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The Telefónica Deutschland Equity Story: Why should you invest?

Germany

An attractive and dynamic telecoms market

Excellent macro

Rational market

Data growth

Soft convergent environment

3 integrated players

An established player

Leveraging economies of scale

Largest owned customer base

Multi-brand

Multi-channel

Customer-centric convergence play

Fixed-mobile-substitution

Operational excellence

Digital transformation drives growth

All-infrastructure set-up

Successful integration track record

Transformation with Digital4Growth: SIMPLER FASTER BETTER

Value proposition

Attractive shareholder return on strong fundamentals

Clear growth path

Strong FCF trajectory

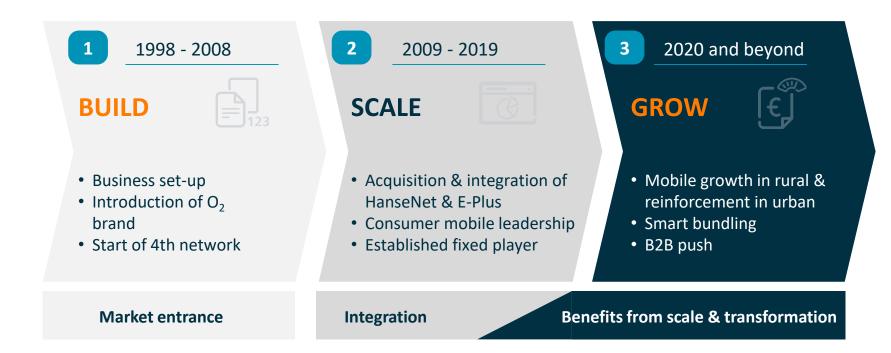
High pay-out ratio to FCF after leases (aL)¹

Conservative financial profile



¹ FCF after lease and excluding dividend & spectrum payments

Telefónica Deutschland's history and way forward





Key priorities for Telefónica Deutschland in the new decade



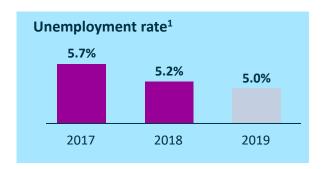
Commitment to deliver attractive shareholder remuneration

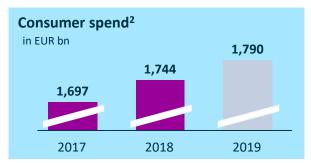




Germany a safe harbour; 5G and exclusive cable access as game changers for Telefónica Deutschland

Stable macro-environment





Current trends

Dynamic yet rational mobile market

Data growth maintains CAGR of ~50%

Soft convergent market environment

3 strong mobile networks

Future trends

5G use cases & demand to accelerate

Fixed-Mobile-Substitution (FMS) becoming increasingly **relevant**

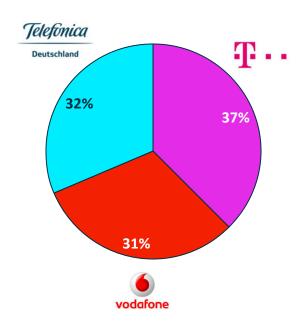
Potential 4th urban MNO

3 integrated (mobile + fixed) players

² Source: Destatis, 2019 estimate by Ifo Institute for Economic Resarch Sept. 2019 Please note: 2019 based on internal estimates

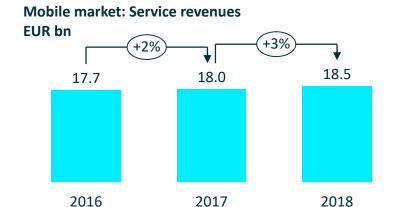
Competitive environment

Rational and balanced market structure1

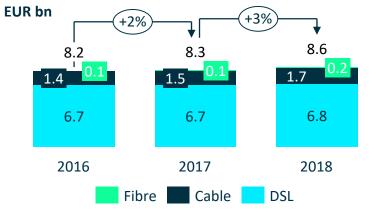


- Rational market following 4 to 3 consolidation
- Tiered mobile data portfolios enabling data monetisation

