

Investor presentation Telefónica Deutschland

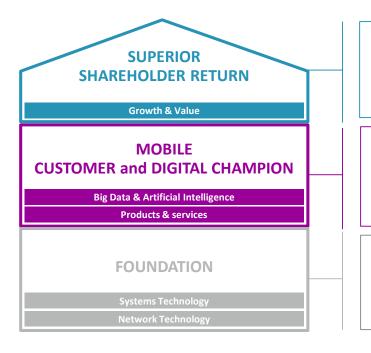
Telefónica Deutschland, Investor Relations Q1 2018

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Becoming the Mobile Customer and Digital Champion



We will generate **Superior Shareholder Return** including a strong dividend
commitment

We will become Germany's

Mobile Customer and Digital Champion
by focussing on
CEX & digitalisation

We have **strong foundations**: Integration success, customer base, outstanding connectivity & lean organisation



Largest and fastest mobile merger

2 companies 3 years

>9,000 Employees



>25%

OIBDA growth in 3 years



~1,600 FTE

Organisation harmonised in 3 years



600

Shop reduction in 3 years



>25m

Customers migrated to one IT stack in 2016



>14k

Network sites to be consolidated by 2019

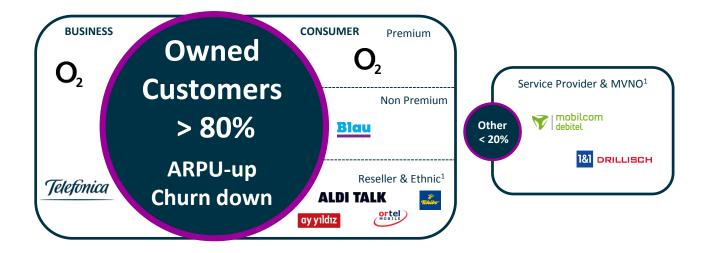


O₂ Free

First 3G unlimited First 4G big bucket portfolio



Core asset: Largest owned customer base of ~35 million



¹ Not exhaustive



Our German market thesis









Environment

Largest 4 to 3 merger in Europe, rational and dynamic market; mobile data usage increase and IoT drive market opportunity with focus on retention and fair market share





Device & sensor opportunity: Consumer will mainly buy IoT from an existing relationship



Convergence

Soft convergence: Limited consumer demand for quadruple play due to large FTA offering; wholesale access to incumbent broadband network

New regulatory environment



Europe needs a common regulatory framework on spectrum, as well as deregulation and a consistent framework for OTT & net neutrality to encourage investments

¹ FocusEconomics Consensus Forecast Euro Area (2017)



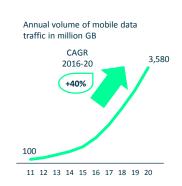
The data & device opportunity: Explosive growth

MARKET TRENDS - German market with significant further growth potential

Mobile data usage in Europe¹



Mobile data traffic in Germany²



ADA and IoT growth opportunity³



³ Company Research / Simon-Kucher & Partners analysis (2017) / Cisco VNI Global forecast (2017) / Please note: Devices including cellular, wifi & bluetooth



¹ Forbes/OECD (2017): 'Mobile Data Subscriptions: Which Countries Use The Most Gigabytes?'

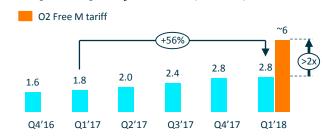
² Bundesnetzagentur (2017): 'Jahresbericht 2016'; Analysis Mason (2017): 'Western Europe telecoms market: interim forecast update 2016-2021'

Steady growth in traffic on Telefónica Deutschland network

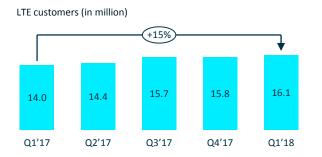
Traffic (TB/Q) 86,423 98,612 110,684 122,367 126,040 Q1'17 Q2'17 Q3'17 Q4'17 Q1'18

LTE usage trends with seasonal effects

Average data usage for O₂ LTE customers (GB/month)



