

Telefónica Deutschland

Investor presentation

Q3 2019

Investor Relations

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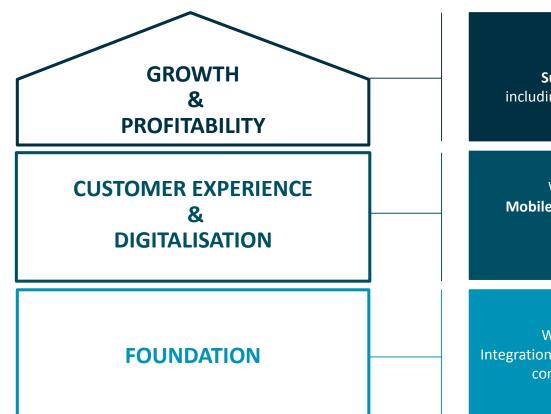
Telefónica

The Telefónica Deutschland Equity Story: Becoming the Mobile Customer & Digital Champion

Germany An attractive and dynamic telecoms market	An established player Leveraging economies of scale	Operational excellence Digital transformation drives growth	Value proposition Attractive shareholder return on strong fundamentals
Excellent macro Data & device explosion Dynamic but rational market	Largest owned customer base Multi-brand Multi-channel ADA & IoT as opportunities	Largest & most modern network Excellent integration track record Digital4Growth: SIMPLER FASTER BETTER	Strong FCF trajectory High pay-out ratio to FCF Conservative financial profile



Strategic priorities of Telefónica Deutschland



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



Deutschland

The data & device opportunity: Expecting explosive growth

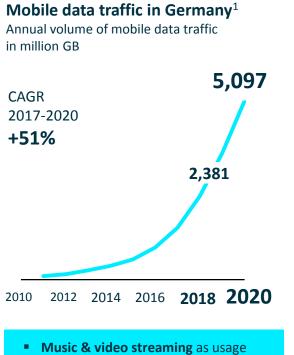
MARKET TRENDS

German market with significant further growth potential

in GB/month per connection Finland 19.8 Austria 9.6 Sweden 6.1 France 5.4 Switzerland 5.0 UK 2.8 Germany 19.8

Mobile data usage in Europe¹

- Germany still a European laggard in terms of customer data usage
- Further opportunities from growing LTE adoption



Average usage of 3 GB/month for LTE

drivers

customers

German market 5G 1&1 Soft convergence TV trend **Pre- to Postpaid Advanced Data** migration **Analytics & IoT**

