

Outlook E-mail

From: [REDACTED]
Sent: 1/28/2012 6:25:30 PM
To: [REDACTED] Sheryl Sandberg
Cc: [REDACTED]
Subject: Re: Board in California - Monday 30 January 2012
Attachments 2012_01_30 deck for Vondafone.pptx

Below is the current plan and briefing and attached is the deck. The reason I hadn't shared is because of the feedback from [REDACTED] – that they are mostly interested in hearing Sheryl talk. Because of this, and the fact that we only have 20-30 min, I'm thinking we should ditch the slides completely, have Sheryl share some thoughts and trends (basically, what's in the deck, but shared verbally only) and open it up for discussion. Interested in your thoughts.

Vodafone Board of Directors, briefing doc

When: Monday, Jan 30th, 12:45 pm with the Vodafone Board followed by lunch at 1.15 pm.

Where: Vodafone Xone R&D Center, Suite 400, 275 Shoreline Drive, Redwood City, CA 94065.

What: 20-30 min slotted for us to talk, likely followed by Q&A. They have asked for us to cover:

- Your views on the TLC industry's status and future evolution based on technology and commercial trends
- How Facebook's strategy is developing and which elements of it might be more relevant to Vodafone's
-

If you or your colleagues have an opinion on Vodafone's strategy or performance, where would you recommend the Board to focus

Our approach:

Welcome (Sheryl): Introduce our team (info below). FB is evolving into a mobile company., partnerships are at the helm of our work here., Vodafone is one of our most valued partners....

Short slide deck [REDACTED]

- Slides – what we're seeing in social networking (% share and % growth)
- Slide – mobile is the way people are choosing to interact (mobile vs web)
- Slide – What FB is focused on (social phones)
- Slide – opportunities for them (continuing our close relationship/leaning in..., HTML 5+ operator billing, ads, platform)

Additional background:

Our relationship with Vodafone:

- While Vodafone has some concerns about the mobile data revolution, they are taking a pragmatic approach of driving the change rather than being a passenger. This will stand to them in the long term. Vodafone has built market-leading capabilities for e.g. Direct billing of Facebook credits and this positions Vodafone well for participation in new digital revenue streams (in particular relative to its major competitors)
- Vodafone has yet to wake up to the power of social media. It's the future and they need to pay more attention to it. If left undone, this will become a major strategic weakness. Competitors are way ahead. This counts both for: (Ads) advertising via Facebook (<0.5% of their annual spend) (Platform) for using Facebook capabilities (e.g. OG) to achieve more by enhancing or even transforming its businesses.
- Vodafone appears to lack cross-market sharing of best marketing practices. At a timewhen marketing itself is being redefined, the markets will need leadership. This appears to be lacking at present.

Attending from our side:

- [REDACTED] One of only a handful of VPs at Facebook, runs all of CD, BD and mobile partnerships, an internal champion formobile

- [REDACTED] one of the longest standing members of our mobile team, tied into Palo Alto and the way things are done here, moving in April to London where he will continue to be your tie into Facebook.
- [REDACTED] A Facebooker for 1.5 years, [REDACTED] is an expert on the ads side, having spend 10 years at google working on AdWords, and a recent addition to the mobile team. She leads our operator partnerships.

Attending from their side: [REDACTED] and [REDACTED] – additional color you would add?

Gerard Kleisterlee -Chairman

Gerard Kleisterlee, aged 65, became Chairman of Vodafone Group Plc on 26 July 2011 at the conclusion of the AGM, having previously served as a non-executive member of the Board. He retired as President/Chief Executive Officer and Chairman of the Board of Management and the Group Management Committee of Koninklijke Philips Electronics N.V. ('Philips') on 31 March 2011 after a career with Philips spanning three decades. He has been a member of the Daimler AG Supervisory Board since April 2009, a non-executive director of the Supervisory Board and member of the Audit Committee of Royal Dutch Shell since November 2010, and a member of the Board of Directors of Dell Inc. since December 2010.

John Buchanan – Deputy Chairman

John Buchanan, aged 68, became Deputy Chairman and senior independent director in July 2006, and has been a member of the Board since April 2003. He retired from the board of directors of BP p.l.c. in 2002 after six years as Group Chief Financial Officer and executive director following a wide-ranging career with the company. He was a member of the United Kingdom Accounting Standards Board from 1997 to 2001. He is Chairman of Smith & Nephew plc and Senior Independent Director of BHP Billiton PLC. He is also Chairman of The International Chamber of Commerce (UK) and Chairman of the Trustees for the UK Christchurch Earthquake Appeal. Previous non-executive directorships include AstraZeneca PLC and Boots plc.