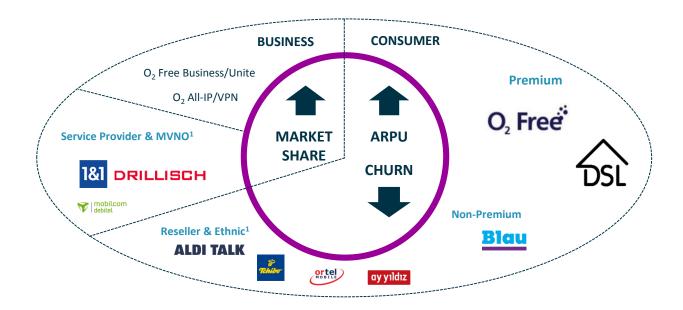
LTE customer base still increasing



- Music & video streaming driving steady data growth of ~50% y-o-y
- Data growth for O₂ consumer LTE customers with seasonal effect as in 2017
- O₂ Free M tariff customers use ~6GB of data
- LTE customer base up 15% y-o-y to 16.1m



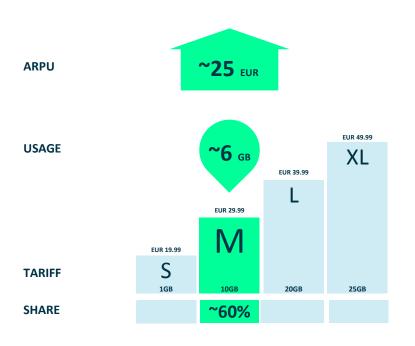
Future-proof portfolio for all segments



¹ Not exhaustive



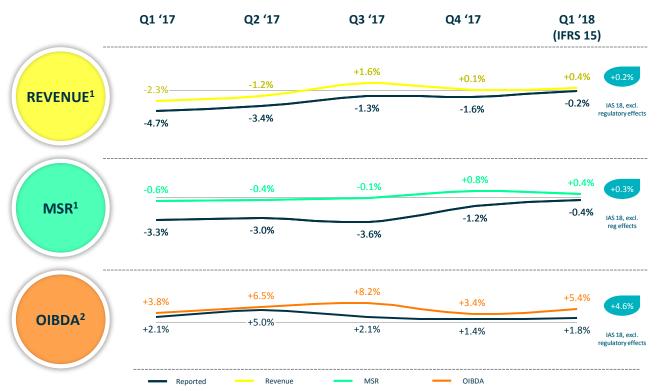
Big data portfolio feeds mass market consumer demand





- Driving ARPU-up with O₂ Free portfolio
- M tariff most popular sell with ~60% share
- Usage of ~6GB and average ARPU of EUR ~25
- Competition now also with focus on large data offers
- Selective tariff and handset promotions to drive momentum

Positive underlying y-o-y performance across P&L



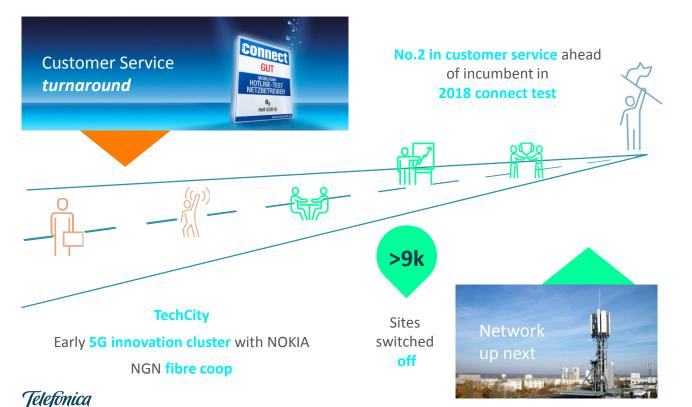
¹ Excluding the negative impact from regulatory changes and y-o-y comparison based on IAS18 accounting standards for 2017 and IFRS15 for 2018.

² Adjusted for exceptional effects, excl. the negative impact from regulatory changes and y-o-y comparison based on IAS18 accounting standards for 2017 and IFRS15 for 2018. For details please refer to additional materials of the Q1 2018 results release.