Preparation for

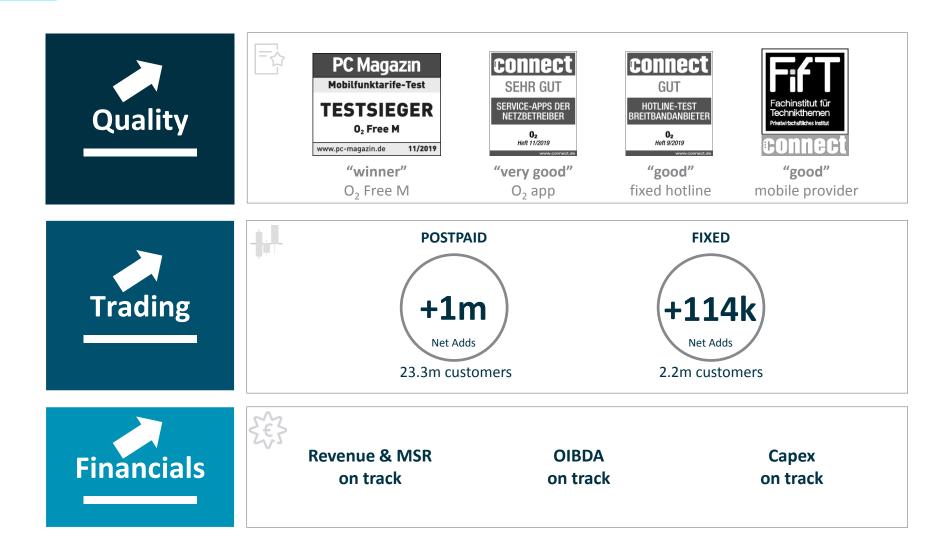
5G opportunities

Risk of 4th

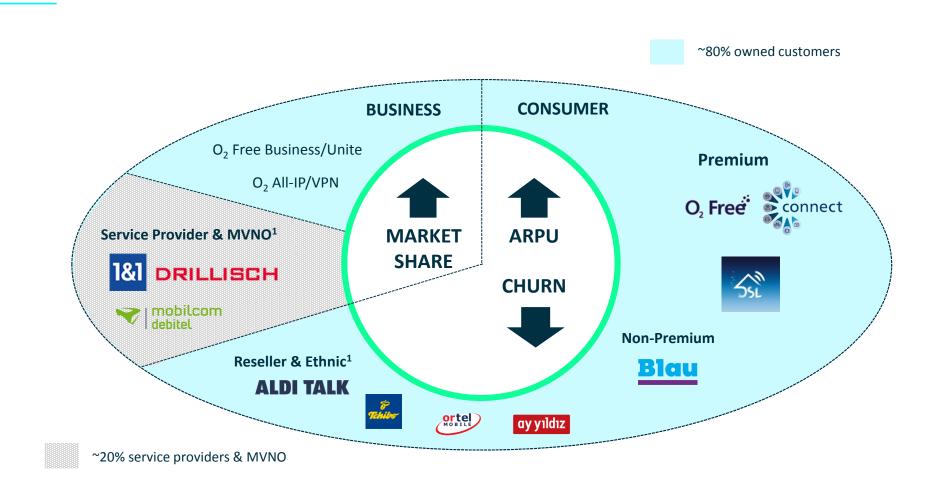
entrant in the



Momentum in all key-areas



Largest owned customer base of ~35 million





O₂ Mobile portfolio



2019 O₂ You



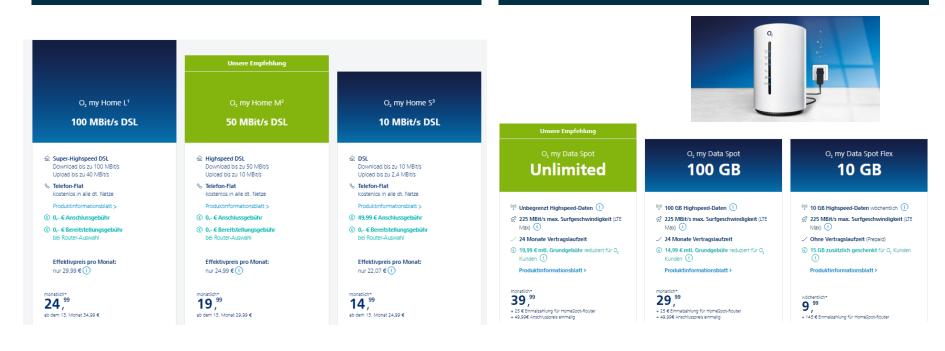
- Combined offer consisting of
 - O₂ mobile contract with monthly termination
 - O₂ my handy contract with variable duration
- O₂ customers can compile their own contract conditions using the intuitive online configurator with >50 possible combinations



O₂ Fixed portfolio

2018 O₂ DSL

2019 O₂ Homespot

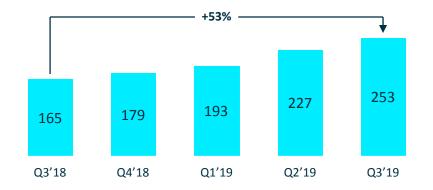




Mobile data traffic with continued strong growth; CAGR of >50%

Mobile data traffic continues to grow >50% y-o-y

Traffic (TB/Q)



LTE customer base continues to grow

 ~41%
 ~46%
 ~48%
 ~49%

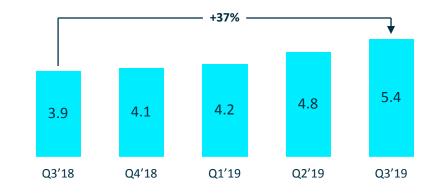
 17.2
 18.4
 19.3
 20.2
 20.9

 Q3'18
 Q4'18
 Q1'19
 Q2'19
 Q3'19

LTE customers (in million) / LTE penetration (in %)

