

An aerial night view of a city, likely London, showing a dense grid of buildings and streets illuminated by streetlights and building lights. The perspective is from a high angle, looking down on the city.

Telefónica Deutschland to acquire E-Plus

Press call, 23rd July

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Telefonica

Company name

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Forming of a sustainable and leading digital telco

Outreach

- 43 million customers
- 31.6 % mobile customer market share on revenues



Financial power

- €8.3 billion combined revenue
- €5 – 5.5 billion synergies

Innovative spirit

- Disruptive offers
- High-speed fixed and mobile networks
- Telefónica Digital

Sustainability

- Long experience in communications
- Responsible employer

All stakeholders will benefit from the new powerful telco

Customers

- Attractive data offers for fixed and mobile
- Benefits of two combined networks
- Well established brands for all segments
- Large distribution network



Shareholders

- Stronger competitive position on increased scale in the market
- Enhanced growth profile, margins and cash flow generation

Europe and Germany

- Reinforcement of scale and importance of European telecoms industry
- Foster technological progress
- Growth engine in the heart of Europe to regain economic competitiveness as a region



Transaction summary

Key terms

Recommended transaction

Key dates

Two step transaction structure

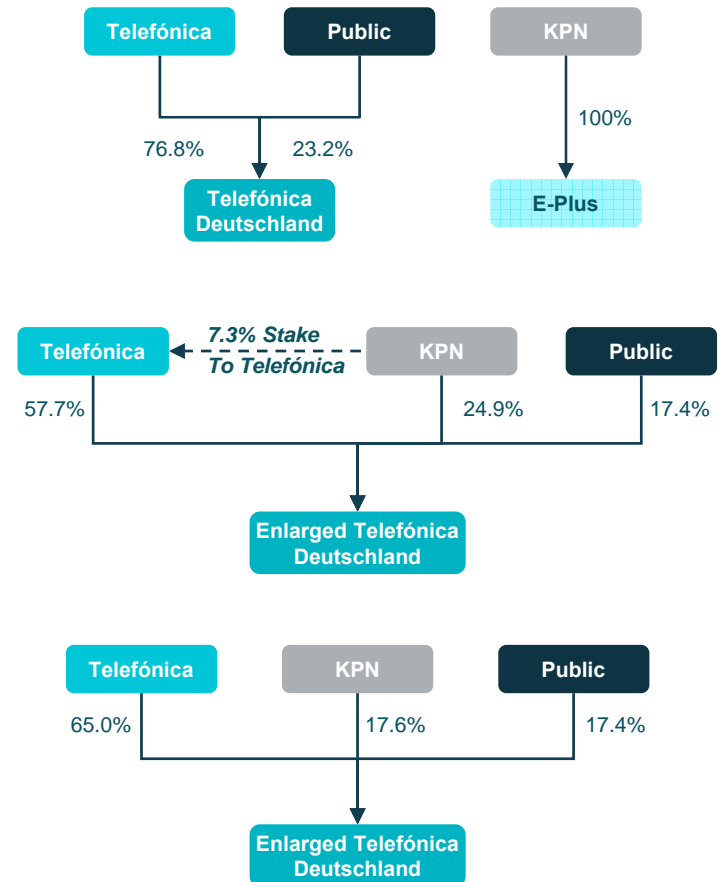
- 1 Acquisition of E-Plus by Telefónica Deutschland for a combination of cash and a stake in the enlarged Telefónica Deutschland
 - €3.70bn of cash
 - 24.9% stake in enlarged Telefónica Deutschland (after capital increase)
 - 2 Telefónica subsequently to acquire a 7.3% stake from KPN for €1.30bn in order to maintain a 65% ownership in the enlarged Telefónica Deutschland
- Transaction to unlock significant value, with synergies of €5.0–5.5bn NPV
 - Total consideration of €5bn in cash and a 17.6% stake in the enlarged Telefónica Deutschland
 - Recommended transaction approved by Telefónica's Board of Directors and Telefónica Deutschland's Supervisory Board
 - Transaction has support from KPN's Board of Management, and from KPN's Supervisory Board
 - KPN shareholders' approval required at KPN's General Meeting in H2 2013
 - Telefónica Deutschland shareholders' approval required at Telefónica Deutschland's General Meeting in H2 2013
 - Transaction expected to close in mid 2014, following clearance from relevant authorities

Transaction structure

Transaction summary

Two step structure

- 1 Acquisition of E-Plus by Telefónica Deutschland for a combination of cash and a stake in the enlarged Telefónica Deutschland
 - €3.70bn of cash, financed through a rights issue fully underwritten by Telefónica and a group of banks
 - 24.9% stake in enlarged Telefónica Deutschland (after capital increase)
- 2 Telefónica subsequently to acquire a 7.3% stake of the enlarged Telefónica Deutschland from KPN for €1.30bn, post-transaction, in order to maintain a 65% ownership in the enlarged Telefónica Deutschland
 - Total consideration of €5bn in cash and a 17.6% stake



Transaction rationale

1

Creation of a Leading Digital Telco

- A leading player with a combined customer base of 43m, 42% in postpaid
- Strong scale benefits with combined mobile revenue market share of 32%
- Driving mobile market growth in Germany since 2010:
 - +2.2pp in postpaid customer share
 - +5.8pp in prepaid customer share
- Strong capabilities for mobile data

2

Value crystallization through significant synergies

€5.0–5.5bn

- NPV of synergies of €5.0–5.5bn, net of integration costs
 - Net savings from year 2
 - Annual run-rate synergies of aprox. €800m; 75% of run-rate synergies by year 4
- Incremental value from additional revenues, financial and tax synergies
- Highly experienced management team with a proven track record of integration

3

Enhanced Profitability & FCF in Germany

- Improved profitability and enhanced cash flow generation
- Stronger competitive position from increased scale

Source: Company data, broker research

Transaction rationale (cont'd)

4

Creating a superior customer experience

- Customers to benefit from the best high speed mobile and fixed experience from a single LTE network and access to future-proof DT NGA network
- Strong multi-brand portfolio across segments
- Offering ICT / cloud solutions for business customers
- Best distribution channel and outstanding customer service
- Ready for convergence through cross-selling / up-selling opportunities
- Leveraging Telefónica's global capabilities: Digital innovation, scale,....