Market development in past years²

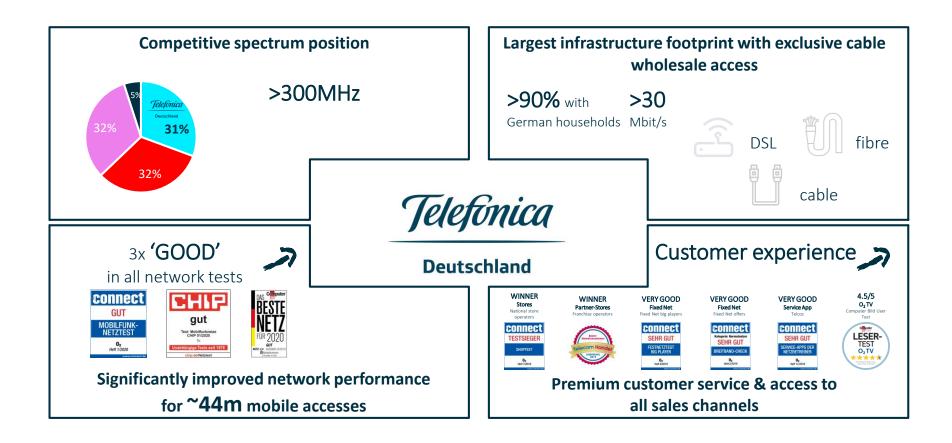


Fixed broadband retail revenues





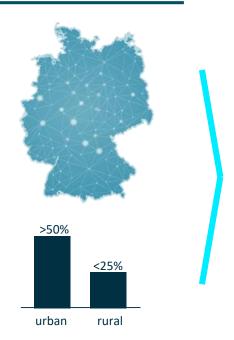
The right time to invest to accelerate future growth





The expansion of our mobile network allows Telefónica Deutschland to accelerate our growth trajectory

Opportunity: Mobile customer distribution



Step change in network quality from accelerated 4G/5G roll-out



Boost revenues to outperform market



Mobile growth in rural – reinforcement in urban



Smart bundling to capture value and reduce churn



Attack in B2B to reach fair market share in SME



Revenue growth driven by a step-up in 4G network quality & 5G boost

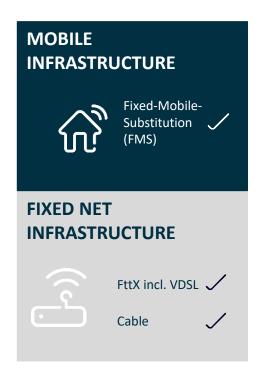


MSR 🦪 Mobile customer share Sustained focus on owned customer base Rural market share Fair share **CONSUMER BUSINESS** Telefonica O, 2019 2022 Mass-market **MARKET ARPU** Service Provider & SHARE O, Free MVNO¹ Urban market share 1&1 DRILLISCH Maintain share **CHURN** Discount **Blau** Reseller & Ethnic¹ **ALDI TALK** ay yıldız 2019 2022 >50% Gradual transition of wholesale revenue streams ~20% service providers & MVNO >80% owned customers <25% urban rural



All-infrastructure play as unique positioning





Smart bundling to capture value and reduce churn

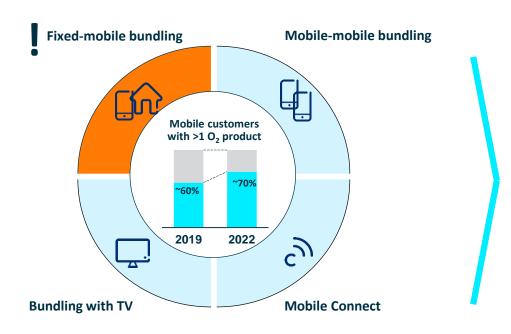
Technology-agnostic Internet@Home solutions with focus on customer experience

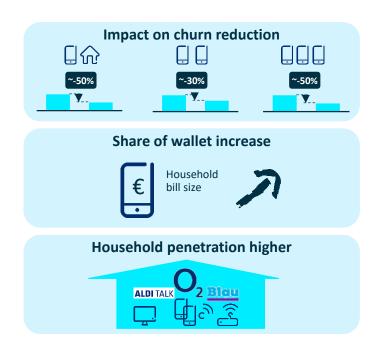
Fixed-mobile-substitution increases profitability