O₂ Free tariffs driving data growth

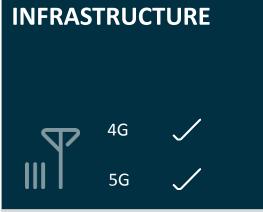
Average data usage for O₂ LTE customers (GB/month)



- Large data buckets & LTE adoption continue to drive data growth; CAGR of >50% maintained on the back of demand for streaming services
- Average data usage of O₂ LTE customers reaches 5.4GB/m
- LTE customer base up +21.8% y-o-y to 20.9 million
- LTE penetration up +8.3 p.p. y-o-y, while postpaid LTE penetration already at approx. 66%

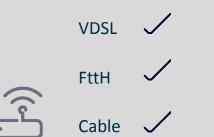


All-round infrastructure player



MOBILE

FIXED NET INFRASTRUCTURE





> 7,000 new LTE sites by OCT 2019 on track for FY 2019 target of 10,000

Driving innovation in 5G

Establishing the world's first 5G network for automobile production in Mercedes-Benz Cars *"Factory 56"*





Long-term FttH and VDSL access through Deutsche Telekom

Exclusive cable wholesale access

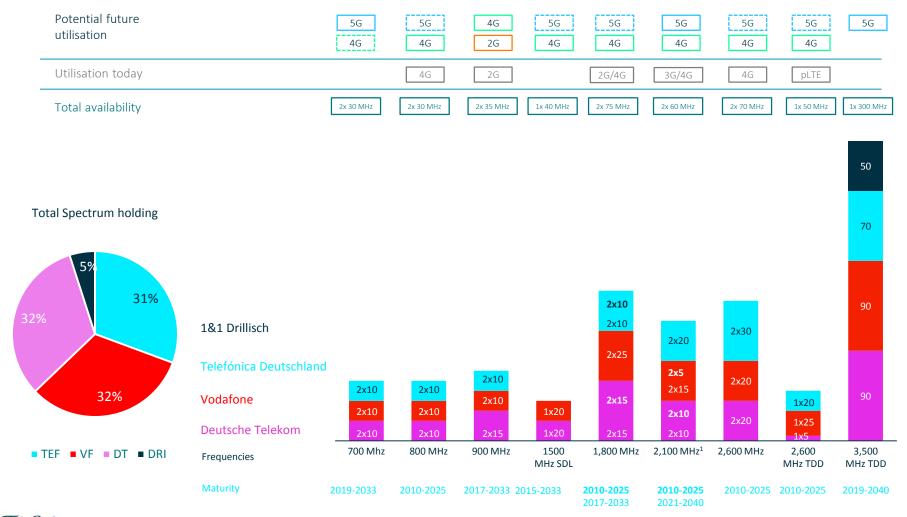
to Vodafone's cable network in Germany; enhancing infrastructure footprint to give customers choice: Triple play offers via fixed & cable





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

Balanced position in coverage and capacity spectrum 2021-2025



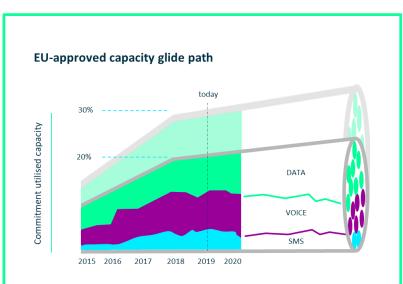
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¹In addition: 24.2 MHz @2.1 GHz TDD

As of 1 January 2026: DRI: 2x10 MHZ; TEF D: 2x10 MHz; Vod: 2x20 MHz; DT: 2x20 MHz

Partner business: No short- to mid-term impact expected after 5G auction; any transition takes time