Vittorio Colao – Chief Executive

Vittorio Colao, Chief Executive, aged 50, was appointed Chief Executive of Vodafone Group Plc after the AGM on 29 July 2008. He joined the Board in October 2006 as Chief Executive, Europe and Deputy Chief Executive. The early part of his career was spent in the Milan office of McKinsey & Co working on media, telecommunications and industrial goods, with additional responsibility for recruitment. In 1996 he joined Omnitel Pronto Italia, which subsequently became Vodafone Italy, and he was appointed Chief Executive in 1999. He was then appointed regional Chief Executive Officer, Southern Europe for Vodafone Group Plc in 2001, became a member of the Board in 2002 and was appointed to the role of Regional Chief Executive Officer for Southern Europe, Middle East and Africa for Vodafone in 2003. In 2004 he left Vodafone to join RCS MediaGroup, the leading Italian publishing company, where he was Chief Executive until he rejoined Vodafone as CEO, Europe. He sits on the International Advisory Board of Bocconi University, Italy.

Michel Combes – CEO Europe Region

Michel Combes, aged 49, Chief Executive Officer, Europe Region, was appointed to the Board with effect from 1 June 2009, having joined the Company in October 2008. He began his career at France Telecom in 1986 in the External Networks Division, and then moved to the Industrial and International Affairs Division. After being technical advisor to the Minister of Transportation from 1991 to 1995, he served as Chairman and Chief Executive Officer of GlobeCast from 1995 to 1999. He was Executive Vice President of Nouvelles Frontières Group from December 1999 until the end of 2001 when he moved to the position of Chief Executive Officer of Assystem-Brime, a company specialising in industrial engineering. He returned to France Telecom Group in 2003 as Senior Vice President of Group Finance and Chief Financial Officer. Until January 2006, he was Senior Executive Vice President, in charge of NEX Financial Balance & Value Creation and a member of the France Telecom Group Strategic Committee. From 2006 to 2008, he was Chairman and Chief Executive Officer of TDF Group. He is Chairman of the Supervisory Board of Assystem SA in

France and serves as a non-Executive director on the boards of ISS Equity A/S, ISS Holding A/S and ISS A/S.

Andy Halford – Chief Financial Officer

Andy Halford, Chief Financial Officer, aged 52, joined the Board in July 2005. He joined Vodafone in 1999 as Financial Director for Vodafone Limited, the UK operating company, and in 2001 he became Financial Director for Vodafone's Northern Europe, Middle East and Africa Region. In 2002, he was appointed Chief Financial Officer of Verizon Wireless in the US and is currently a member of the Board of Representatives of the Verizon Wireless partnership. Prior to joining Vodafone he was Group Finance Director at East Midlands Electricity Plc. In December 2010, he was appointed Chairman of The Hundred Group of Finance Directors in the UK. He holds a bachelors degree in Industrial Economics from Nottingham University and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Renee James – Non-Executive Director

Renee James, aged 47, joined the Board in January 2011. She is senior vice president and general manager of the Software and Services Group for Intel Corporation with responsibility for delivering software products and support across Intel's entire product line by building and distributing software and services products and partnering with independent software partners in the industry. In addition, she is responsible for the Intel worldwide developer programs as well as R&D of next generation software and services. Her organisation operates in more than 20 countries. Renee is also the chairman of the software subsidiaries of Intel: Havok, WindRiver Systems and McAfee, Inc. Renee joined Intel in 1988 with the acquisition of Bell Technologies and has previously served as vice president of Developer Programs for Intel, in which capacity she was responsible for overseeing Intel's relationship and development efforts with partners such as Microsoft. Prior to that, she was the director and COO of Intel Online Services, Intel's data centre business.

Renee also serves as an independent director on the VMware Inc. Board of Directors and is a member of its Audit Committee.

She holds Bachelor's and Master's degrees from the University of Oregon.

Alan Jebson – Non-Executive Director

Alan Jebson, aged 62, joined the Board in December 2006. In May 2006 he retired from his role as Group Chief Operating Officer of HSBC Holdings plc, a position which included responsibility for IT and Global Resourcing. During a long career with HSBC, he held various positions in IT, including the position of Group Chief Information Officer. His roles included responsibility for the Group's international systems, including the consolidation of HSBC and Midland systems following the acquisition of Midland Bank in 1993. He originally joined HSBC as Head of IT Audit in 1978 where, building upon his qualification as a chartered accountant, he built an international audit team and implemented controls in the Group's application systems. He is also a non-executive director of Experian plc and MacDonald Dettwiler and Associates Ltd. in Canada.

