



Terms of Reference of the Vodafone ESG Committee

1. Introduction

- 1.1 The objective of the ESG Committee (the “Committee”) is to:
 - a) Provide oversight of Vodafone Group Plc’s (the “Company”) and its corporate group’s (together, the “Group”) Environment, Social and Governance strategy (the “ESG Strategy”): Purpose, sustainability and responsible business practices as well as the Group’s contribution to the societies they operate in under their Social Contract;
 - b) Monitor progress against key performance indicators and external ESG Indices; and
 - c) Provide joint oversight and effective governance with the Audit and Risk Committee (the “ARC”) over the ESG disclosures in the annual report and accounts.

However, other individuals such as the Chief Financial Officer, Chief HR Officer, Group External Affairs Director, and external advisors may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary.

- 4.3 The Company Secretary shall be the Secretary of the Committee or, with the consent of the Committee Chair, such person as the Company Secretary shall nominate.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Directors of the Company (the “Board”).
- 2.2 The Committee shall be composed of not less than three members, a majority of whom shall be independent Non- Executive Directors.
- 2.3 The Board shall appoint the Committee Chair who shall be an independent Non- Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Committee meeting who would qualify under these Terms of Reference to be appointed to that position by the Board.

3. Quorum

The quorum necessary for the transaction of business shall be any two members of the Committee.

4. Meetings

- 4.1 The Committee shall meet three times a year, including one joint meeting of the Committee and the ARC, and otherwise as required.
- 4.2 Only members of the Committee have the right to attend Committee meetings.

5. Annual General Meeting

The Committee Chair shall attend the Annual General Meeting of the Company and shall answer any questions on the Committee’s activities and its responsibilities.

6. Duties of the ESG Committee

The Committee shall:

- 6.1 Approve the Company’s ESG Strategy including related targets and KPIs to measure the Group’s performance and the internal & external recognition of its strategy;
- 6.2 Provide advice and direction to the Company’s management on implementation of the ESG Strategy; the opportunities and risks to the Group’s operations and reputation and its corporate responsibility;
- 6.3 Provide oversight of the execution of the ESG Strategy and the Group’s progress and performance on its long-term ESG commitments and targets;
- 6.4 Provide oversight of the key policies and programmes required to implement the ESG Strategy;
- 6.5 Provide oversight of the effectiveness of controls and governance processes to support reported ESG KPIs; and
- 6.6 Jointly with the ARC, review the appropriateness and adequacy of the ESG disclosures provided within the ARA including approval of its content.



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7. Reporting

The Committee shall report to the Board, through the Committee Chair, on its proceedings after each Committee meeting on all matters within the Committee's duties and responsibilities.

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The Committee shall review these Terms of Reference periodically and consider whether to recommend any changes to the Board.

These Terms of Reference were approved by the Board of Vodafone Group Plc on 26 March 2024.