Empowering People, Protecting the Planet and Maintaining Trust.
- The Committee welcomed the opportunity to review Vodafone's Climate Transition Plan, which details the necessary actions to achieve our net zero ambitions. This will be published as part of our FY24 reporting suite, and is a summary of our strategy with cross-functional objectives and governance to reduce emissions and manage our climate-related risks and opportunities.
- Vodafone's approach to ESG reporting for FY24 was noted in a paper along with the results from a recent internal audit that reviewed: ESG global targets; policies and procedures; implementation and monitoring of programmes; local metrics calculation and reporting; and Group consolidation and disclosures.

Key focus for the next year

- Continuing to review progress of the ESG strategy, including performance against targets and performance in ESG indices and rankings;
- Reviewing progress in embedding key purpose targets and practices into Vodafone's operations and commercial strategy;
- Reviewing Vodafone's alignment to external ESG disclosure standards such as ISRS¹, CSRD² and ESRS³; and
- Continued oversight of the ESG data management programme.



Click or scan to watch the Chair of the ESG Committee explain her role: investors.vodafone.com/videos



Click to read more about Vodafone's approach to ESG reporting: vodafone.com/sustainability-reports

Notes:

1. International Standard on Related Services.
2. Corporate Sustainability Reporting Directive.
3. European Sustainability Reporting Standards.

Mapping of ESG topics

When establishing the ESG Committee and setting its remit, we completed a mapping of all key ESG topics for Vodafone, to ensure clarity on the role of the ESG Committee alongside the Board and other relevant committees. This is presented below, with further details of each ESG topic.

Environment

[Read more](#)



Energy consumption and GHG emissions **(E)**

Including energy sources, uses and targets

38-41

Circularity and other environmental topics **(E)**

Including device and network waste, water and plastics

41-42

Environmental benefits from products and services **(E)**

Including carbon and resource efficiency enablement

41-42

Climate change risk management **(A) (E)**

Including alignment with TCFD recommendations

64-69

Social

[Read more](#)



Safety, health and wellbeing **(B)**

19-20

Workplace equality and employee experience **(B)**

17-19

Employee rights **(B) (A)**

Including collective bargaining, grievance mechanisms, Speak Up, Fair Pay and labour standards

17 44

51-52

Responsible supply chain **(B) (E)**

Including labour standards and sourcing of minerals

51-53

Human and digital rights **(A) (E)**

Including privacy regulations, right to privacy and freedom of expression, and other human rights

45-46

51-52

Socio-economic benefits from products and services **(E)**

Including digital inclusion

33-37

Governance

[Read more](#)



Mobile, masts and health **(B)**

51

Security **(A) (B)**

Including cyber and other security topics

46-51

Anti-bribery and corruption **(A)**

53-54

Business conduct and ethics **(A)**

Including taxation, business conduct and compliance

53-54

Corporate governance **(N)**

70-85

Reporting **(A) (B) (E)**

Including Annual Report and Accounts, Climate-related risks, Modern Slavery Statement and voluntary ESG disclosures

1-85

Key

- | | |
|---|--------------------------|
| (A) Audit and Risk Committee | (E) ESG Committee |
| (N) Nominations and Governance Committee | (B) Full Board |

Annual Report on Remuneration (continued)

In our European markets, we delivered a one-off payment to non-tariff Germany employees below senior leadership level and in Ireland we delivered a salary increase to front-line employees. For all our markets we carefully consider wider market conditions when setting salary budgets for the 2024 annual reward review.

Risk management

The Committee undertakes an annual review of the potential risks within our incentive plans and what steps have been taken to mitigate these. The review looks at both the structure of our incentives and the performance conditions used. Given our current structure and performance metrics, the 2024 review focused on risk areas such as capital expenditure and alignment between management and stakeholders.

Stakeholder engagement

The Committee considers all stakeholder groups when setting executive pay including:


Employees	The Committee is fully briefed on pay arrangements across the business to ensure any decisions on executive pay are made within our wider business context and take into account wider employee pay conditions. We engage with our employees through a variety of means including employee forums, interactive webinars (including with our executives), global Spirit Beat surveys and digital platforms, all of which give our people the chance to voice their opinion on any area of interest, including all-employee and executive pay.
Customers	The importance of customers to our strategy is reflected in how our annual bonus plan includes the customer-focused measures of Revenue Market Share, NPS, and Churn.
Shareholders	The Committee values the active participation of our shareholders during our consultations and fully considers all feedback as part of the review process.
Government	The Committee actively engages with external professional bodies and government departments when they issue consultations on proposed changes to legislation or reporting guidelines.
Wider society	The Committee is fully aware that society remains concerned about the risk of excessive executive pay practices in the wider market. The Committee believes that transparent reporting and active engagement in explaining both the operation of, and rationale for, executive pay decisions is key for businesses to retain trust in this area.

UK gender pay gap reporting

Each year we publish our UK gender pay gap in line with the statutory UK methodology. The nature of the statutory calculation means the gap will fluctuate year on year, influenced by changes in our business structure, Company performance and the percentage of men and women at all levels and positions. The existence of a UK gender pay gap in our business is primarily a consequence of more men than women holding senior or specialist, and therefore higher-paid, roles.

With our commitment to embed an inclusive culture, we continue our work to reduce the gap and have made good progress since the publication of our first report in 2017. Our global programmes aim to support women across different roles, areas, and geographies of our business and will, over time, reduce our specific UK gender pay gap, which this year was calculated as 9.0% – a slight decrease from our 2022 figure of 10.4%.

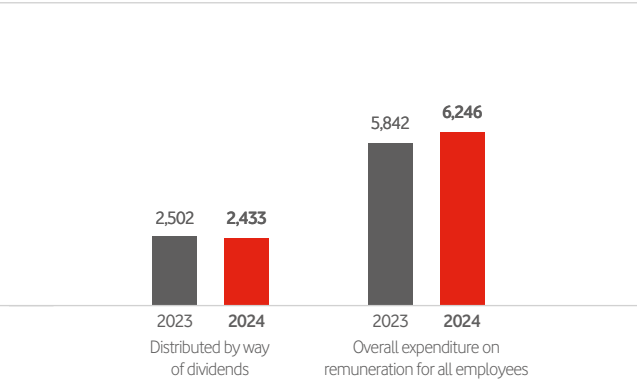
We are proud of the policies that we have put in place to support our employees and we remain committed to addressing female representation at senior levels and the gender pay gap.


 Click to learn more about our initiatives, case studies, and key statistics on our dedicated UK gender pay gap webpage: vodafone.com/uk-gender-pay-gap

Relative spend on pay

The chart below shows both the dividends distributed in the year and the total cost of remuneration in the Group.

€m



 Read more details on dividends and expenditure on remuneration for all employees, on pages 168 and 203 respectively