5

Value Creation for Telefónica Deutschland Shareholders

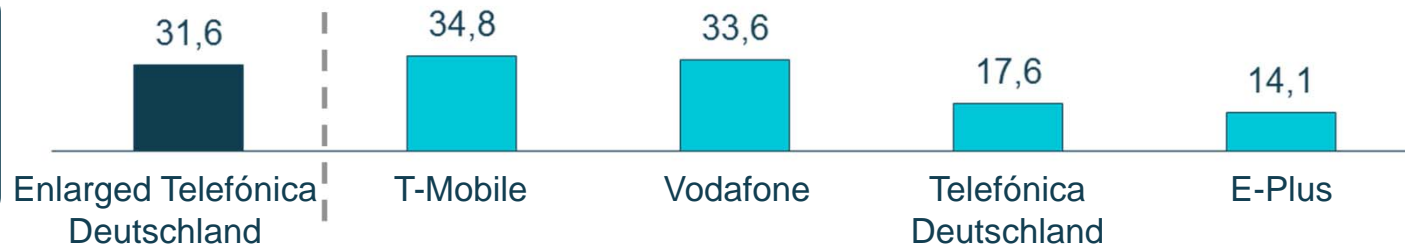
- Unlocks significant value for Telefónica Deutschland shareholders
- Increases financial flexibility (improving leverage) while maintaining an attractive shareholder remuneration
 - Conservative pro forma balance sheet
- EPS and FCF accretive from first year of full operation⁽¹⁾

1. Based on run-rate synergies before integration costs

1 Creation of a Leading Digital Telco

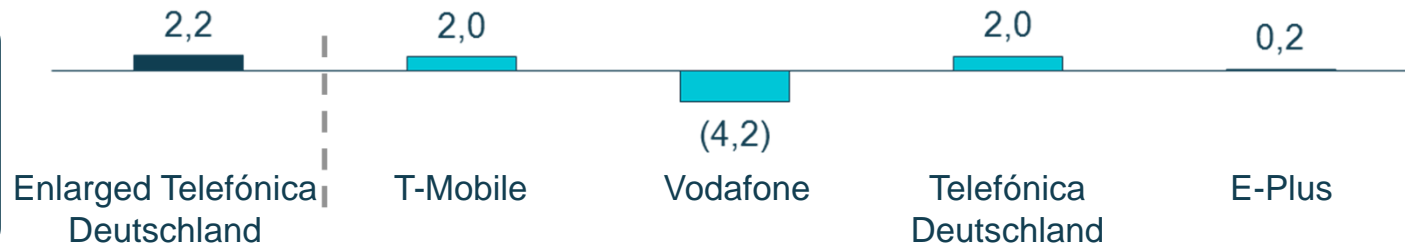
Creation of a leading mobile operator in Germany

Q1 2013 mobile revenue market share (%)



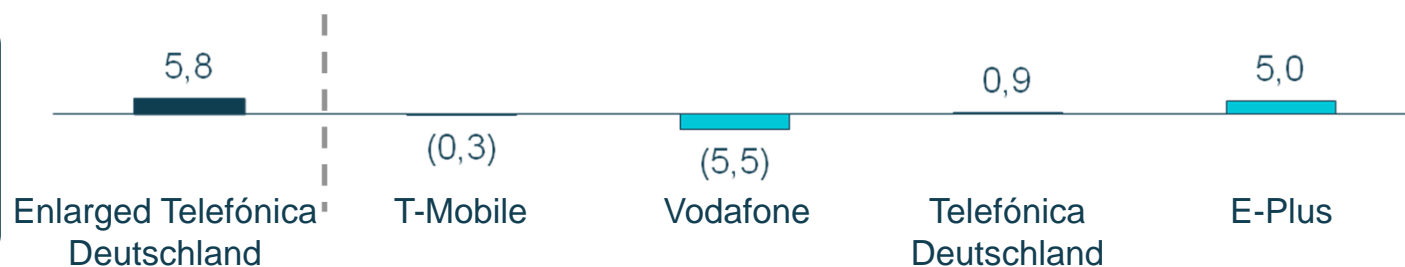
Leading postpaid subscriber growth

2010 – 2012 Postpaid mobile market share growth (pp)



Leading prepaid subscriber growth

2010 – 2012 Prepaid mobile market share growth (pp)



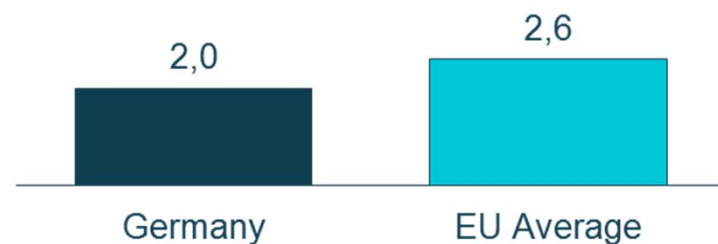
- Combining Telefónica Deutschland's and E-Plus's track records of growth with Telefónica Deutschland's capacity for MBB

Source: Company data, broker research

1 Highly attractive mobile market

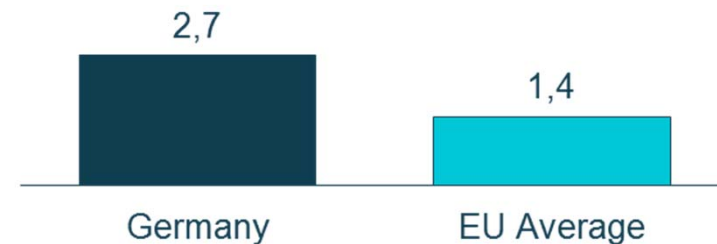
Relatively low churn

Monthly Churn, 2012 (%)