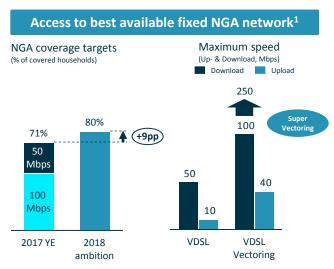


Becoming the Mobile Customer & Digital Champion

Fixing the basics and delivering execution proof points



Fixed infrastructure model to complement our mobile network for best high-speed experience



- Nationwide access to DT NGA network
- DT is currently upgrading larger cities to VDSL vectoring and 100 Mbps
- In H2 2018, introduction of Super Vectoring with download speeds of up to 250 Mbps

Fixed

- Access to best available fixed NGA network¹
- Fixed: Access to >30 million VDSL households
- Full convergence capabilities

Mobile fibre backhaul

- Fiber backhaul plan as a key enabler for 5G
- Target: >90% fibre in sub-/urban areas
- Target: >25% fibre in rural areas
- Differentiated sourcing model

 $^{\,1}$ NGA: Next Generation Access including VDSL, Vectoring and future FTTX deployments



Public – Nicht vertraulich

Transformation programme Digital4Growth

How to become the MOBILE CUSTOMER and DIGITAL CHAMPION?





Transformation programme Digital4Growth

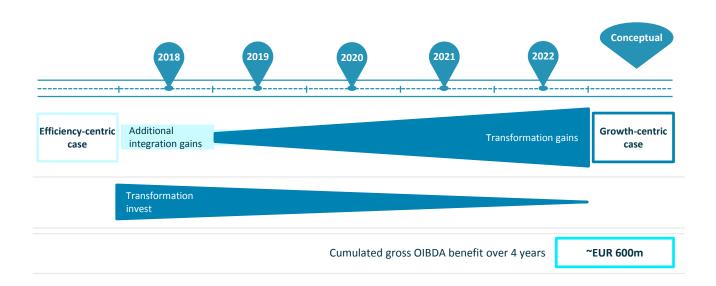
Digital4Growth







Upfront transformation invest balanced by integration gains





Monetising explosive IoT device growth

Ambition: Fair IoT market share

Attractive hardware driven offerings

Establish unique service propositions

Evolve a platform-driven IoT ecosystem

Hardware-driven value proposition

HW w Tef connectivity



Service-driven value proposition

 Smart services linking multiple devices



Consumer IoT devices in Germany by 2022¹

+23%

~520m

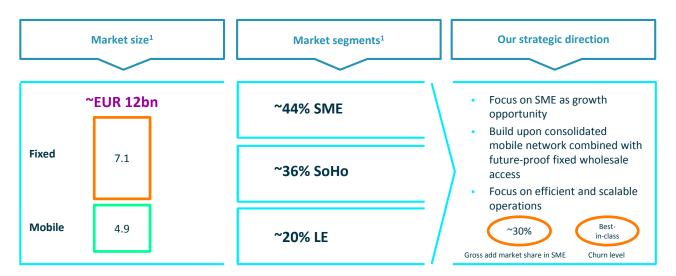
Platform-driven proposition

- Connectivity/device management
- Platform services
- Data lake monetisation

¹ Company Research: Simon-Kucher & Partners analysis (2017) / Cisco VNI Global forecast (2017) / Please note: Devices including cellular, wifi & bluetooth



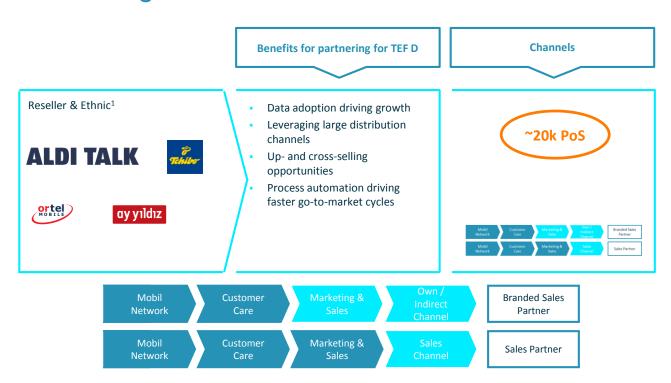
Business market potential: Significant growth opportunity not yet captured



¹ Sources: IDC (2017): European Telco Database / mm customer strategy: 'Business Insights 2016/17' & 'Strategic Insights 2016/17'



Leverage large customer base in the reseller & ethnic segment





Non-MNO postpaid market pricing recovered in 2017 driven by roam-like-home and big bundles

