

Company No: 4200970

MONDAY



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16/12/2013

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COMPANIES HOUSE

MEMBER'S WRITTEN RESOLUTION
VODAFONE HOLDINGS LUXEMBOURG LIMITED

(the "Company")

Circulated 31 October 2013

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

Special Resolution

IT IS HEREBY RESOLVED THAT, the Company be exempt from the requirement to appoint auditors in accordance with section 479A of the Companies Act 2006 in respect of the financial year ended 31 March 2013

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, being entitled to vote on the Resolution on 31 October 2013, hereby irrevocably agree to the Resolution

Director for
Vodafone 2

Dated 31 October 2013

NOTES:

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to, Patrick Dawe-Lane, Corporate Secretariat, 5th Floor, One Kingdom Street, Paddington Central, London, W2 6BY. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 If sufficient agreement has not been received to pass the resolution by the 28th day following its circulation, then the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.