Improve loyalty and convergence positioning by smart bundling



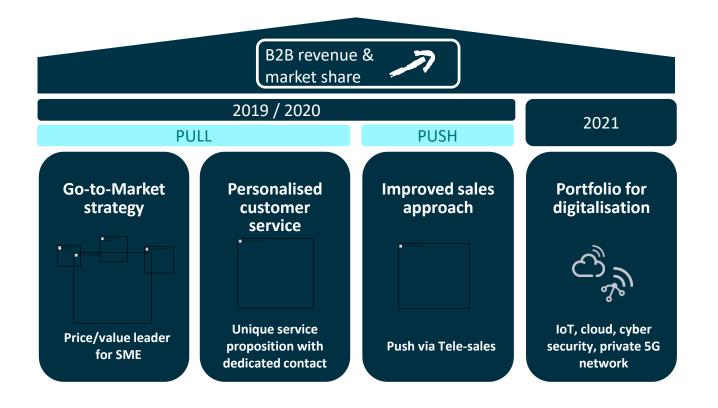






Leverage the SME segment & industrial 5G opportunities

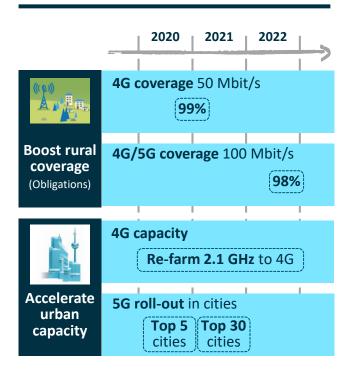






Smart investment to accelerate the mobile network roll-out: 4G coverage & 5G capacity while aiming to switch off 3G by 2022

Network roll-out strategy



Boost rural coverage & accelerate urban capacity

Coverage & capacity boost in 4G: Rollout of ~10k LTE elements into the network in 2020 to further push network quality

Smart investment: Spectrum re-farming to efficient use of technologies and simplification of architecture will be the key

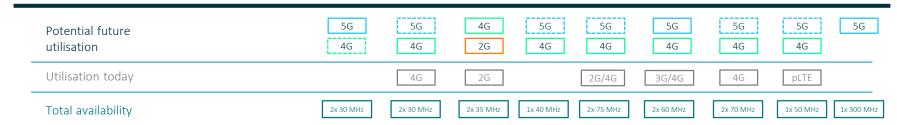
5G with main stream rollout, using 3.6 GHz, 700 MHz and any upcoming FDD frequencies with special spectrum sharing features

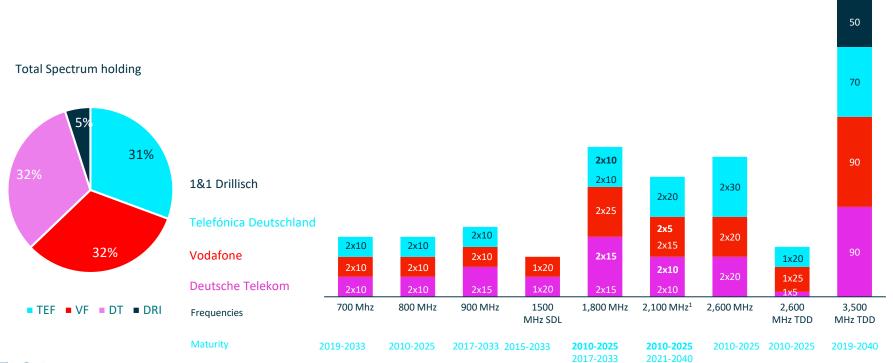
Aiming to **switch off 3G by 2022e** as data traffic is increasingly moving to 4G on customer demand for high speed mobile BB



Future-proof spectrum set-up to enable best customer experience

Balanced position in coverage and capacity spectrum 2021-2025







Momentum in all key-areas; on track to become Germany's Mobile **Customer & Digital Champion**











O₂ Free M

"very good" O₂ app

"good" fixed hotline

"good" mobile provider







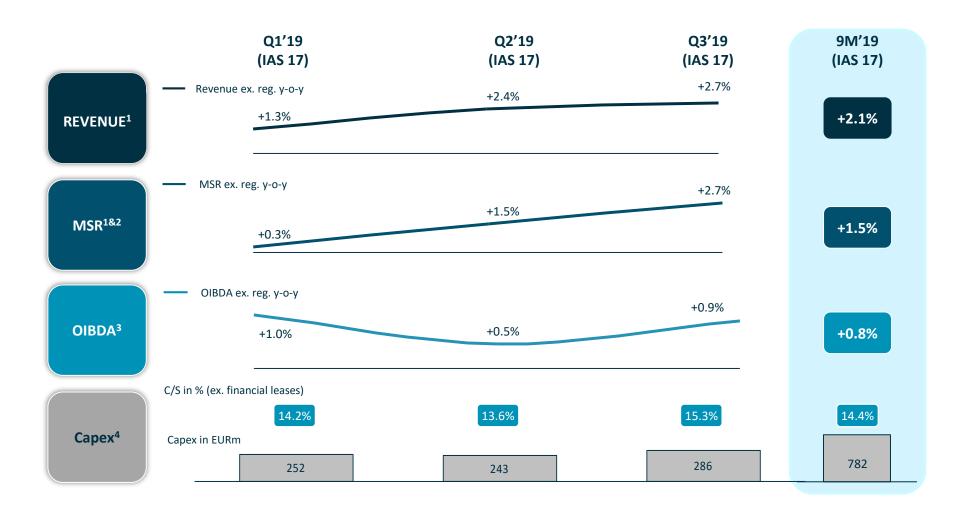


OIBDA on track

Capex on track



Revenue acceleration continues, profitability stable; guidance re-iterated



¹ Excluding the negative impact from regulatory changes (mainly driven by the mobile termination rate cut to EURc 0.95 per minute as of 1 Dec 2018)