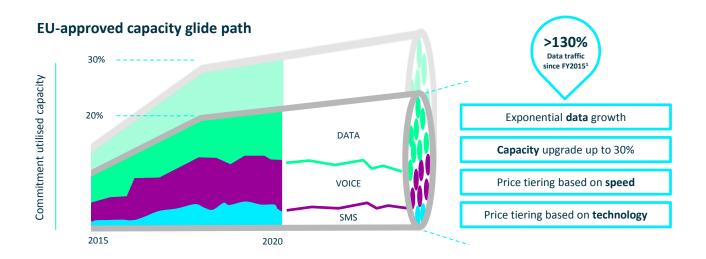


- Postpaid pricing recovered after low in summer 2016 driven by roam-like-home and big buckets
- Larger data bundles and full 4G offers support marketing between EUR 15 and EUR 30
- Migration patterns reflect market shares



¹ Selected non-MNOs = Postpaid Service Provider & MVNO; company research

MBA MVNO contract economics: Four levers for revenue growth





¹ Telefónica Deutschland mobile network traffic

Financial expectations



FY 2018 outlook¹

- Revenue: Broadly stable yoy <u>excluding</u> a regulatory drag of EUR 30-50m
- OIBDA: Flat to slightly positive yoy <u>excluding</u> a regulatory drag of EUR 40-60m
- Capex/Sales: Approx. 12-13%
- Dividend: Growth over 3 years (2016-2018)

Transformation case

- ~EUR 600m positive gross OIBDA effect by 2022
- Growth-centric case

Mid-term expectations¹

- Revenue growing in line with German market, capturing market share in IoT
- Ongoing margin improvement
- Keeping Capex stable
- Dividend: High payout ratio to FCF

¹ Telefónica The effects from the implementation of IFRS15 as of 1 January 2018 and IFRS16 as of 1 January 2019 are not reflected in the financial outlook. More information will be provided with the quarterly reporting during the period



Public – Nicht vertraulich

22

Digital4Growth targets



SIMPLER

O₂ app penetration: >80% (vs. 20% 2017) Tariff detox: ~40%

Total IT spend/ subscriber: -15% Postpaid churn: -2% pts



FASTER

Lead time product changes:

Within hours

Manual back-office interventions:

-80%

Sales in self-assisted channels:

>25% (vs. 15% 2017)

Gross adds market share in SME:

~30%



BETTER

Connected devices/ customer:

#4 (vs. #1.5 2017)

Share of eCare events:

~80% (vs. 65% 2017)

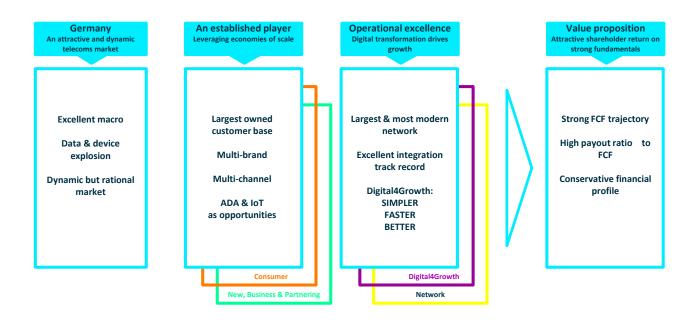
Shop reduction:

>10%

IoT revenue upside: ~EUR 200-300m cumulative

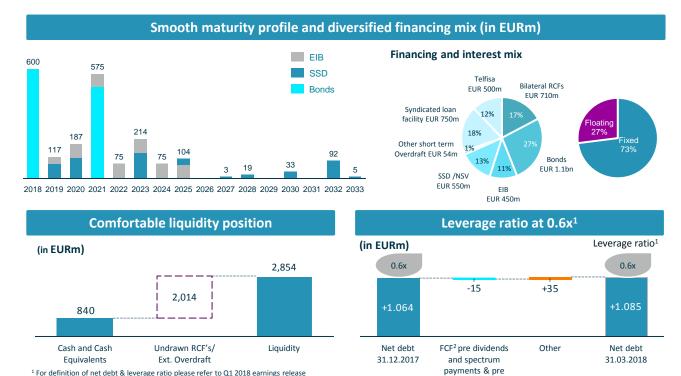


Evolution of equity story: Becoming the Mobile Customer & Digital Champion





Comfortable liquidity position as per 03/2018



² FCF pre dividend & spectrum payments is defined as the sum of cash flow from operating activities & cash flow from investing activities.