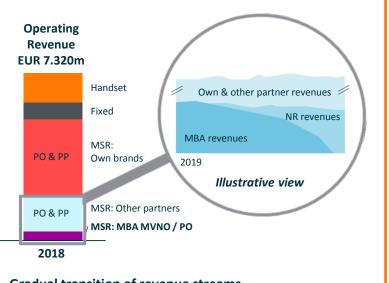
Scenario 1: Continuation of MBA MVNO



Four levers for revenue growth

- Exponential data growth
- Capacity of 20% and potential upgrade to 30%
- Price tiering based on speed
- Price tiering based on technology

Scenario 2: MNO remedy – gradual transition

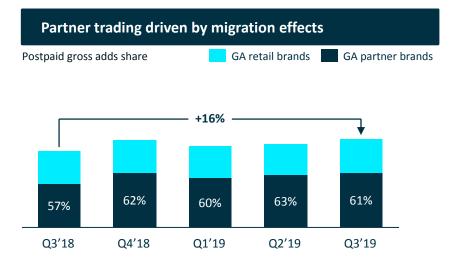


Gradual transition of revenue streams

- Commercial terms derived from MBA MVNO
- Sublease spectrum for 2G/3G/4G national roaming
- MVNO and MNO only for a transition period
- Gradual ramp-up of other partner & own business to mitigate

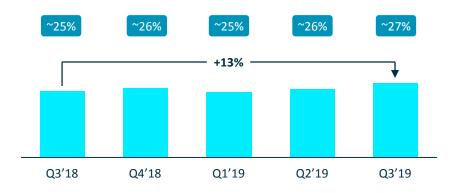


Partner segment with stable growth trajectory



Partner revenue growth reflects data growth

Postpaid partner MSR (abs) / Share over postpaid MSR (in %)