² Mobile service revenue include base fees and fees paid by our customers for the usage of voice, sms and mobile data services. Also, access and interconnection fees as well as other charges levied on our partners for the use of our network are included

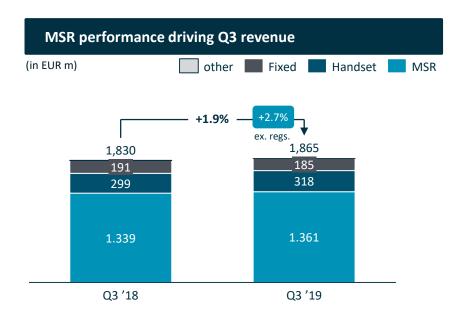
Telefunica

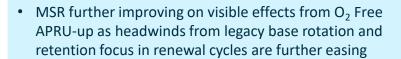
Deutschland

³ Exceptional effects were EUR 1.8 million of restructuring expenses in the period June to September 2019 (EUR 8.4 million based on IAS 17). The difference between restructuring charges under IAS 17 and IFRS 16 is due to the fact that certain IAS 17 operating lease commitments require the recognition of provisions, whereas those are recognised as lease liabilities under IFRS 16. Regulatory effects amounted to EUR 10.3 million in the period June to September 2019

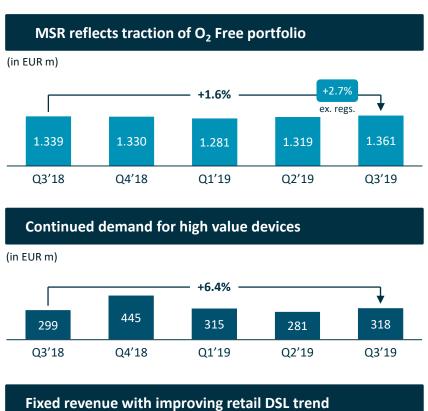
⁴ Excluding additions from capitalised right-of-use assets (as of 1 January 2019) and excluding additions from capitalised finance leases (till 31 December 2018)

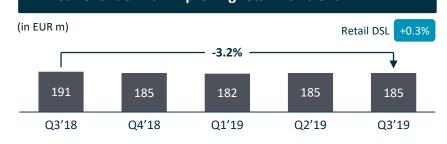
Revenue trends driven by strong MSR performance





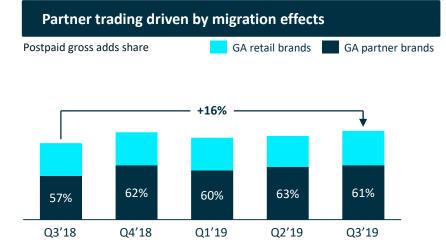
- Handset revenue driven by continued solid demand for high-value devices on tougher comps
- Fixed revenue with a decline in low margin carrier business while in retail the strong VDSL trading offsets a higher share of bundle benefits in the base