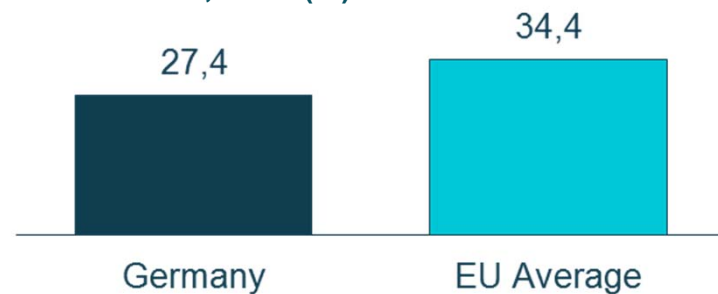
Strong subscriber base growth

2013E YoY Growth (%)



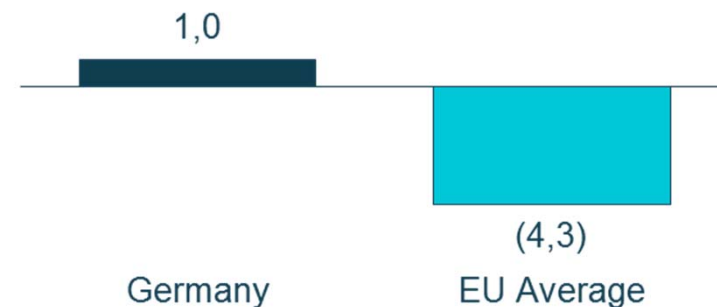
Smartphone penetration upside

Smartphone connections as % of mobile connections, 2012 (%)



EBITDA growth

2009 – 2013E CAGR (%)



Source: WCIS, broker research

2 Identified and realisable synergies of €5.0 – 5.5bn NPV

Distribution and customer service

- Rationalisation of distribution network
- Increased efficiency in customer service costs leveraging best practices and scale
- Channel management and overheads

Network

- Focused rollout on one common nationwide LTE network and improved quality from 3G network consolidation
- Backbone, backhaul and core network consolidation, with reduced OpEx from network integration (rentals, power, maintenance, transport costs, overheads)
- Site consolidation and rationalisation
- Increased efficiency by leveraging scalable transmission agreement with Deutsche Telekom

SG&A

- Reduced SG&A expenses
- Processes rationalisation
- Continued focus on becoming a more lean and agile organization

Revenue and other

- Exploit SME opportunity from a broader and higher quality platform
- Improved customer satisfaction
- High speed fixed broadband cross-selling opportunity across an enlarged customer base