Sir Samuel Jonah – Non-Executive Director

Samuel Jonah, aged 62, was appointed to the Board on 1 April 2009. He is Executive Chairman of Jonah Capital (Pty) Limited, an investment holding company in South Africa and serves on the boards of various public and private companies, including The Standard Bank Group. He previously worked for Ashanti Goldfields Company Limited, becoming Chief Executive Officer in 1986, and was formerly Executive President of AngloGold Ashanti Limited, a director of Lonmin Plc and a member of the Advisory Council of the President of the African Development Bank. He is an adviser to the Presidents of Nigeria and Togo and previously served as advisor to the Presidents of South Africa and Ghana. An Honorary Knighthood was conferred on him by Her Majesty the Queen in 2003 and in 2006 he was awarded Ghana's highest national award, the Companion of the Order of the Star.

From: [REDACTED]
Date: Sat, 28 Jan 2012 14:34:31 -0800
To: Sheryl Sandberg [REDACTED]
Cc: [REDACTED]
Subject: Re: Board in California - Monday 30 January 2012

Sheryl

I'm back to civilization tomorrow. We were planning for you to talk about how happy we are to be building an even closer partnership with vf and how important mobile is for Facebook, then [REDACTED] will do a 20min presentation on what are priorities are and how we can work together more closely. We were also planning on having [REDACTED] join.

[REDACTED] - can you pls forward your presentation to us and a short backgrounder on vf partnership

I see below they've invited us for lunch. [REDACTED] - do you think it works to have four of us?

Rgds
[REDACTED]

On Jan 27, 2012, at 2:50 PM, "Sheryl Sandberg" [REDACTED] wrote:

Can someone send me the agenda please? With times and who is doing what.

From: [REDACTED]
Sent: Friday, January 27, 2012 6:37 AM
To: Sheryl Sandberg
Subject: Fwd: Board in California - Monday 30 January 2012

Sent from my iPhone

Begin forwarded message:

From: [REDACTED]
Date: January 13, 2012 11:17:22 AM EST
To: [REDACTED] Sheryl Sandberg [REDACTED]
Cc: [REDACTED]
Subject: Re: Board in California - Monday 30 January 2012

I suggest that Sheryl says a few words then I give a brief presentation around our global success, shift to mobile and approach to partnering. I'm doing a similar session with the telefonica board.

Sheryl – if you'd rather do the presenting, then we'll get you prepared, or alternatively if you'd rather just do comments and Q&A, pls let us know

From: [REDACTED]
Date: Fri, 13 Jan 2012 07:04:36 -0800
To: Sheryl Sandberg [REDACTED]
Cc: [REDACTED]
Subject: FW: Board in California - Monday 30 January 2012

Re: Vodafone board. No preso, right?

From: [REDACTED] VF-Group [mailto:[REDACTED]]

Sent: Friday, January 13, 2012 5:53 AM

To: [REDACTED]

Subject: RE: Board in California - Monday 30 January 2012

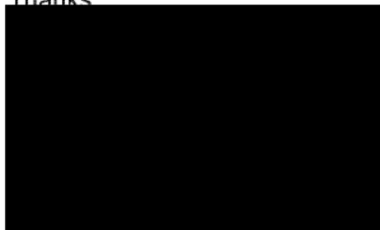
Hi [REDACTED]

Thanks for [REDACTED] bio..

When Sheryl and [REDACTED] arrive at our offices in Redwood City, we would suggest that they give a 30 minute presentation to the Board which will then be followed by lunch with the Board members. If they propose to use PowerPoint, could you please let me have the presentation ahead of the meeting in order to have this ready for them. Alternatively, they could bring along on a USB memory stick.

I look forward to hearing from you.

Thanks



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Paddington Central, London W2 6BY.

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From: [REDACTED]

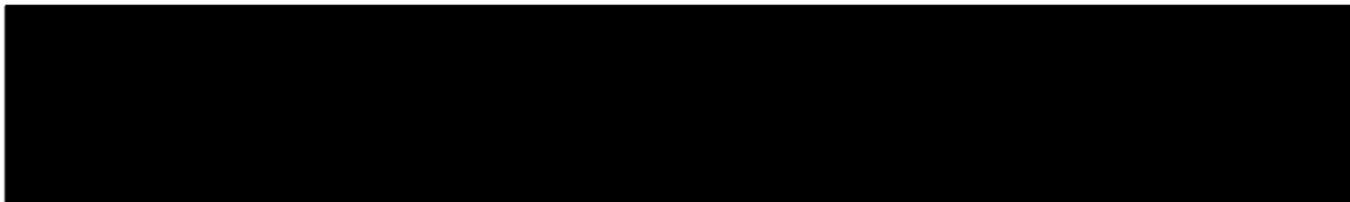
Sent: 13 January 2012 01:59

To: [REDACTED] VF-Group

Subject: RE: Board in California - Monday 30 January 2012

Hi [REDACTED]

Here is [REDACTED] bio:



From: [REDACTED] VF-Group [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Thursday, January 12, 2012 1:47 AM

To: [REDACTED]

Subject: RE: Board in California - Monday 30 January 2012

Hi [REDACTED]

Would you have a short biography for [REDACTED] that you could send me?