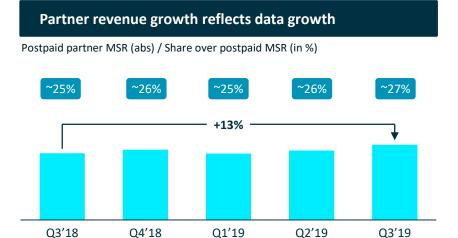






Partner segment with stable growth trajectory

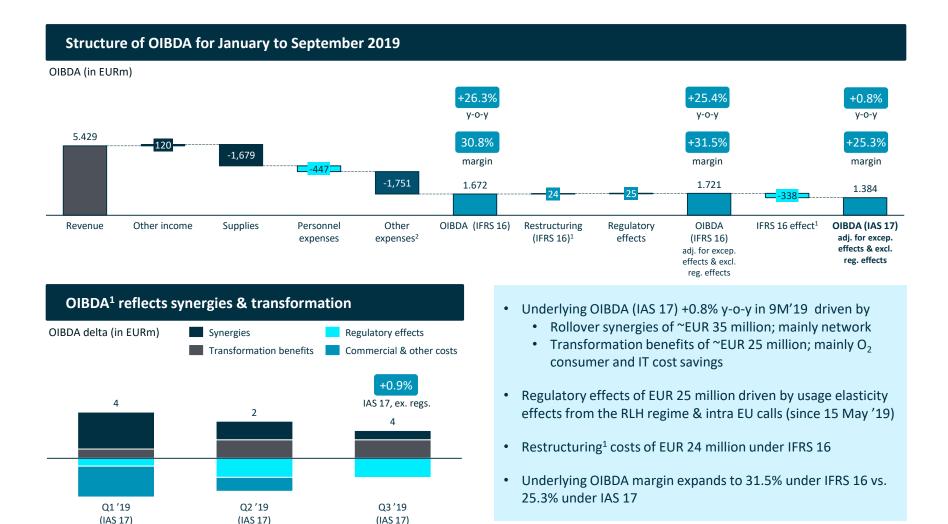




- Partner performance remains in line with expectation
- Trading performance in Q3 resulting from 4G-related migration effects as well as expanding partnerships
- Partner revenue growth reflecting the data growth driven dynamics of the MBA MVNO



OIBDA reflects continued market & transformation invest in growth





¹According to IAS 17, restructuring costs were EUR 48 million. The total resulting IFRS 16 effect at reported OIBDA level comes to EUR 338 million. The difference between restructuring charges under IAS 17 and IFRS 16 is due to the fact that certain IAS 17 operating lease commitments require the recognition of provisions, whereas those are recognised as lease liabilities under IFRS 16

Outlook 2019: Solid YTD performance

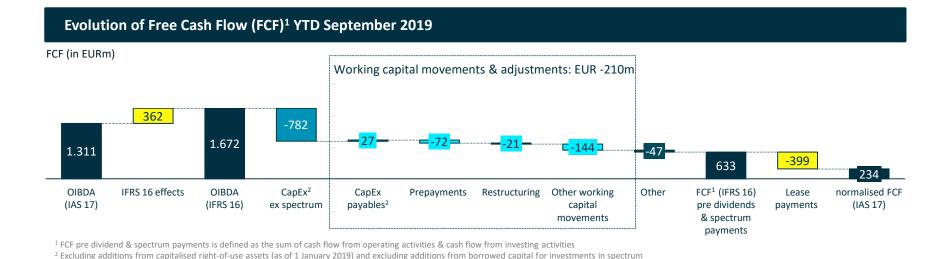
	Actuals FY'18 (IFRS15)	Outlook ² FY'19 (IFRS15)	9M'19	midterm guidance 2020/22		
Revenue	7,320 FY '18	Broadly stable (excl. regulatory impacts of EUR ~60-70 m)	+2.1% yoy	Cumulated growth of min. 5%		
OIBDA ¹	1,884 FY '18	Broadly stable to slightly positive (excl. regulatory impacts of EUR ~40-50 m)	+0.8% yoy As per IAS 17 reporting	Ongoing margin improvement		
C/S²	13.2%	Approx. 13-14% (incl. 4G back- & fronthaul & 5G backhaul)	14.4% yoy	2-year investment programme to generate growth C/S incl. 5G RAN peaking in 2020/21 between 17- 18%; normalising already in 2022		



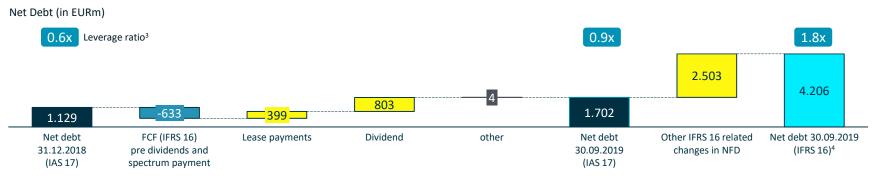
¹ Exceptional effects such as restructuring costs or the sale of assets are excluded

² The effects from the implementation of IFRS 16 as of 1 January 2016 are not reflected in the financial outlook

FCF dynamics reflect implementation of IFRS 16 and usual seasonality



Evolution of Net Debt³ – Leverage³ in line with target



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

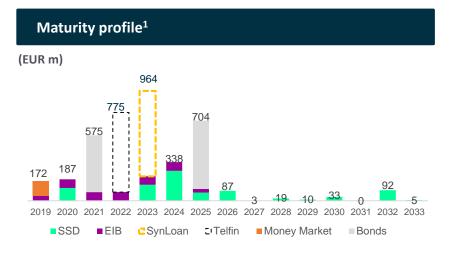
⁴ Leverage is defined as net financial debt divided by the OIBDA for the last twelve months adjusted for exceptional effects. Leverage under IFRS 16 is calculated based on an extrapolated rolling 12-month OIBDA. It will only be possible to report a leverage ratio based on actuals under IFRS 16 with the publication of the financial statements for 2019