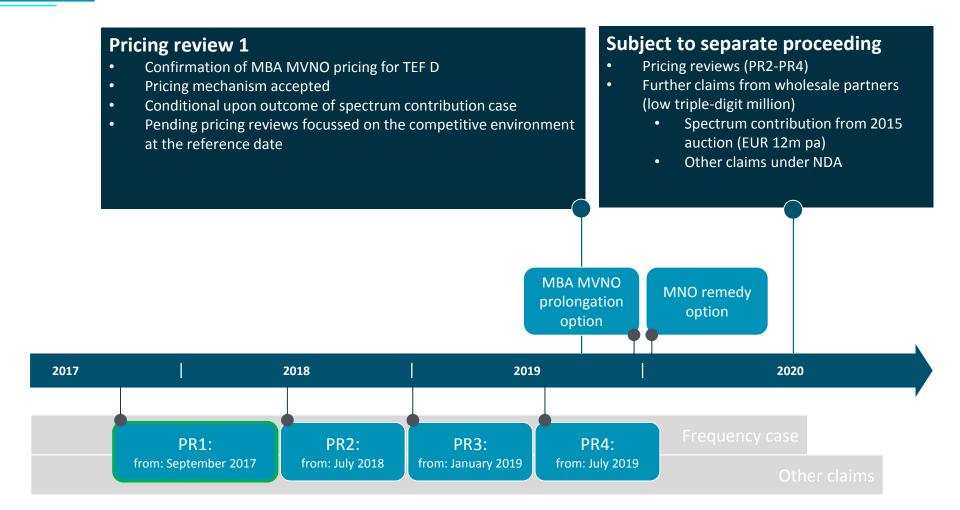


· Partner performance remains in line with expectation

- 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

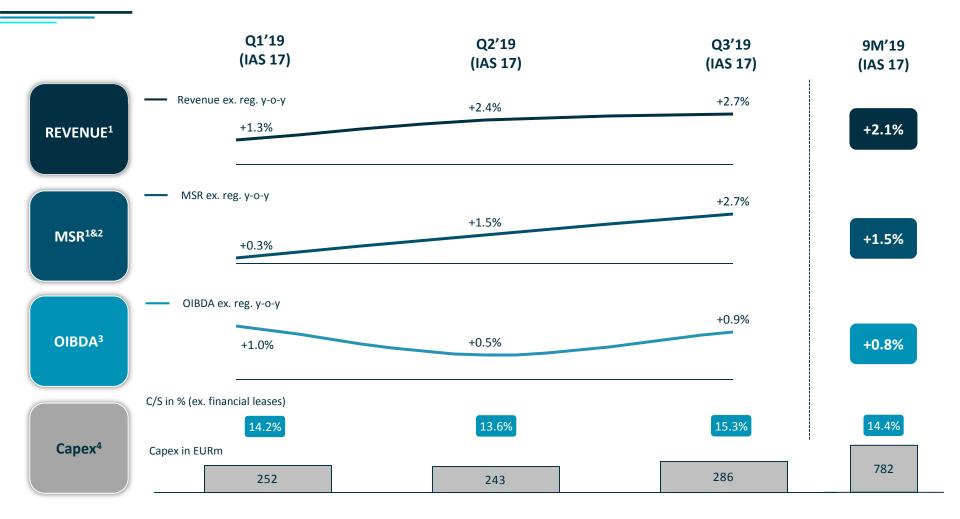


Transparency on partner relationships



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Operational and financial trends remain strong



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

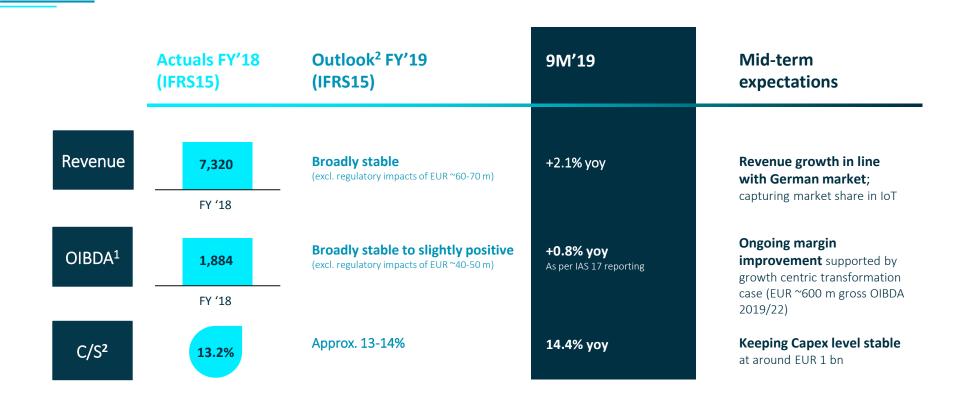
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³ Exceptional effects were EUR 1.8 million of restructuring expenses in the period June to September 2019 (EUR 8.4 million based on IAS 17). The difference between restructuring charges under IAS 17 and IFRS 16 is due to the fact that certain IAS 17 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

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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)

Outlook 2019: Solid YTD performance so far

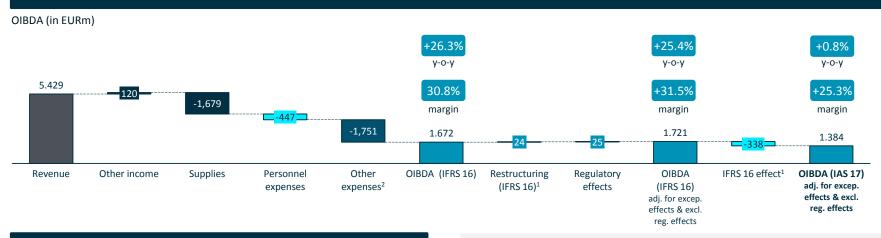


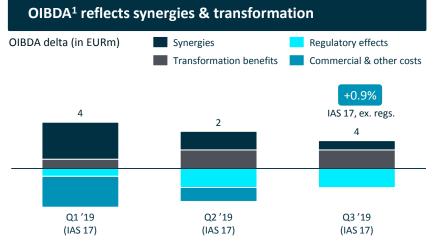
- Underlying revenue reflect tailwinds from ARPU-up strategy supported by new O₂ Free tariffs which help to counteract ongoing legacy base management topics, while we continue to leverage our many long-term partnership contracts
- OIBDA benefits from integration and transformation savings, partly offset by commercial and transformation invest; transformation savings to gradually ramp-up throughout 2019 and over the course of our four year D4G programme
- Re-iterating midterm expectations: Expecting to grow with the market, strong confidence in our ability to grow FCF and continue to support a high dividend pay-out ratio to FCF