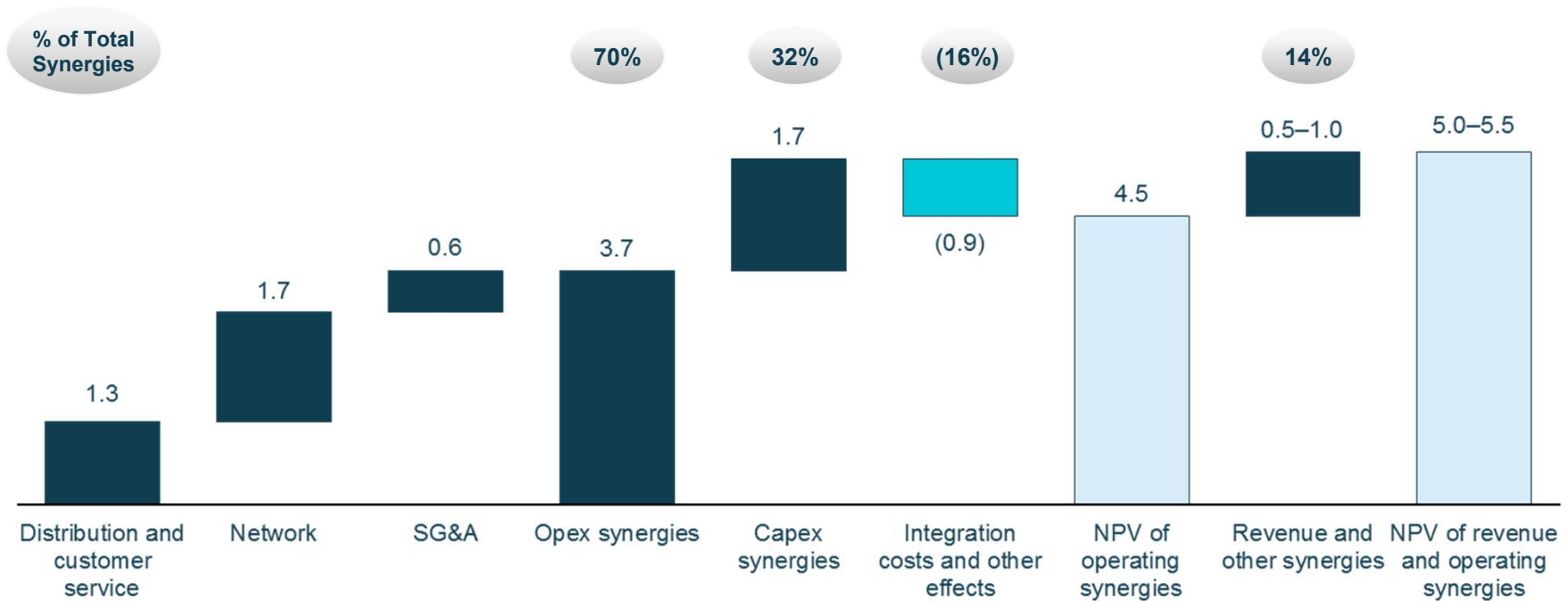
Operating synergies of €4.5bn NPV



Revenue and other synergies of €0.5-1.0bn NPV

2 Synergies value of €5.0 – 5.5bn NPV

in EUR billion

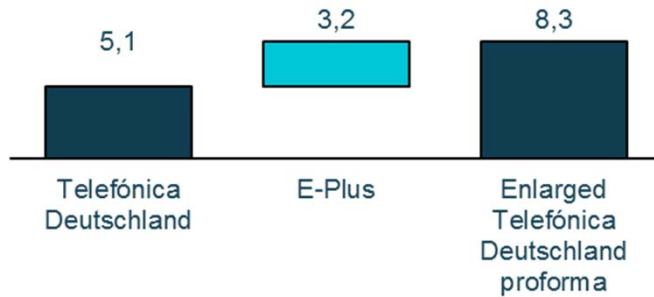


- NPV of €5.0-5.5bn
 - Net savings from year 2
 - Run-rate synergies approx. €800m from year 5; 75% of run-rate synergies by year 4
- Incremental value from additional revenues, financial and tax synergies