Thanks and kind regards



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London W2 6BY.

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From: [REDACTED]
Sent: 05 January 2012 16:53
To: [REDACTED] VF-Group
Cc: Martin, Rosemary, VF-Group
Subject: Re: Board in California - Monday 30 January 2012

None. Thank you for inquiring!

Sent from my iPhone

On Jan 5, 2012, at 4:11 AM, "[REDACTED] VF-Group" [REDACTED] wrote:

Dear Camille

One final question, do Ms Sandberg or [REDACTED] have any dietary requirements?

Regards



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Paddington Central, London W2 6BY.

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From: [REDACTED] VF-Group
Sent: 05 January 2012 11:50
To: [REDACTED]

Cc: Martin, Rosemary, VF-Group
Subject: RE: Board in California - Monday 30 January 2012

Dear [REDACTED]

Looking ahead to Ms Sandberg and [REDACTED] participation at our Board meeting on Monday 30 January I now attach an event information sheet which confirms location, timing and some information regarding our visit and board members.

Referring to Rosemary Martin's letter of the 12 December, could you confirm which charity Ms Sandberg would like us to make a donation to, in recognition of her contribution to our Board's visit?

If you have any queries please do not hesitate to contact me.

Kind regards



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From: [REDACTED] [mailto:[REDACTED]]
Sent: 14 November 2011 18:14
To: [REDACTED] VF-Group
Cc: Martin, Rosemary, VF-Group
Subject: RE: Board in California - Monday 30 January 2012

Thanks so much, [REDACTED] Sheryl will not need hotel or ground transportation.

Best,

[REDACTED]

From: [REDACTED] VF-Group [mailto:[REDACTED]]
Sent: Monday, November 14, 2011 7:52 AM
To: [REDACTED]
Cc: Martin, Rosemary, VF-Group
Subject: RE: Board in California - Monday 30 January 2012

Dear [REDACTED]

I refer to the e-mail exchange below and now attach a letter from Vittorio Colao regarding Mr Ms Sandberg's attendance to meet the Vodafone Board members on Monday 30 January 2012. If you would like me to organise any hotel accommodation or ground transportation for Ms Sandberg, please do not hesitate to contact me.

Kind regards



<image001.gif>

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From: [REDACTED] <mailto:[REDACTED]>
Sent: 26 September 2011 20:20
To: Martin, Rosemary, VF-Group
Cc: [REDACTED] VF-Group
Subject: RE: Board in California - Monday 30 January 2012

Wonderful. Thank you.

From: Martin, Rosemary, VF-Group [mailto:[REDACTED]]
Sent: Monday, September 26, 2011 12:19 PM
To: [REDACTED]
Cc: [REDACTED] VF-Group
Subject: Re: Board in California - Monday 30 January 2012

Hi [REDACTED]

Thank you for your speedy and affirmative reply.

We will be delighted to have Sheryl and [REDACTED] at the Directors' lunch.

[REDACTED] our Board Administrator, or I will be in touch with you in due course about arrangements.

Best wishes
Rosemary

From: [REDACTED] <[REDACTED]>
To: Martin, Rosemary, VF-Group
Sent: Mon Sep 26 21:15:50 2011
Subject: RE: Board in California - Monday 30 January 2012

Hi Rosemary,
Sheryl would be delighted to come. Joining her, will be [REDACTED] Vice President of Corporate Development.

Let me know if you need anything else at this time.

Cheers,
[REDACTED]

From: Martin, Rosemary, VF-Group [mailto:[REDACTED]]
Sent: Monday, September 26, 2011 6:16 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: Board in California - Monday 30 January 2012

Dear Ms Sandberg

I refer to Vittorio Colao's recent exchange with you in which he said the Vodafone Board is planning to hold a meeting in California in January 2012 and would like to invite industry leaders such as yourself to speak.

This email is to confirm that we are going ahead with the Vodafone's Board visit to California and we would be delighted if you would join our Directors at lunch on Monday 30 January and if you would speak to them during the lunch. We will be holding the lunch from 1245 to 1415 at Vodafone Xone R&D Center, Suite 400, 275 Shoreline Drive, Redwood City, CA 94065.

I would be grateful if you could confirm if you will be able join our Directors at lunch on 30 January and, if so, who we should liaise with at your office to arrange the details.

Kind regards
Rosemary

Rosemary Martin
Group General Counsel & Company

<image001.gif>

Secretary
Vodafone Group Plc



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