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OIBDA reflects continued market & transformation invest in growth

Structure of OIBDA for January to September 2019



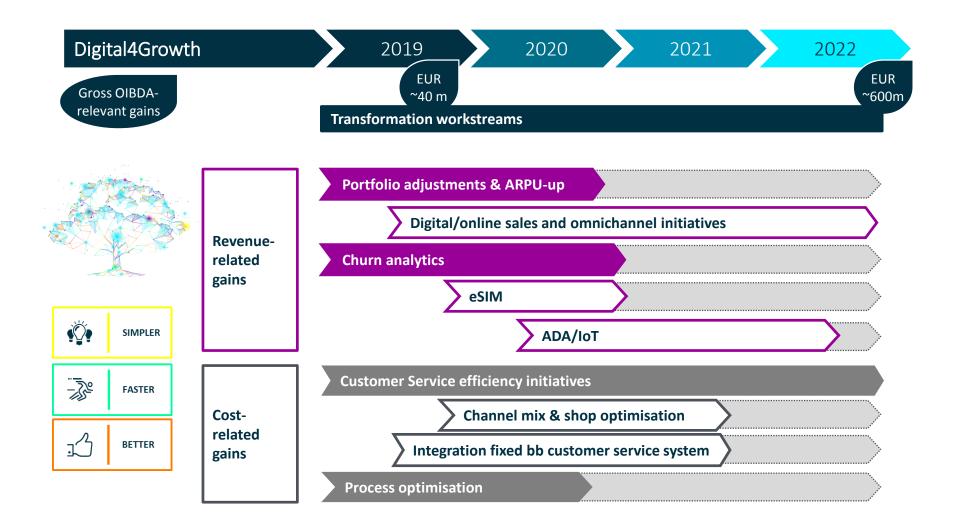


- Underlying OIBDA (IAS 17) +0.8% y-o-y in 9M'19 driven by
 - Rollover synergies of ~EUR 35 million; mainly network
 - Transformation benefits of ~EUR 25 million; mainly O₂ consumer and IT cost savings
- Regulatory effects of EUR 25 million driven by usage elasticity effects from the RLH regime & intra EU calls (since 15 May '19)
- Restructuring¹ costs of EUR 24 million under IFRS 16
- Underlying OIBDA margin expands to 31.5% under IFRS 16 vs. 25.3% under IAS 17



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 ² Includes other expenses and impairment losses in accordance with IFRS 9

'Digital4Growth' – Key transformation drivers in 2019





FCF dynamics reflect implementation of IFRS 16 and usual seasonality

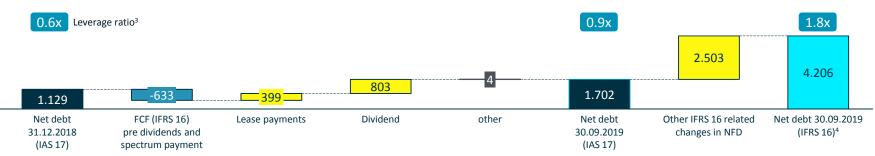
Evolution of Free Cash Flow (FCF)¹ YTD September 2019 FCF (in EURm) Working capital movements & adjustments: EUR -210m 362 -782 1.672 C-144 J. 1.311 -47 -399 633 234 OIBDA **IFRS 16 effects** OIBDA CapEx² CapEx payables² Prepayments Restructuring Other working Other FCF¹ (IFRS 16) Lease normalised FCF (IAS 17) (IFRS 16) (IAS 17) ex spectrum capital pre dividends payments movements & spectrum payments

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

Evolution of Net Debt³ – Leverage³ in line with target

Net Debt (in EURm)