3 Stronger competitive position from increased scale in Germany Based on consensus forecasts

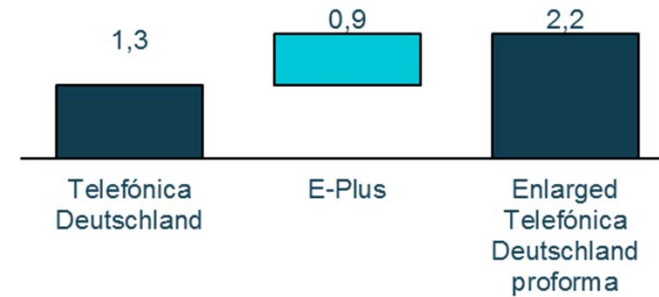
2013 Revenue

In EUR billion



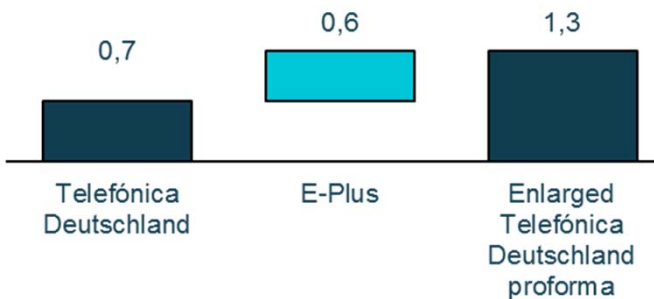
2013 OIBDA

In EUR billion



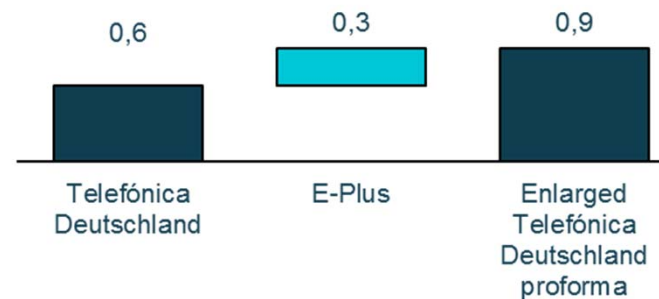
2013 Capex

In EUR billion



2013 OpFCF¹

In EUR billion

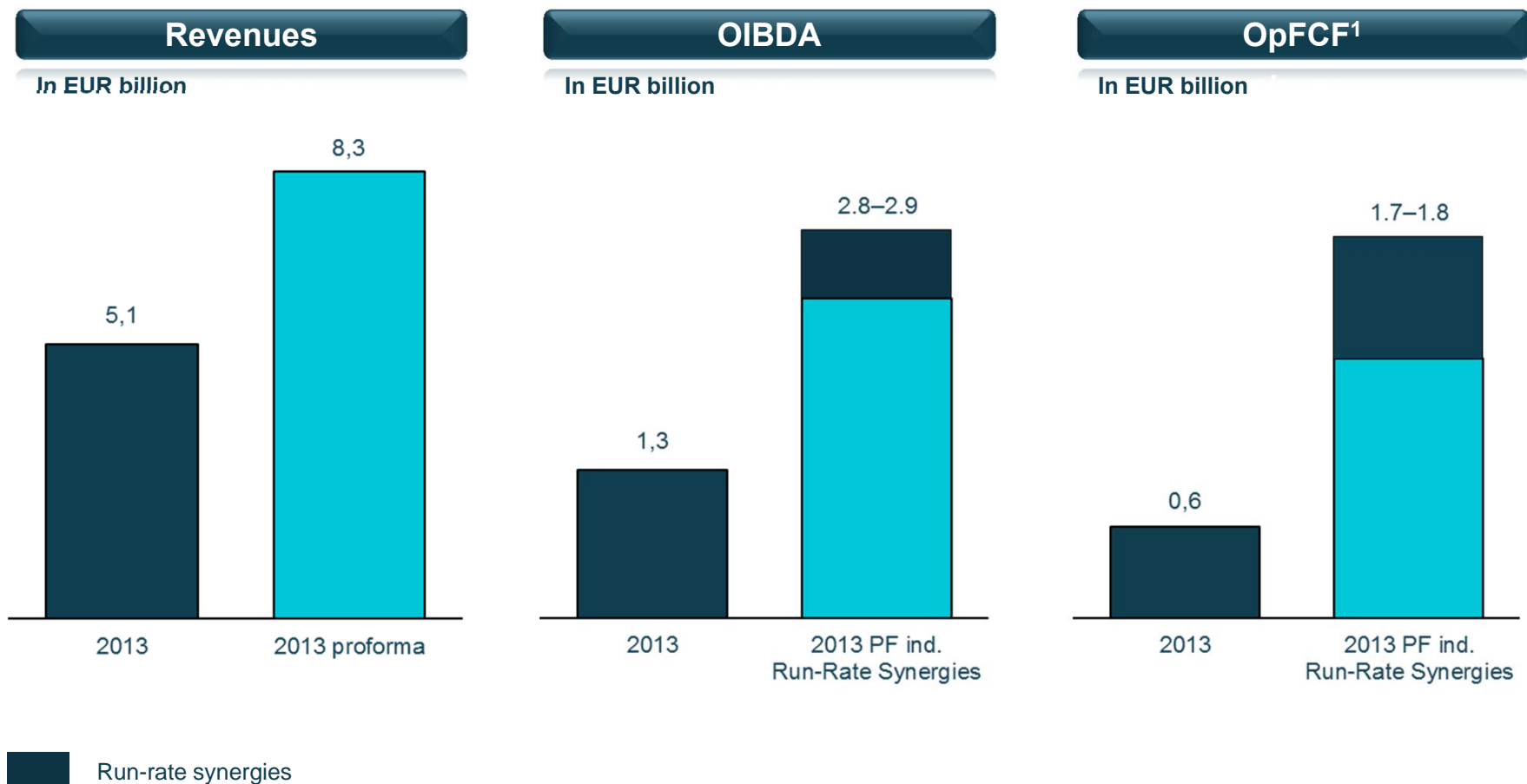


Source: Broker consensus. Not adjusted for accounting differences, pre-synergies

¹ Defined as OIBDA-Capex

3 Enhanced profitability and cash flow generation in Germany

Pro forma financial impact on Telefónica Deutschland, based on consensus forecasts



EPS and FCF accretive from first year of full operation⁽²⁾

Source: Broker consensus, not adjusted for differences in accounting policies

¹ Defined as OIBDA-Capex

² Based on run-rate synergies before integration costs

4

Creating superior customer experience

Single LTE network to deliver the best mobile broadband experience

- Strong commitment to invest in the German market
- Spectrum and network capacity to cope with growing data volumes
- Access to fibre backhaul
- Environmental benefits through reduction of sites
- Improved situation in the business sector
- Improved network quality for E-Plus subscribers through access to Telefónica Deutschland's state-of-the-art network

Best distribution channel

- Over 1,800 points of sale to serve our customers directly
- Outstanding customer service to provide the best digital experience

Multi-brand & innovative commercial offer

- Combination of the most creative players in the market
- Tariff innovation, voice & mobile data bundling
- Multi-brand strategy to better serve different customer needs
- Innovative propositions to offer ICT / cloud solutions for business customers

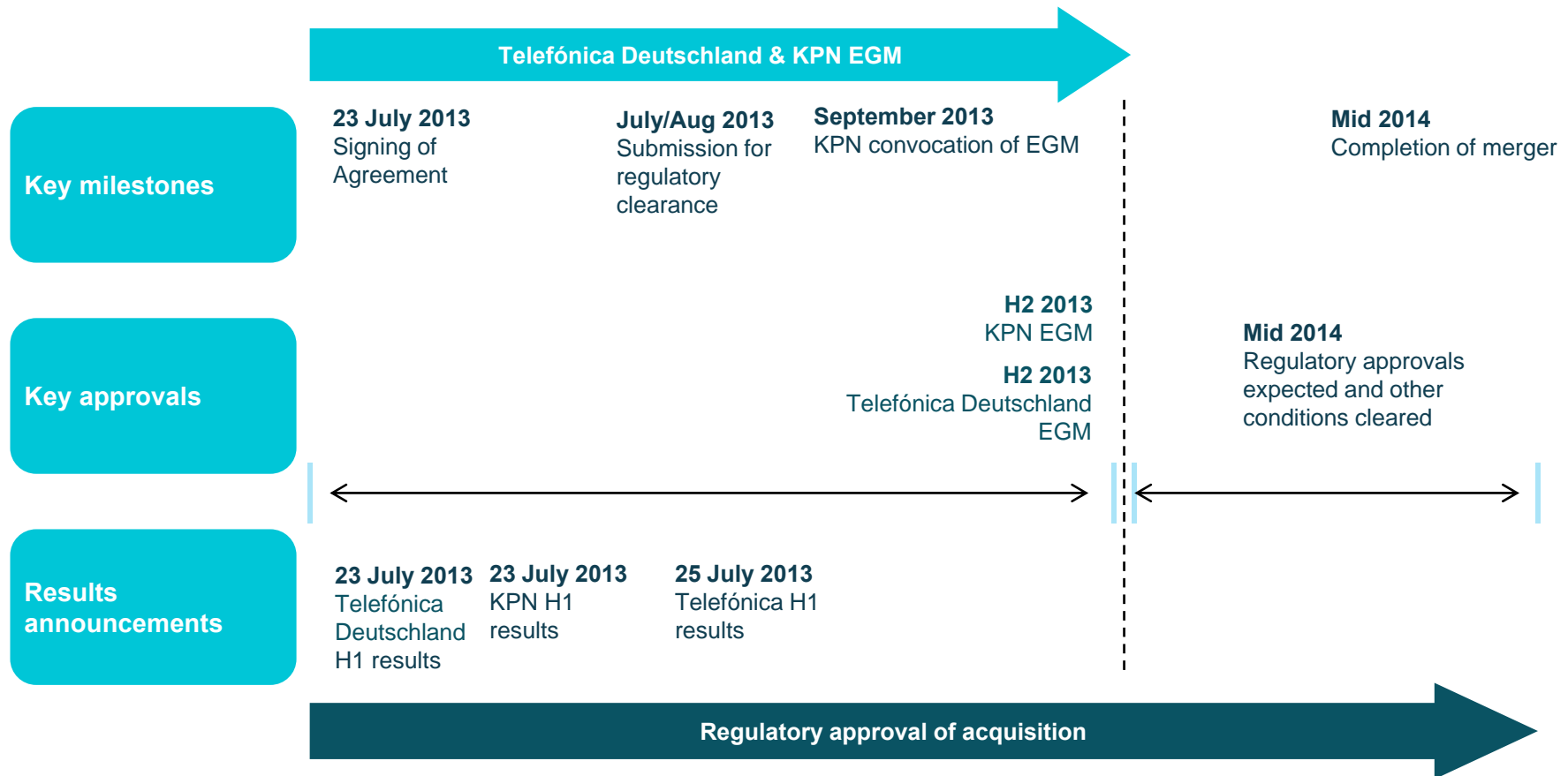
Additional opportunity from convergence strategy

