

PRICING SUPPLEMENT

21st November, 2002

Vodafone Group Plc

**Issue of £450,000,000 5.90 per cent. Notes due 2032
under the €12,000,000,000
Euro Medium Term Note Programme**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 6th June, 2002, as supplemented by the supplementary listing particulars dated 15th November 2002. This Pricing Supplement must be read in conjunction with such Offering Circular.

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|-----|---|---|
| 1. | Issuer: | Vodafone Group Plc |
| 2. | Series Number: | 8 |
| 3. | Specified Currency or Currencies: | Sterling ("£") |
| 4. | Aggregate Nominal Amount: | £450,000,000 |
| 5. | (i) Issue Price: | 99.167 per cent. of the Aggregate Nominal Amount |
| | (ii) Net Proceeds: | £442,645,760 |
| 6. | Specified Denominations: | £1,000, £10,000 and £100,000 |
| 7. | Issue Date: | 26 November 2002 |
| 8. | Maturity Date: | 26 November 2032 |
| 9. | Interest Basis: | 5.90 per cent. Fixed Rate

(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest Basis
Redemption/Payment Basis: | or Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Listing: | Official List of the UK Listing Authority and trading
on the London Stock Exchange |

14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions Applicable

(i) Rate of Interest: 5.90 per cent. per annum payable annually in arrear

(ii) Interest Payment Date(s): 26 November in each year

(iii) Fixed Coupon Amount(s): £59.00 per £1000, £590 per £10,000, £5,900 per £100,000 in each year up to and including the Maturity Date

(iv) Broken Amount(s): Not Applicable

(v) Fixed Day Count Fraction: Actual/Actual (ISMA)

(vi) Determination Date: 26th November in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: None

16. Floating Rate Note Provisions Not Applicable

17. Zero Coupon Note Provisions Not Applicable

18. Index Linked Interest Note Provisions Not Applicable

19. Dual Currency Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Issuer Call Not Applicable

21. Investor Put Not Applicable

22. Final Redemption Amount Par
23. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 5(e)): As set out in Condition 5(e)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
25. Whether TEFRA D applicable or TEFRA rules not applicable: TEFRA D
26. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Yes, if the Permanent Global Note is exchanged for Definitive Notes prior to the Interest Payment Date falling on 26th November, 2005. One Talon will be attached to each Definitive Note, each such Talon to mature on the twenty-fifth Interest Payment Date following the exchange of the Permanent Global Note for Definitive Notes.
28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
30. Redenomination applicable: No
31. Other terms or special conditions: Not Applicable

DISTRIBUTION

32. (i) If syndicated, names of Managers: Salomon Brothers International Limited
UBS AG, acting through its business group
UBS Warburg
Barclays Bank PLC

- HSBC Bank plc
- (d) Stabilising Manager (if any): UBS AG, acting through its business group
UBS Warburg
33. If non-syndicated, name of relevant Dealer: Not Applicable
34. Additional selling restrictions: Not Applicable
- OPERATIONAL INFORMATION**
35. ISIN Code: XS0158715713
36. Common Code: 015871571
37. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
38. Delivery: Delivery against payment
39. Additional Paying Agent(s) (if any): Not Applicable
40. The aggregate nominal amount of Notes issued has been translated into euro at the rate of €1.5826 = £1 producing a sum of €712,170,000 (for Notes not denominated in euro): €712,170,000

In no circumstance will payments of additional amounts be made for or on account of taxes imposed by the United States of America or any political subdivision or taxing authority thereof or therein.

LISTING APPLICATION

This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the €12,000,000,000 Euro Medium Term Note Programme of Vodafone Group Plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Offering Circular referred to above, contains all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:

By:


Duly authorised