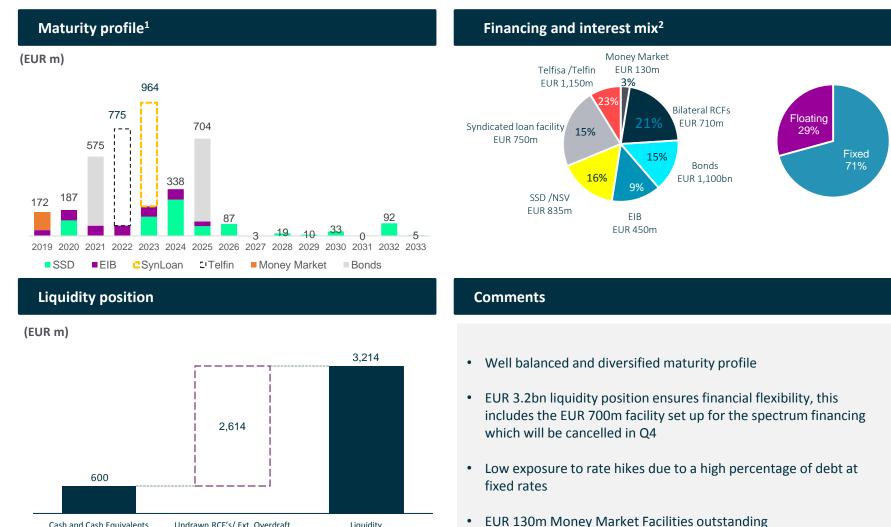
¹ FCF pre dividend & spectrum payments is defined as the sum of cash flow from operating activities & cash flow from investing activities

² Excluding additions from capitalised 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

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

Smooth maturity profile and diversified financing mix per 30 September 2019



Cash and Cash Equivalents

Undrawn RCF's/ Ext. Overdraft

Liquidity

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Attractive shareholder remuneration policy

Shareholder remuneration policy – Main guidelines¹

Maintain high pay-out in relation to FCF

Consider expected future cash flows in dividend proposals

Review of the self-defined leverage target² to reflect implementation of IFRS 16³ and utilise full financial flexibility with regards to the upcoming 5G investments, whilst maintaining Fitch BBB rating



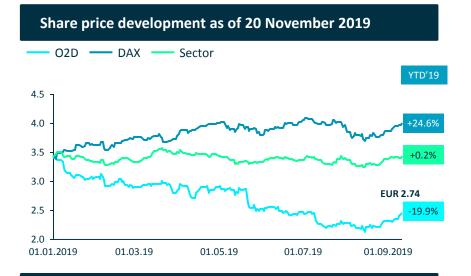






¹ Refer to the Telefónica Deutschland website for full dividend policy (<u>https://www.telefonica.de/investor-relations-en/share/dividend.html</u>) ² At or below 1.0x ³ As of 1 January 2019

O2D factsheet



Shareholder structure¹

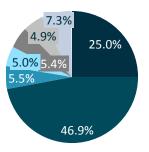
Freefloat

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 30.09.2019)	EUR 7,608.9 m				
Share price (as of 30.09.2019)	EUR 2.558				

Regional split of shareholder structure









¹ 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

The team: Telefónica Deutschland board members



Markus Haas Chief Executive Officer



Chief Financial Officer



Wolfgang Metze Chief Consumer Officer



AlfONS LOSINg Chief Partner & Business Officer



Mallik Rao Chief Technology & Information Officer



Valentina Daiber Chief Officer Legal & Corporate Affairs



Nicole Gerhardt Chief Human Resources Officer



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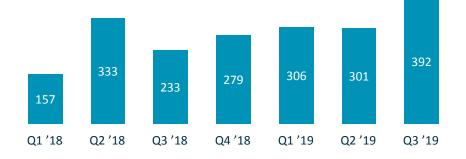


Appendix - KPIs

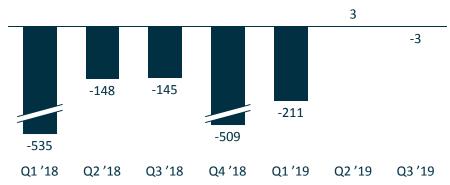


Mobile KPIs

Postpay net adds ('000)