We will maintain an attractive shareholder remuneration policy

Shareholder remuneration policy - Main guidelines¹

Maintain high payout in relation to FCF

Consider expected future synergy generation in dividend proposals

Keep leverage ratio at or below 1.0x over the medium term; target will be continually reviewed

Annual dividend growth over 3 years, starting with of EUR 0.25 per share 2016; Proposal of EUR 0.26 for the financial year 2017 at next AGM





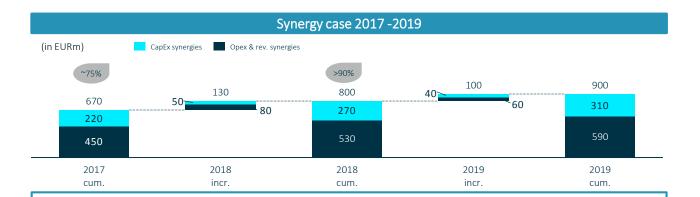


¹ Refer to the Telefónica Deutschland website for full dividend policy (www.telefonica.de)



Appendix

Recap: Clear synergy trajectory



- · Major integration projects mostly finalised by year end 2017; ~75% of increased OpCF target already delivered
- 2018: Expect incremental savings of EUR 80 million at OIBDA level (mainly from network) and EUR 50 million at CapEx level
- 2018 phasing of Opex and revenue synergies front-loaded due to rollover effects, mainly from FTE restructuring in 2017
- Network integration remaining core project; expecting to mostly finalise by 2018



Q1 2018 - Summary

Solid operational trends with strong OIBDA growth



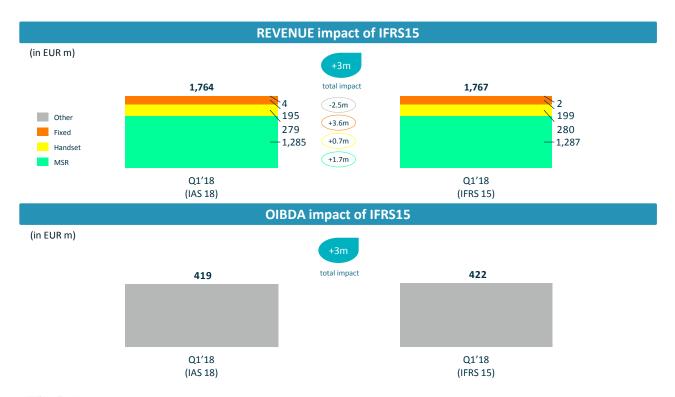
- Sustained strong data traffic growth (+50% y-o-y) leveraging new O₂ Free portfolio; 16.1 million LTE customers (+15% y-o-y)
- MSR¹ +0.4% y-o-y; ARPU of new O₂ Free portfolio accretive
- Revenue benefitting from stronger demand for handsets and improving mobile trends despite continued headwinds from legacy base rotation; fixed trends unchanged
- OIBDA reflecting synergy capture and efficient marketing approach with focus on value over volume; strong OpCF growth driven by solid OIBDA and expedient use of Capex
- Reiterating 3 consecutive years (2016-2018) of dividend growth with a proposal of EUR 0.26 per share to AGM on 17 May 2018; maintaining a high pay-out ratio over FCF thereafter

² Adjusted for exceptional effects, excl. the negative impact from regulatory changes and y-o-y comparison based on IAS18 accounting standards for 2017 and IFRS15 for 2018. For details please refer to additional materials of the Q1 2018 results release.



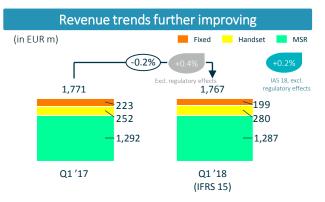
¹ Excluding the negative impact from regulatory changes and y-o-y comparison based on IAS18 accounting standards for 2017 and IFRS15 for 2018.