- Increased up-selling and cross-selling potential extended to E-Plus customer base
- Significant tangible benefits such as churn reduction

Leveraging Telefónica's global capabilities

- Benefits from leveraging Telefónica's best practices
- Innovation through Telefónica Digital
- Global capacity: Data centers, scale benefits and shared services

Expected transaction timetable



Closing remarks

- A natural strategic move for Telefónica Deutschland to create a Leading Digital Telco with focus on mobile data and LTE enhancement
- Significant value creation through €5.0 – 5.5bn NPV synergies crystallization
- Germany is the largest mobile market in Europe and is the most advanced in data monetisation
- Substantial value creation for Telefónica and Telefónica Deutschland shareholders
 - Investing in future growth while improving financial flexibility
 - Enhancing cash flow generation profile
 - Accretive for Telefónica and Telefónica Deutschland EPS and FCF from year 1

02

January – June 2013

Operating & Financial performance



Overview of key financials

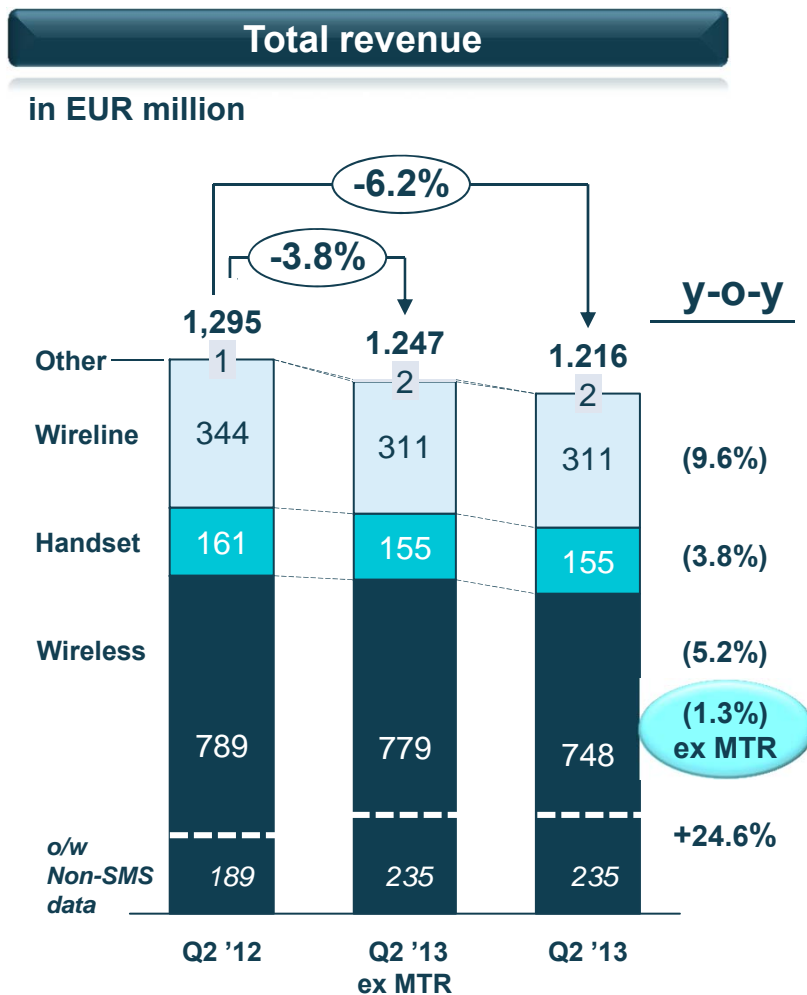
Top line pressures compensated by more efficient usage of resources

<i>In EUR million</i>	January - June			April - June		
	2013	2012	% y-o-y Δ	2013	2012	% y-o-y Δ
Revenues	2,445	2,554	(4.2)	1,216	1,295	(6.2)
OIBDA	572	597	(4.1)	294	317	(7.2)
<i>OIBDA margin</i>	23.4%	23.4%	0.0 p.p.	24.2%	24.5%	(0.3 p.p.)
Group fees	(31)	(32)	(1.5)	(16)	(17)	(8.0)
OIBDA before group fees	603	629	(4.0)	310	334	(7.2)
<i>OIBDA before group fees margin</i>	24.7%	24.6%	0.1 p.p.	25.5%	25.8%	(0.3 p.p.)
Capex	296	271	9.4	151	138	9.5
Free Cash Flow¹⁾ pre dividends from continuing operations	345	152	n.m.	239	64	n.m.

¹⁾ Free Cash flow pre dividends defined as OpCF minus working capital minus interest payments and taxes minus other changes. In 2013 no discontinued operations did exist.

Revenue performance

Ongoing trends from the transition to a data-centric environment



- **Wireless service revenue** driven by postpaid dynamics
 - Non-SMS data revenue acceleration
 - Lower y-o-y trading performance
 - Higher y-o-y tariff renewals in the base

- **Handset sales** reflecting y-o-y phasing in device launches
 - Encouraging trends from LTE-enabled devices

- **Wireline revenues** sustaining recent trends
 - Lower retail DSL customer base
 - Declining voice transit business