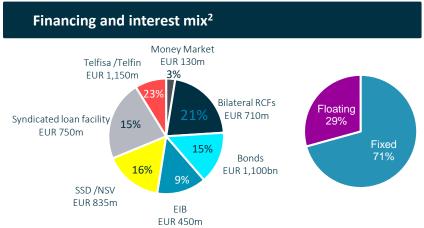


² Excluding additions from capitalised right-of-use assets (as of 1 January 2019) and excluding additions from borrowed capital for investments in spectrum

³ For definition of net debt & leverage ratio please refer to Q3 2019 earnings release

Smooth maturity profile and diversified financing mix per 30 September 2019





(EUR m) 3.214 2.614 Cash and Cash Equivalents Undrawn RCF's/ Ext. Overdraft Liquidity

Comments

- Well balanced and diversified maturity profile
- EUR 3.2bn liquidity position ensures financial flexibility, this includes the EUR 700m facility set up for the spectrum financing which will be cancelled in Q4
- Low exposure to rate hikes due to a high percentage of debt at fixed rates
- EUR 130m Money Market Facilities outstanding

¹ Maturity profile excludes bilateral facilities

² Interest mix excludes undrawn facilities

Strong confidence in mid-term FCF generation ability and remain committed to attractive shareholder remuneration



FCF

- Temporary investment programme to drive future growth & profitability
- · Strong confidence in mid-term FCF generation ability
- No material cash tax during investment period; minimum taxation of 12-13% thereafter (due to tax losses carried forward of EUR 14.7 billion for corporate income tax and EUR 14.3 billion for trade tax)



- · Maintaining Fitch BBB investment grade rating
- Strong B/S with low indebtedness; leverage at 0.9x (IAS 17) resp. 1.8x (IFRS 16) as of 30.09.2019
- IFRS 16 leverage target: At or below 2.5x; solid headroom under current rating
- Deferred spectrum payments lead to increased financial flexibility



- Proposal of EUR 0.17 for FY 2019, which will be a floor during our investment programme
- ~6% dividend yield based on closing price as of 10 December 2019



- Continuity since the IPO
- High pay-out ratio to FCF adjusted for leases (aL)¹

O2D factsheet

Share price development as of 31 December 2019 O2D — DAX — Sector YTD'19 4.5 4.0 3.5 +0.1% 3.0 **EUR 2.58** 2.5 -24.4% 2.0 01.01.2019 01.03.19 01.05.19 01.07.19 01.09.19 01.11.2019 01.12.2019

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 31.12.2019)	EUR 7,686.3 m					
Share price (as of 31.12.2019)	EUR 2.584					

Shareholder structure¹ Telefónica Germany Holdings Ltd ² Freefloat 30.8%



Regional split of shareholder structure



Status: 30 September 2019

 $^{^2}$ Telefónica Germany Holdings Limited is an indirect wholly owned subsidiary of Telefónica S.A. 3 Source: NASDAQ; Shareholder ID as of April 2019

Telefónica Deutschland: Members of the management board















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Appendix

- O₂ portfolio
- Additional KPIs

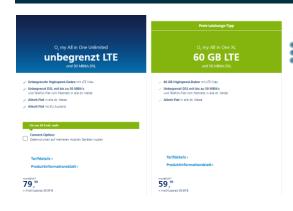
O₂ Mobile portfolio

2019 O₂ Free connect + boost



for additional EUR 5 available for O₂ Free S, M and L

2019 O₂ my All in One



up to 9 Sim cards can be activated for an additional EUR 20 for unlimited

2019 O₂ You



- Combined offer consisting of
 - O₂ mobile contract with monthly termination
 - O₂ my handy contract with variable duration
- O₂ customers can compile their own contract conditions using the intuitive online configurator with >50 possible combinations



O₂ Fixed portfolio

2018 O₂ DSL

Unsere Empfehlung O₂ my Home L¹ O₂ my Home S³ 100 MBit/s DSL 50 MBit/s DSL 10 MBit/s DSL Download bis zu 50 MBit/s Download bis zu 10 MBit/s Download bis zu 100 MBit/s Upload bis zu 40 MBit/s Upload bis zu 10 MBit/s Upload bis zu 2,4 MBit/s % Telefon-Flat % Telefon-Flat % Telefon-Flat kostenios in alle dt. Netze kostenios in alle dt. Netze kostenios in alle dt. Netze Produktinformationsblatt > Produktinformationsblatt > Produktinformationsblatt > ⑥ 0,- € Anschlussgebühr ⑥ 0,- € Anschlussgebühr € 49,99 € Anschlussgebühr ⑥ 0,- € Bereitstellungsgebühr © 0,- € Bereitstellungsgebühr ⑤ 0,- € Bereitstellungsgebühr bei Router-Auswahl bei Router-Auswahl bei Router-Auswahl Effektivpreis pro Monat: Effektivpreis pro Monat: Effektivpreis pro Monat: nur 29,99 € (i) nur 24,99 €(i) nur 22,07 € (i) monatlich* monatlich* 24,99 19,99 14,99 ab dem 13. Monat 34,99 € ab dem 13. Monat 29,99 € ab dem 13. Monat 24,99 €

