

VODAFONE GROUP PUBLIC LTD CO

Form 425

October 31, 2013

Verizon's Acquisition of the 45%  
Interest in Verizon Wireless held by  
Vodafone  
Background to the Transaction  
November 2013  
Filed by Verizon Communications Inc.  
pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934  
Subject Company: Vodafone Group Plc  
Filer's SEC File No.: 001-08606  
Date: October 31, 2013

2

Safe Harbor  
Statement and Legends

As required by SEC rules, we have provided a reconciliation of the non-GAAP financial measures included in this presentation to the most directly comparable GAAP measures in materials on our website at [www.verizon.com/investor](http://www.verizon.com/investor).

ADVERTISEMENT

This communication is deemed an advertisement for the purposes of the U.K. prospectus rules and is not a prospectus or a prospectus supplement. Any decision to subscribe for, purchase, otherwise acquire, sell or otherwise dispose of any Verizon Communication is made only on the basis of the information contained in and incorporated by reference into the U.K. prospectus expected to be published.

connection with the proposed transaction with Vodafone Group Plc. Copies of the U.K. prospectus will be available from Verizon on Verizon's website at [www.verizon.com/investor](http://www.verizon.com/investor).

#### FORWARD-LOOKING STATEMENTS

In this communication we have made forward-looking statements. These statements are based on our estimates and assumptions, and are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed future results of operations. Forward-looking statements also include those preceded or followed by the words "anticipates," "believes," "estimates," "hopes" or "expects." In these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The following important factors, along with those discussed in our filings with the Securities and Exchange Commission (the "SEC"), could cause those results to differ materially from those expressed in the forward-looking statements: the ability to complete the Vodafone transaction on the terms expected or at all; the ability to complete the Vodafone transaction in a timely manner or at all; failure to obtain applicable regulatory or shareholder approvals to complete the Vodafone transaction; an adverse change in the ratings afforded our debt securities by nationally accredited ratings organizations; conditions in the credit markets affecting the cost, including interest rates, and/or availability of financing; the ability of Verizon to complete the Vodafone transaction on satisfactory terms; significantly increased levels of indebtedness as a result of the Vodafone transaction; changes in laws, regulations, or treaties, or in their interpretation; adverse conditions in the U.S. and international economies; material adverse changes in labor negotiations, and any resulting financial and/or operational impact; material changes in technology or technology substitution; changes in suppliers' provisioning of products or services; changes in the regulatory environment in which we operate, including any increased costs or inability to operate our networks; breaches of network or information technology security, natural disasters, terrorist attacks or acts of war; litigation and any resulting financial impact not covered by insurance; the effects of competition in the markets in which we operate; changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting standards which could result in an impact on earnings; significant increases in benefit plan costs or lower investment returns on plan assets; and our ability to implement our business strategies.

3

Safe Harbor

Statement and Legends

#### NO OFFER OR SOLICITATION

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of an approval nor shall there be any offer or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unregistered or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or pursuant to an exemption from registration requirements thereof.

#### IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Verizon Communications Inc. has filed with the SEC a registration statement on Form S-4 containing a preliminary prospectus to the Verizon securities to be offered in the proposed transaction with Vodafone (the "preliminary prospectus"). Verizon has also filed with the SEC a preliminary proxy statement with respect to the special meeting of the Verizon shareholders to be held in connection with the proposed transaction (the "preliminary proxy statement"). The registration statement on Form S-4 has not yet been declared effective. The preliminary prospectus and the preliminary proxy statement are not yet final and will be further amended. **VODAFONE SHAREHOLDERS ARE URGED TO READ CAREFULLY THE PRELIMINARY PROSPECTUS AND VERIZON SHAREHOLDERS ARE URGED TO READ CAREFULLY THE PRELIMINARY PROXY STATEMENT, EACH TOGETHER WITH OTHER RELATED DOCUMENTS FILED OR TO BE FILED WITH THE SEC, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE.** Investors and shareholders can obtain free copies of the preliminary prospectus, the preliminary proxy statement and other documents filed with the SEC by the parties through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders will be able to obtain free copies of the prospectus, the proxy statement and other documents filed with the SEC by Verizon by contacting Verizon's Assistant Corporate Secretary, Verizon Communications Inc., 140 West Street, 29th Floor, New York, New York 10038. These materials are also available on Verizon's website at [www.verizon.com/investor](http://www.verizon.com/investor).