IFRS15 accounting: Only minor impact on Telefónica Deutschland P&L

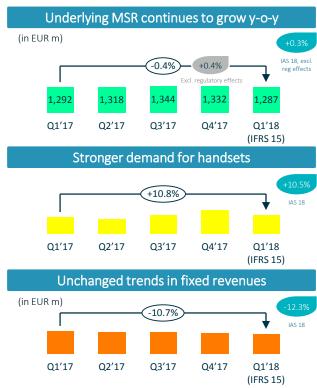




Underlying revenue with positive overall trend; fully on track to achieve full-year 2018 guidance

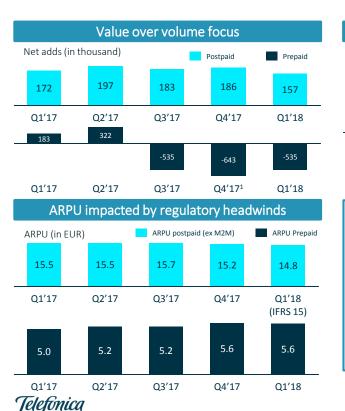


- Underlying revenue returning to y-o-y growth on the back of sustained MSR trends
- EUR 11 million of reg. impacts, mainly RLH
- Handset trends in line with German market
- Fixed revenue reflects wholesale migration & planned dismantling of legacy infrastructure





Trading trends steady with focus on value in Q1; O₂ churn with further improvement

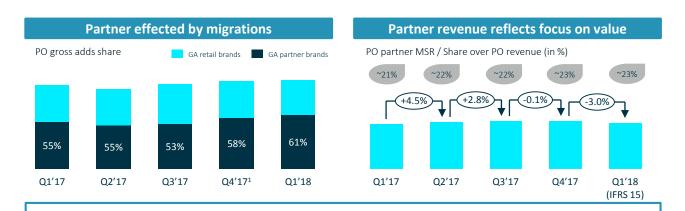




- Solid market momentum with O₂ Free and strong partner performance; focus on value over volume
- Lower demand for prepaid driven by regulatory changes
- Churn in O₂ consumer remains low
- Regulation still a headwind in ARPU

 $^{^{\}rm 1}\!\:\textsc{Excluding}$ the impact from the final customer base adjustment

Segment stats reflect MBA MVNO dynamics and focus on value

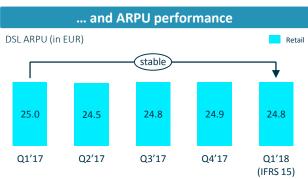


- Partner trading benefits from focus on 4G offers, resulting in higher gross add share
- · More benign competitive environment and clear focus on profitable growth
- Partner revenue reflects MBA MVNO contract dynamics after merger and focus on value



Fixed business driven by wholesale migration and strong VDSL net adds

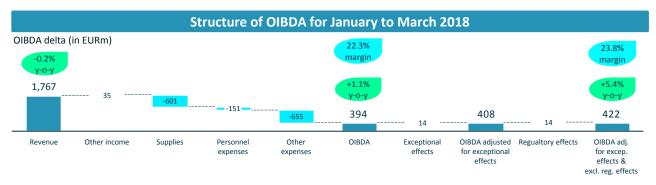


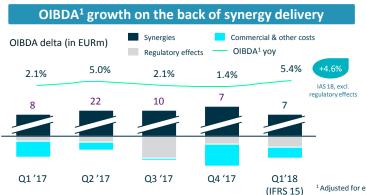




- Solid net add momentum in VDSL
- Retail DSL ARPUs & revenue trends reflect contribution of VDSL, customer base up 43% y-oy to 1.2m
- Fixed wholesale customer migration mostly completed; 63k customers remaining

OIBDA reflects successful synergy capture, RLH-regulation and investment activities



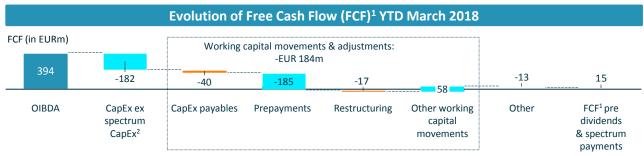


- OIBDA with continued margin expansion
- Regulatory effects of EUR 14 million & restructuring costs of EUR 14 million
- Incremental synergies of ~EUR 35 million at OIBDA level driven roll-over effects and incremental NT synergies

¹Adjusted for exceptional effects, excl. the negative impact from regulatory changes and y-o-y comparison based on IAS18 accounting standards for 2017 and IFRS15 for 2018. For details please refer to additional materials of the Q1 2018 results release.