Trading performance in Q2 2013

Consistent approach to a complex market, driving smartphone penetration

Postpaid churn rate



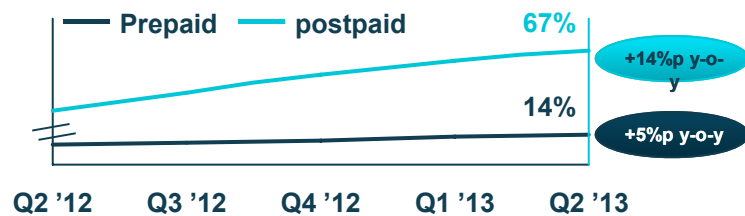
Total access base

in k#

	Q2 '13	Q1 '13	y-o-y
Total	25,159	25,343	+0.7%
Postpaid	9,718	10,261	+5.6%
Prepaid	9,116	9,151	+0.4%
Fixed, Broadband & IPTV	6,325	5,932	(6.2%)

Smartphone penetration

in % of O₂ Postpaid & Prepaid Customer Base



60k postpaid net additions

- Market focus on retention and customer base
- Better customer mix from O₂ Blue All-in push
- Successful management of tariff migrations

27k prepaid net additions

- Strong performance from secondary brands
- Adoption of new prepaid smartphone tariffs

Improved smartphone penetration

- More affordable handsets & digital behaviour
- Prepaid opportunity driven by new tariff offers

Stable retail DSL net disconnections (-40k)

- Continuous uptake of VDSL gross additions (28% of gross adds in VDSL available regions take speed option)

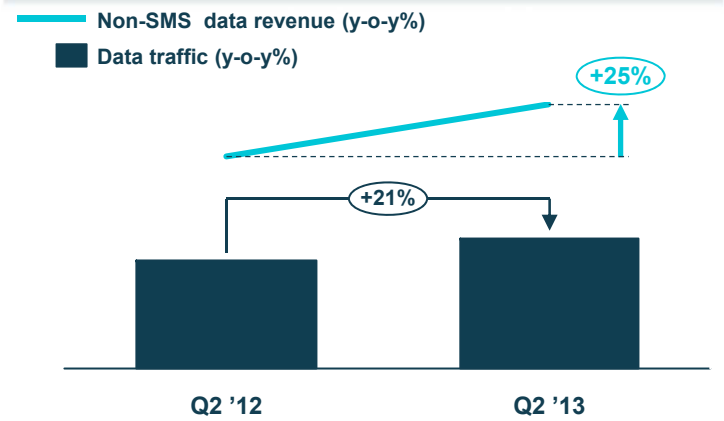
Continuous improvement of mobile data monetisation

Focus on execution based on a clear set of priorities

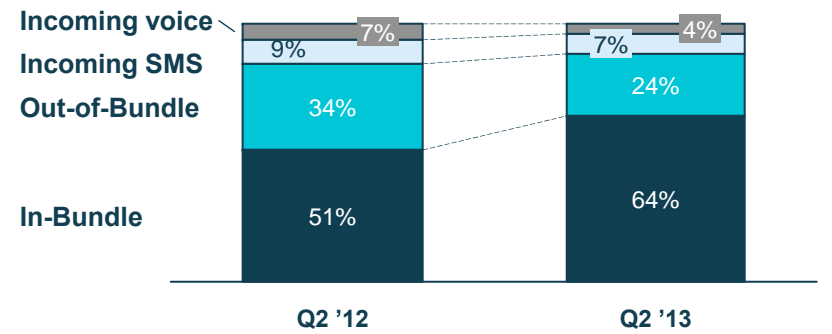
Key levers for data monetisation

- 1 Drive data & smartphone penetration for new & existing customers
- 2 Fit demand of customer base to volume & speed portfolio
- 3 Data upselling / foster LTE adoption

Traffic vs Revenues



Revenue structure of WSR ¹



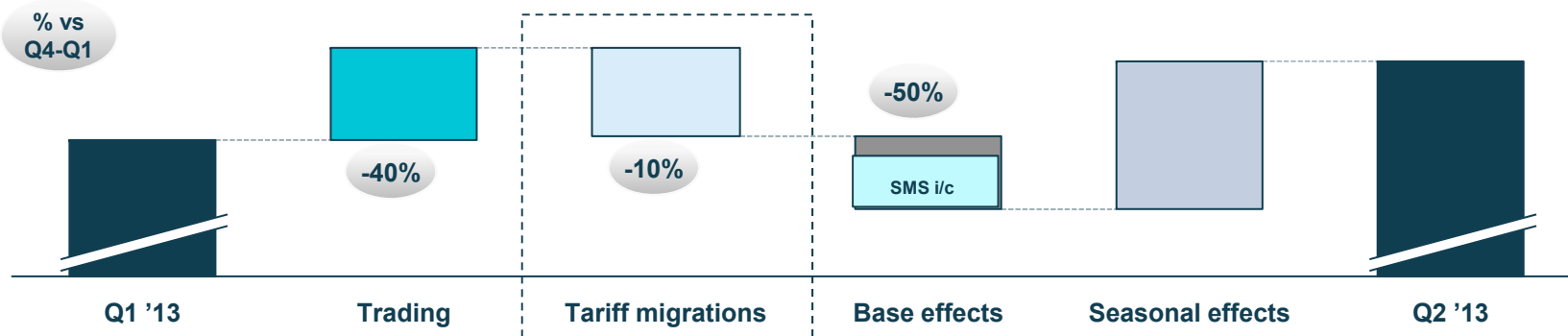
¹ Within O₂ corebrand postpaid segment

Continued dynamics in O₂ massmarket postpaid

Tangible results from base management leveraging O₂ Blue All-in

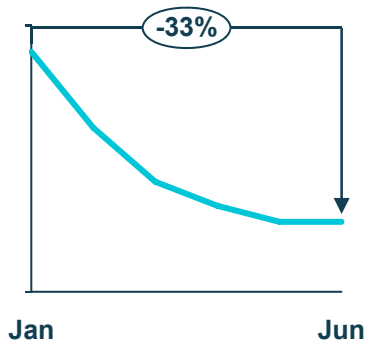
Main drivers for wireless service revenues