#### PARTICIPANTS IN THE SOLICITATION

Verizon, Vodafone and their respective directors and executive officers may be deemed to be participants in the solicitation of the shareholders of Verizon in respect of the proposed transaction contemplated by the proxy statement. Information regarding who are, under the rules of the SEC, participants in the solicitation of the shareholders of Verizon in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the preliminary proxy statement filed by Verizon with the SEC. Information regarding Verizon's directors and executive officers is contained in Verizon's Report on Form 10-K for the year ended December 31, 2012 and its Proxy Statement on Schedule 14A, dated March 18, 2013, both of which were filed with the SEC. Information regarding Vodafone's directors and executive officers is contained in Vodafone's Annual Report on Form 10-F for the year ended March 31, 2013, which is filed with the SEC.

4

Verizon Communications Inc.

Leading global telecommunications provider

178,300 employees

Provides products and services in over 150 countries

Operate in 2 segments

Wireless

Data/voice throughout US

Connectivity solutions, including  
M2M applications in healthcare,  
fleet mgmt, telematics

Wireline

Mass Markets

Global

Enterprise

Global

Wholesale

Fiber optic Internet/video through  
FiOS

Traditional copper-based connectivity

Strategic services, including IP, cloud,  
security, M2M

Traditional connectivity

Connectivity to other carriers and  
customers worldwide

5

Verizon Communications Inc. (cont d)

Financial results for 9 months ended September 30

Operating revenues for 3 months ended September 30

Revenue

\$89.5

Net Income

\$15.6

Adjusted EBITDA

(1)

\$31.8

Net Debt/Adjusted EBITDA

(1)	
1.1x	
Revenue	
Y/Y Change	
% of Total	
(2)	
Wireless Segment	
\$20.4	
7.2%	
67.8%	
Wireline Segment	
Mass Markets	
\$4.4	
3.2%	
14.5%	
Global Enterprise	
\$3.7	
-3.0%	
12.2%	
Global Wholesale	
\$1.7	
-6.3%	
5.5%	
(\$s in billions)	
(1)	
Adjusted EBITDA excludes the effects of non-operational items	
(2)	
Percentage calculation excludes approximately \$184 million in consolidated revenue during the period that is not attributable to the businesses referenced in the table	



6  
Verizon Wireless  
Operations  
Employees  
71,900  
2012 Revenues  
\$75.9 billion  
VZW operated retail  
>1,900 outlets

Leading wireless operator in U.S. measured by  
(#s for 3Q13)

EBITDA service margin (51.1%)

Retail postpaid connections (>95 mil)

Postpaid churn (0.97%)

Coverage of 4G LTE network (>300 mil people)

Ownership and Management

Ownership

Verizon

55%

Vodafone

45%

Management

Managed by 7-

person board

Verizon appoints 4 members

Vodafone appoints 3 members

Board appoints all executive positions, except that

Vodafone has the right to name 1 senior executive to a

C-level position designated by the board

Verizon provides corporate central services to Verizon

Wireless (including finance, tax, internal audit, procurement,

advertising, real estate management, business and product

development, regulatory and legal), and wireless enterprise

services are marketed through Verizon Enterprise Solutions

together with wireline services

7

Verizon Wireless (cont d)

Leading wireless provider, consistently balancing growth and profitability over time

8

Industry move to 4G LTE

Faster  
speeds,  
higher  
throughput

capable  
of  
high  
quality  
video  
transmission

Reduced latency

Very efficient to operate  
Video

Dramatic increase in video consumption on all devices

Video applications and usage forecast to continue to accelerate  
M2M

Technology now allows an Internet of Things  
with machines in continuous  
contact with each other