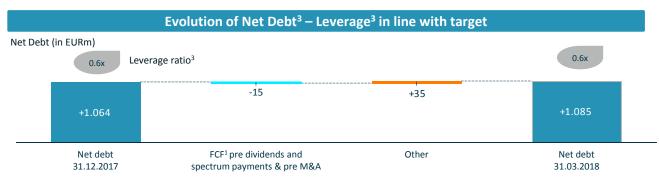


FCF with normal seasonal annual distribution



¹ FCF pre dividend & spectrum payments is defined as the sum of cash flow from operating activities & cash flow from investing activities

² Excluding additions from capitalised finance leases and capitalised costs on borrowed capital for investments in spectrum.



 $^{^{3}}$ For definition of net debt & leverage ratio please refer to Q1 2018 earnings release



Reiterating full-year 2018 outlook¹

	Actual 2017	Actual 2017 Outlook 2018			
Revenue	EUR 7,296 million	Broadly stable y-o-y (excl. negative regulatory effects of EUR	+0.2% y-o-y as per IAS 18 reporting		
		30-50 million)	+0.4% y-o-y		
OIBDA ²	EUR 1,840 million	Flat to slightly positive y-o-y (excl. negative regulatory effects of	+4.6% y-O-y as per IAS 18 reporting		
		EUR 40-60 million	+5.4% y-o-y		
C/S	13%	Approx. 12-13%	11.1%		
Dividend	EUR 0.26 per share Proposal for FY 2017 to the AGM on 17 May 2018	Annual dividend growth for 3 consecutive years (2016-2018)	N/A		

² Exceptional effects such as restructuring costs or the sale of assets are excluded



¹ The effects from the implementation of IFRS15 as of 1 January 2018 and IFRS16 as of 1 January 2019 are not reflected in the financial outlook. For more information, please refer to the materials of the quarterly reporting during the period

O₂ Free & DSL portfolio

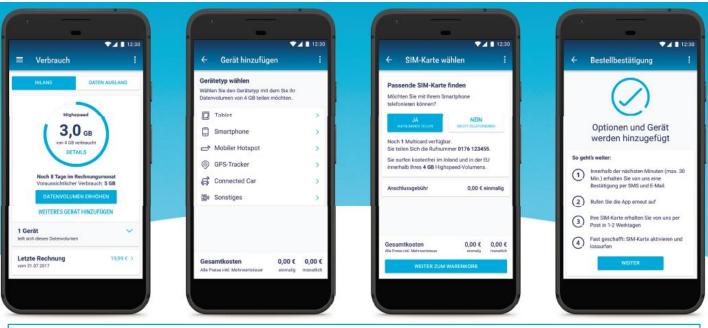






- ✓ All tariffs with connect feature
- ✓ Including up to 9 SIMs for devices
- ✓ O₂ Free XL eliminated
- ✓ O₂ Free L increased to 30GB (20GB)

O₂ Free connect - digital customer journey

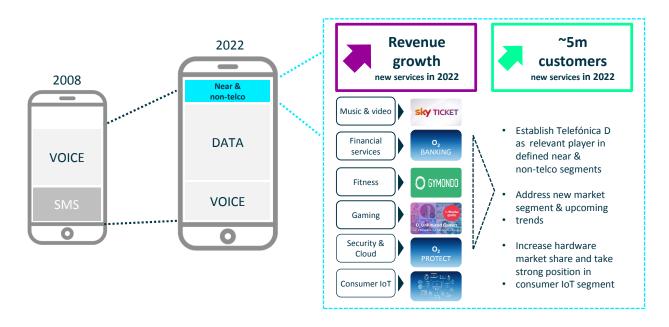


O₂ Free connect is a unique "app based connectivity management" in the market





Product and service extension associated with additional willingness to pay





Value generation drives our success

Develop existing customers & Attract high-value new customers

- Focus on ARPU-up & churn-down
- Driving data usage via mobile freedom
- Up- and cross-selling

-2% pts

PO Churn by 2022 ~60%

new O₂ Free customers pay
≥EUR 30 today

Willingness to pay

- Data growth as monetisation opportunity
- Near & non-telco as value drivers
- Strong position in consumer IoT

Connected devices per customer:

#4 by 2022

Enhance customer experience & digitalisation

- Omnichannel experience
- Digital transformation of touchpoints
- Al to increase automation & reduce cost