2019 O₂ Homespot



O, my Data Spot
Unlimited

- (1) Unbegrenzt Highspeed-Daten (1)

 225 MBit/s max. Surfgeschwindigkeit (LTE
- Max) 1

 24 Monate Vertragslaufzeit
- © 19,99 € mtl. Grundgebühr reduziert für O.
- Produktinformationsblatt >
- 39,99

Kunden (i)

+ 25 € Einmalzahlung für HomeSpot-Router

O, my Data Spot

- (1) 100 GB Highspeed-Daten (1) 225 MBit/s max. Surfgeschwindigkeit (LTE
- Max) ①

 24 Monate Vertragslaufzeit
- 14,99 € mtl. Grundgebühr reduziert für O, Kunden
 1
 - Produktinformationsblatt >
- 29,⁹⁹
- + 25 € Einmalzahlung für HomeSpot-Router + 49,99€ Anschlusspreis einmalig

O₂ my Data Spot Flex

10 GB

- (1) 10 GB Highspeed-Daten wöchentlich
- ଙ୍ଗି 225 MBit/s max. Surfgeschwindigkeit (LTE Max) ୀ
- ✓ Ohne Vertragslaufzeit (Prepaid)
- 15 GB zusätzlich geschenkt für O₂ Kunden
 (i)
- Produktinformationsblatt >

9 99

+ 145 € Einmalzahlung für HomeSpot-Router



Mobile KPIs

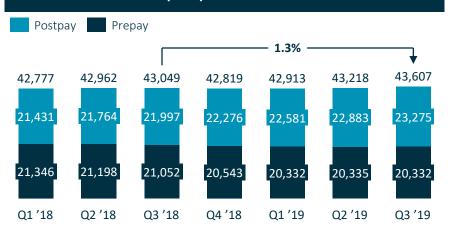
Postpay net adds ('000)



Prepay net adds ('000)



Mobile customer base ('000)



LTE customer base (in m)





31

Mobile KPIs

Postpay ARPU (EUR)

Prepay ARPU (EUR)





Churn rate (%)

O₂ postpaid — Total postpaid (ex M2M)

Smartphone penetration (%)1

O₂ consumer postpay O₂ consumer prepay





Telefonica

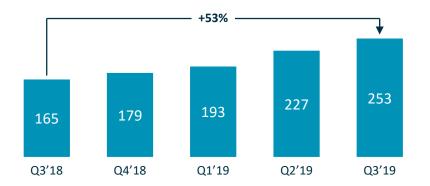
-15.7%

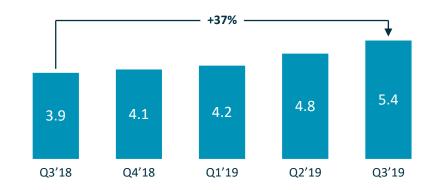
9M '19 annualised churn rate O₂

Mobile KPIs

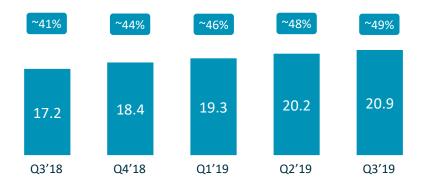
Mobile data traffic (TB)

O₂ Free average data usage (GB/month)



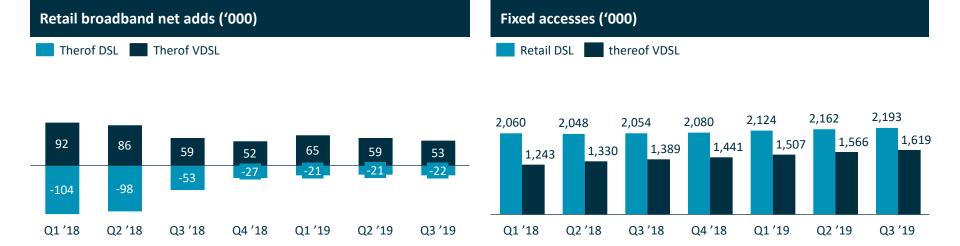


LTE customer base (m) / LTE penetration (%)