Q-o-Q absolute performance ex MTRs

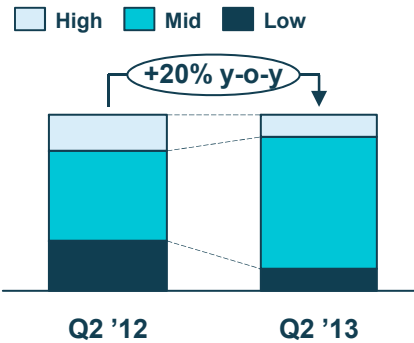


Customer base management

ARPU dilution (€)

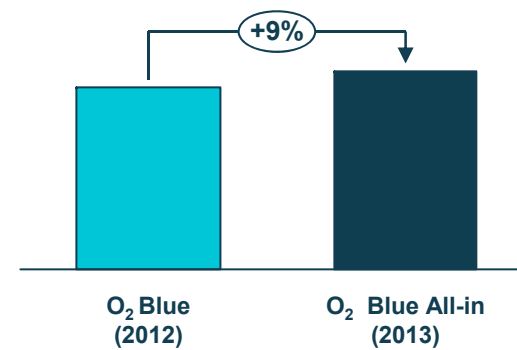


Tariff renewals (#)



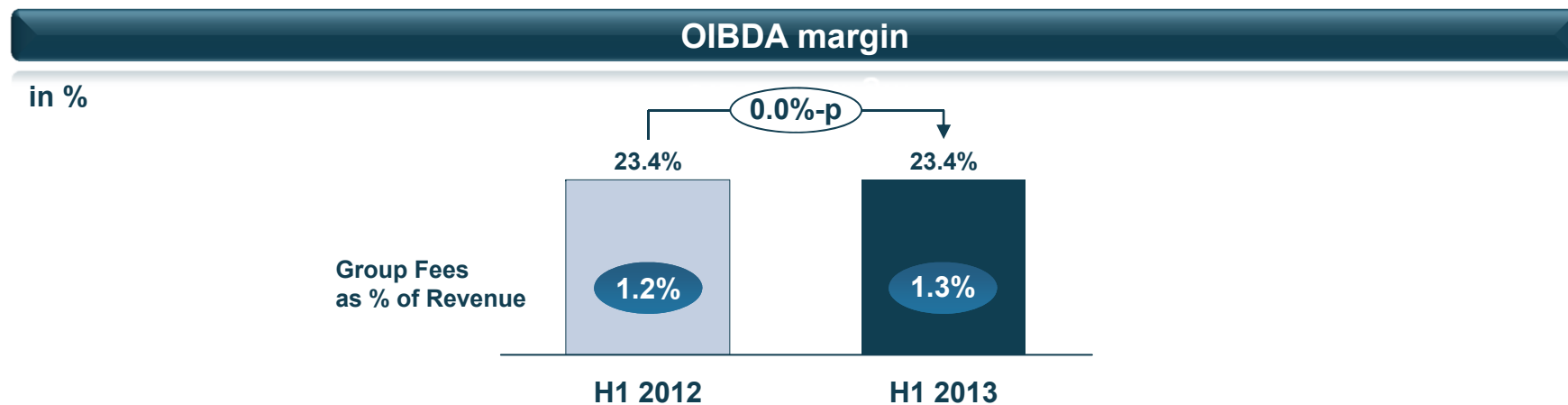
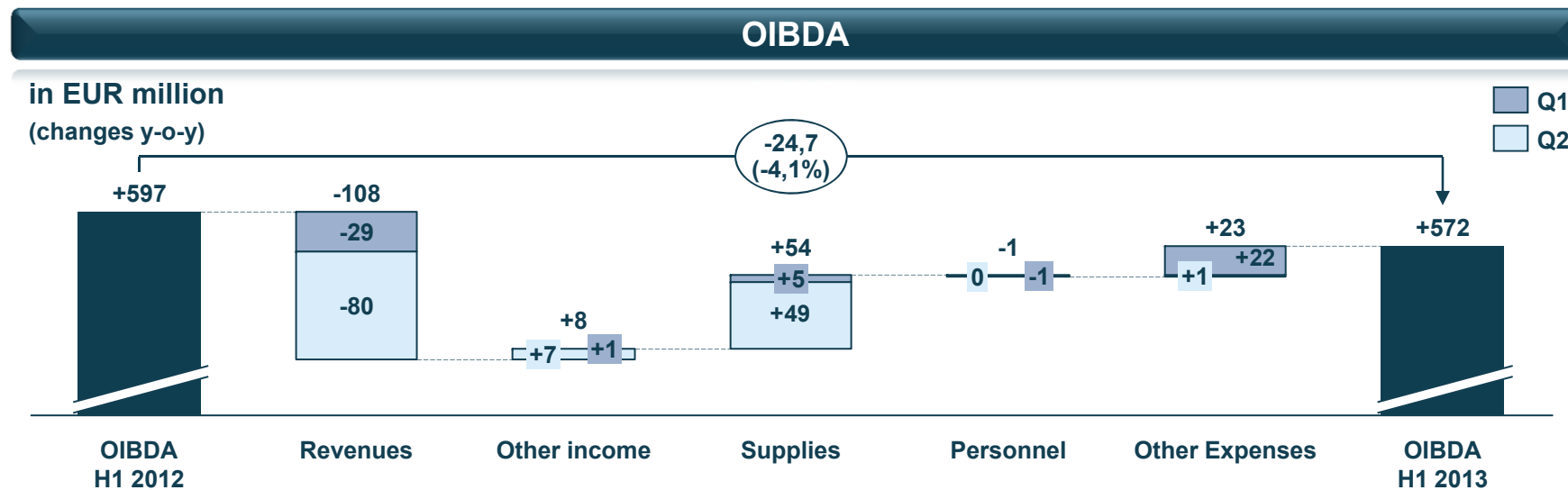
Up-selling opportunities

Weighted ARPU from portfolio mix



Stable y-o-y OIBDA performance

Revenues downside partly offset by cost savings



Telefonica

Deutschland