Applications being developed across diverse industries, including energy  
management, healthcare, automotive telematics, fleet management  
Macro Trends Driving Wireless Industry

9

Macro Trends Driving Telecom Industry

Cloud

Enables Delivery of Information

Social

Links People, Drives Innovation

Information

Provides Context

Mobile

Real-time Social and Work

Connection

Telecom

Enables and  
Links Macro

Trends

Becoming the primary interaction  
form and information distribution  
point

Cloud provides elastic resources  
at scale to allow the other three  
drivers to evolve

Exploding information and new  
analysis technologies are  
providing new insight

Creating a new avenue for  
interaction and driving business  
change

10

Industry Trends

the Role of Technology

TECHNOLOGY EVOLUTION ALLOWS CONVERGED SOLUTIONS

Verizon has made significant

investments to take advantage

of technological trends

network speed and capacity are

critical to addressing growth in

video content

Wireless:

First to 4G LTE

4G LTE allows streaming of  
high definition video

Business Wireline:

1 deployed 100Gig backbone

Consumer Wireline:

First Fiber to the Home network

Download speeds of 500 mbps in  
3Q13

st



11

Verizon's Strategy

Optimize Network Capability and Performance

4G LTE, FiOS, 100 Gbps global network

Provide Connectivity, Service Platforms and Converged Solutions

M2M

Hughes Telematics

Cloud

Terremark, Cybertrust, Cloudswitch

Video

VDMS

Digital

Digital

Media

Media

Services

Internet

Internet

Services

Services

Platform

Terremark

Cloud

Cloud

Hughes

Telematics·M2M

12

Transaction with Vodafone

Good for Verizon and its shareholders

Accretive to EPS and cash flow

Provides springboard for more converged solutions

Gain 100% ownership of fastest growing business

Increased operational efficiency

Existing control of Verizon Wireless reduces certain transactional risks, including integration risks

Time is right

financially and strategically

Capital market conditions permit financing on acceptable terms

Performance of stock over recent years provides currency for acquisition

Acquired cash flow supports incremental debt service and dividend payments

Increasing convergence of services and technologies

13

Transaction with Vodafone (cont d)

Acquisition of U.S. Holding Company after Reorganization

Reorganization to separate non-U.S. assets from U.S. assets

Verizon only acquires what it has expressly agreed to acquire

14

Transaction with Vodafone (cont d)

\*All numbers approximate

15

Transaction with Vodafone (cont d)

Financing

all permanent financing arranged

\$49 billion raised in notes offering during September

\$12 billion term loan executed October 1

Approvals

Verizon shareholder approval of stock issuance

Vodafone shareholder approval of sale

FCC approval, if required, of foreign ownership and license transfer

EU approvals for Omnitel transaction

Omnitel

transaction

conditioned

on

Verizon

Wireless

transaction,

but

Verizon Wireless transaction not conditioned on Omnitel transaction

Also seeking Verizon shareholder approval of an increase in authorized shares

Currently, unissued share capital is equal to approx. 33% of authorized, after amendment unissued share capital would equal approx. 34% of authorized

Scheme of arrangement

Termination rights and break fees

16

Indicative Timeline of Key Events

Event

Indicative Timing\*

Permanent financing arranged

Sept

Oct 2013

Preliminary Prospectuses and Proxy Statement filed

October 2013

Vodafone reorganization

Ongoing

Respond to comments on filings

Nov 2013

Verizon proxy statement, US prospectus and UK

prospectus distributed

December 2013

Solicitation of proxies

Dec 2013

Jan 2014

Verizon Special Meeting (and Vodafone meeting)

January 2014

Closing

1 Quarter 2014

st

\*For illustrative purposes only. Actual timeline may vary due to a number of factors, many of which are outside Verizon's control.

17

Conclusion

Verizon is evolving its business as the telecommunications landscape changes

Changing landscape puts a premium on mobile capabilities and innovative converged solutions

Acquiring remaining 45% of the leading U.S. wireless company

Transaction is in the interests of Verizon's shareholders

Accretive to EPS and cash flow

Provides operational and strategic flexibility

Self-funding

Low integration risk