Fixed line KPIs



Fixed retail ARPU (EUR)









Q1 '18

Q2 '18

Q3 '18

Q4'18

Q1'19

Q2 '19

Q1'18

Q2 '18

Q3'18

Q4'18

Q1'19

Q2'19

Q3 '19

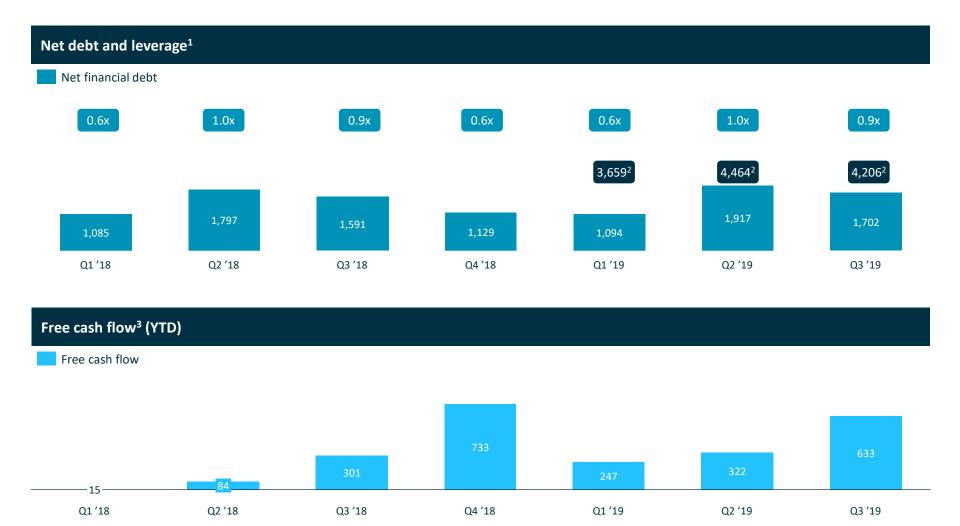
Q3 '19

¹ Adjusted for exceptional effects, excl. the negative impact from regulatory changes and y-o-y comparison based on IAS17 accounting standards for 2018 and IFRS16 for 2019. For details please refer to additional materials of the Q3 2019 results release

² Opex-split before exceptional effects changes and y-o-y comparison based on IAS17 accounting standards for 2018 and IFRS16 for 2019. For details please refer to additional materials of the Q3 2019 results release

³ Excluding additions from capitalised right-of-use assets (as of 1 January 2019) respective excluding additions from capitalised finance leases (till 31 December 2018)

Financials





¹ Under IAS 17 accounting standard

Under IFRS 16

³ FCF pre dividends and payments for spectrum is defined as the sum of CF from operating activities and CF from investing activities and does not contain payments for investments in spectrum

Quarterly detail of relevant financial and operating data for Telefónica Deutschland

et a constata	2018				2019			
Financials	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3
Revenue (excl. regulatory effects)	1,767	1,758	1,830	1,965	7,320	1,789	1,799	1,879
Mobile service revenues (excl. regulatory effects)	1,287	1,311	1,339	1,330	5,267	1,291	1,331	1,374
Revenue	1,767	1,758	1,830	1,965	7,320	1,779	1,785	1,865
OIBDA (post Group fees) adjusted for exceptional & regulatory effects ¹	408	487	478	511	1,884	528	593	601
OIBDA (post Group fees) adjusted for exceptional effects	408	487	478	511	1,884	524	582	590
CapEx ² excl. investments in spectrum	182	238	312	226	958	252	243	286
C/S Ratio² (based on Revenue)	10.3%	13.5%	17.1%	11.5%	13.1%	14.2%	13.6%	15.3%
Revenue and Opex related Synergies	~35	~30	~25	~10	~100	~20	~10	~5
Capex related synergies	~15	~10	~10	~15	~50	~15	~10	~10
Transformation benefits	N/A	N/A	N/A	N/A	N/A	~5	~10	~10
Accesses	2018				2019			
Accesses	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3
Total Accesses	47,075	47,180	47,268	47,089	47,089	47,202	47,556	48,011
o/w Mobile	42,777	42,962	43,049	42,819	42,819	42,913	43,218	43,607
Prepay	21,346	21,198	21,052	20,543	20,543	20,332	20,335	20,332
Postpay	21,431	21,764	21,997	22,276	22,276	22,581	22,883	23,275



¹Adjusted for exceptional effects, excl. the negative impact from regulatory changes and figures based on IAS17 accounting standards for 2018 and IFRS16 for 2019. For details please refer to additional materials of the Q3 2019 results release

Telefonica