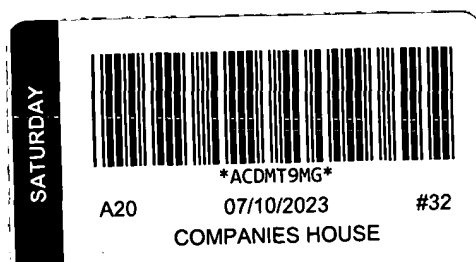


VODAFONE (SCOTLAND) LIMITED

Company No: SC170238

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023



VODAFONE (SCOTLAND) LIMITED

Company No: SC170238

REPORT OF THE DIRECTORS

The directors submit their annual report and financial statements for Vodafone (Scotland) Limited (the 'Company') for the financial year ended 31 March 2023.

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

Principal activity and future developments

The Company acts as an intermediate holding company. The Company was dormant within the meaning of Section 1169 of the Companies Act 2006 throughout the financial year and accordingly no profit and loss account has been presented. The directors do not expect the Company to trade in the foreseeable future.

Results and dividends

For the year ended 31 March 2023 and the prior year, the Company did not trade.

The directors do not recommend the payment of a dividend (2022: £nil).

Directors

The directors of the Company, who served throughout the year, unless otherwise indicated, are as follows:

Andrew Yorston

Prashant Bhagania (appointed on 23 March 2023)

Janine Butler (resigned on 23 November 2022)

Financial Risk Management

The Company's operations expose it to a variety of financial risks that include liquidity risk and credit risk in relation to its lending and investment activities. The Company follows Vodafone Group Plc policies in managing its principal risks.

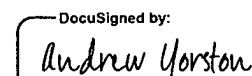
Registered office

The registered office of the Company is 50 Lothian Road, Festival Square, Edinburgh, United Kingdom, EH3 9WJ.

Indemnification of directors

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

The report of the directors was approved by the Board on 2 October 2023 and signed on its behalf by:

DocuSigned by:

31EB6C8EC3FC48E...
Andrew Yorston
Director

VODAFONE (SCOTLAND) LIMITED**Company No: SC170238****STATEMENT OF FINANCIAL POSITION****AT 31 MARCH 2023**

	Notes	2023 £'000	2022 £'000
FIXED ASSETS			
Investments	3	-	-
CURRENT ASSETS			
Debtors	4	2,888	2,888
Creditors: amounts falling due within one year	5	(3,690)	(3,690)
NET CURRENT LIABILITIES		<u>(802)</u>	<u>(802)</u>
NET LIABILITIES		<u>(802)</u>	<u>(802)</u>
CAPITAL AND RESERVES			
Called up share capital	6	500	500
Profit and loss account		(1,302)	(1,302)
TOTAL EQUITY SHAREHOLDERS' DEFICIT		<u>(802)</u>	<u>(802)</u>


For the year ended 31 March 2023 the Company was entitled to exemption under Section 480(1) of the Companies Act 2006 from the requirement to have its accounts audited.

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

The directors acknowledge their responsibility for:

- i. ensuring the Company keeps accounting records which comply with Section 386; and
- ii. preparing financial statements which give a true and fair view of the state of affairs of the Company at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Sections 394 and 395, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

These financial statements were approved by the Board on 2 October 2023 and were signed on its behalf by:

DocuSigned by:

 095C25048AC8484...
 Prashant Bhagania
 Director

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

VODAFONE (SCOTLAND) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

1. Statement of accounting policies

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

Basis of preparation

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

The financial statements are presented in Sterling (£).

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

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

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

Going concern

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

Critical accounting estimates and judgements

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

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

Investments

Investments held as fixed assets are stated at cost less provision for impairment in value

Debtors

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

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

VODAFONE (SCOTLAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

1. Statement of accounting policies (continued)

Creditors

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

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

2. Profit and loss account

The directors did not receive any remuneration from the Company in the financial year (2022: £nil).

The Company did not have any employees throughout the current or preceding year.

3. Investments

	Total £'000
Cost and net book value	
At 1 April 2022 and 31 March 2023	-

The Company directly held ordinary shares in the following dormant undertaking:

	Activity	Country of Incorporation	Description of shares held	Proportion of nominal value of issued shares held
Pinnacle Cellular Group Limited	Holding Company	Scotland	Ordinary £0.04	100%

The Company indirectly held ordinary shares in the following dormant undertaking:

	Activity	Country of Incorporation	Description of shares held	Proportion of nominal value of issued shares held
Pinnacle Cellular Limited	Non-trading	Scotland	Ordinary £1	100%

VODAFONE (SCOTLAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

4. Debtors

	2023 £'000	2022 £'000
Amounts owed by Group undertakings	2,888	2,888

Amounts owed by Group undertakings are unsecured, interest free and receivable on demand.

5. Creditors: amounts falling due within one year

	2023 £'000	2022 £'000
Amounts owed to Group undertakings	3,690	3,690

Amounts due to Group undertakings are payable on demand.

6. Called up share capital

	2023 £'000	2022 £'000
Allotted, issued and fully paid: 500,200 ordinary shares of £1 each	500	500

7. Related party disclosures

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

8. Ultimate parent company

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

A copy of the financial statements of Vodafone Group Plc for the year ended 31 March 2023 may be obtained from its website www.vodafone.com or from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.