Prepay net adds ('000)



Mobile customer base ('000)



LTE customer base (in m)



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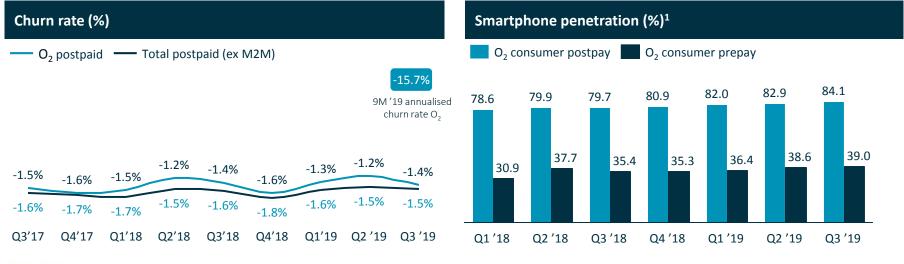
Mobile KPIs

Postpay ARPU (EUR)



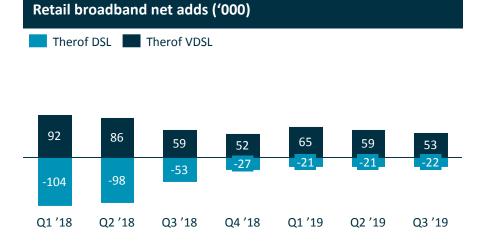
Prepay ARPU (EUR)





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Fixed line KPIs

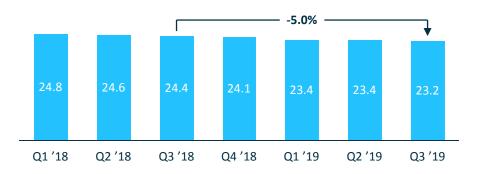


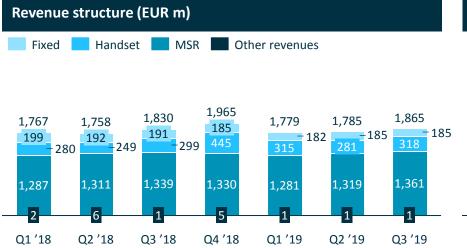
Fixed accesses ('000)

Retail DSL _____ thereof VDSL



Fixed retail ARPU (EUR)





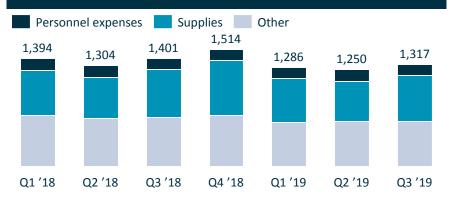
OIBDA (post GF, pre exceptional effects / EUR m)¹



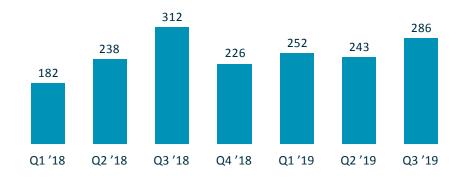
OpEx split² (EUR m)

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CapEx³ (EUR m)



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

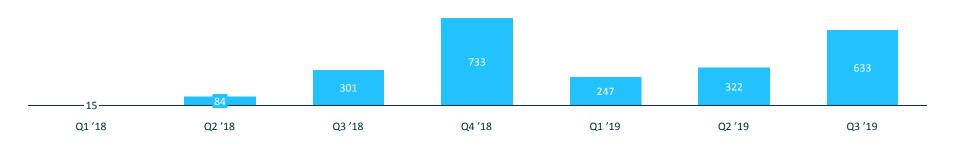
³ Excluding additions from capitalised right-of-use assets (as of 1 January 2019) respective excluding additions from capitalised finance leases (till 31 December 2018)

Financials



Free cash flow³ (YTD)







¹ Under IAS 17 accounting standard

² 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

Financiala	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%	1 3 .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	Q 4	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

² Excluding additions from capitalised right-of-use assets (as of 1 January 2019) respective excluding additions from capitalised finance leases (till 31 December 2018)