~80%

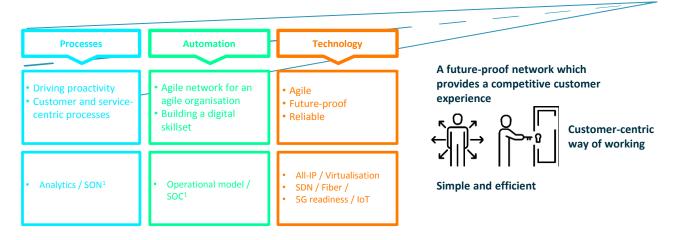
Share of eCare events by 2022

>80%

O₂ app penetration by 2022

From integration to transformation

Targeting 'Simpler, Faster, Better' in three dimensions:



¹ Service Operations Centre (SOC), Self Organising Network (SON)

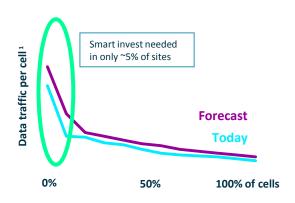


Ready for accelerating capacity demand

Increasing data volumes, driven by 4G big bucket propositions

~95% of network capacity is capable of carrying even more traffic volumes, ~5% require capacity upgrades

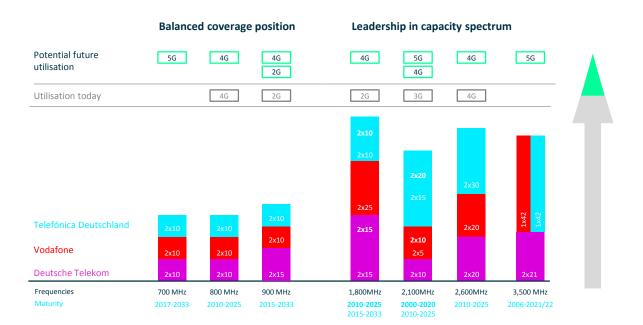






¹ Company research: Network Analysis (2016-2017)

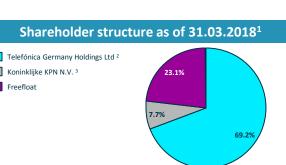
Future-proof spectrum setup, to enable best customer experience





O2D - Factsheet





Telefónica Deutschland at a glance						
Market segment	Prime Standard					
Industry	Telecommunications					
Shares outstanding	2,974,554,993 shares					
Share capital	EUR 2,974.6 m					
Market cap (as of 31.12.2017)	EUR 11,350.9 m					
Share price (as of 31.12.2017)	EUR 3.82					
Regional split of shareholder structure ⁴						
UK & Ireland	7.3%					



² Telefónica Germany Holdings Limited is an indirect wholly owned subsidiary of Telefónica S.A

⁴ Source: NASDAQ; Shareholder ID as of October2017



North America

Continental Europe Scandinavia

Rest of World

France Germany 25.0%

³ According to press release of KPN as of 26.04.2018

Quarterly detail of relevant financial and operating data for Telefónica Deutschland

Einemaiala	2017					2018
Financials	Q1	Q2	Q3	Q4	FY	Q1
Revenue (excl. regulatory effects)	1,771	1,771	1,850	1,904	7,296	1,778
Mobile service revenues (excl. regulatory effects)	1,292	1,318	1,344	1,332	5,287	1,298
Revenue	1,771	1,771	1,850	1,904	7,296	1,767
OIBDA (post Group fees) adjusted for exceptional & regulatory effects	401	472	468	499	1,840	422
OIBDA (post Group fees) adjusted for exceptional effects	401	472	468	499	1,840	408
CapEx excl. investments in spectrum	208	226	254	262	950	197
C/S Ratio (based on Revenue)	11.8%	12.8%	13.7%	13.8%	13.0%	11.1%
Revenue and Opex related Synergies	~35	~40	~40	~45	~160	~35
Accesses	2017				2018	
Accesses	Q1	Q2	Q3	Q4	FY	Q1
Total Accesses	49,550	49,907	49,403	47,604	47,604	47,075
o/w Mobile	44,675	45,194	44,842	43,155	43,155	42,777
Prepay	23,967	24,289	23,754	21,881	21,881	21,346
Postpay	20,708	20,905	21,088	21,274	21,274	21,431



Telefonica