



Telefónica Deutschland Q1 2015 preliminary results

5 May, 2015

Disclaimer

This document contains statements that constitute forward-looking statements and expectations about Telefónica Deutschland Holding AG (in the following "the Company" or "Telefónica Deutschland") that reflect the current views and assumptions of Telefónica Deutschland's management with respect to future events, including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations which may refer, among others, to the intent, belief or current prospects of the customer base, estimates regarding, among others, future growth in the different business lines and the global business, market share, financial results and other aspects of the activity and situation relating to the Company. Forward-looking statements are based on current plans, estimates and projections. The forward-looking statements in this document can be identified, in some instances, by the use of words such as "expects", "anticipates", "intends", "believes", and similar language or the negative thereof or by forward-looking nature of discussions of strategy, plans or intentions. Such forward-looking statements, by their nature, are not guarantees of future performance and are subject to risks and uncertainties, most of which are difficult to predict and generally beyond Telefónica Deutschland's control, and other important factors that could cause actual developments or results to materially differ from those expressed in or implied by the Company's forward-looking statements. These risks and uncertainties include those discussed or identified in fuller disclosure documents filed by Telefónica Deutschland with the relevant Securities Markets Regulators, and in particular, with the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht - BaFin). The Company offers no assurance that its expectations or targets will be achieved.

Analysts and investors, and any other person or entity that may need to take decisions, or prepare or release opinions about the shares / securities issued by the Company, are cautioned not to place undue reliance on those forward-looking statements, which speak only as of the date of this document. Past performance cannot be relied upon as a guide to future performance.

Except as required by applicable law, Telefónica Deutschland undertakes no obligation to revise these forward-looking statements to reflect events and circumstances after the date of this presentation, including, without limitation, changes in Telefónica Deutschland's business or strategy or to reflect the occurrence of unanticipated events.

The financial information and opinions contained in this document are unaudited and are subject to change without notice.

This document contains summarized information or information that has not been audited. In this sense, this information is subject to, and must be read in conjunction with, all other publicly available information, including if it is necessary, any fuller disclosure document published by Telefónica Deutschland.

None of the Company, its subsidiaries or affiliates or by any of its officers, directors, employees, advisors, representatives or agents shall be liable whatsoever for any loss however arising, directly or indirectly, from any use of this document its content or otherwise arising in connection with this document.

This document or any of the information contained herein do not constitute, form part of or shall be construed as an offer or invitation to purchase, subscribe, sale or exchange, nor a request for an offer of purchase, subscription, sale or exchange of shares / securities of the Company, or any advice or recommendation with respect to such shares / securities. This document or a part of it shall not form the basis of or relied upon in connection with any contract or commitment whatsoever.

These written materials are especially not an offer of securities for sale or a solicitation of an offer to purchase securities in the United States, Canada, Australia, South Africa and Japan. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption there from. No money, securities or other consideration from any person inside the United States is being solicited and, if sent in response to the information contained in these written materials, will not be accepted.



Q1 2015: On track to deliver on our full year commitments

Total revenues +2.9% y-o-y¹ €1,901m MSR +1.5% y-o-y¹ €1,354m

OIBDA² +5.7% y-o-y¹ €378m

Strong operational and financial performance driven by data monetisation - Financial outlook confirmed -

Network enhancements and new propositions - Provide tangible customer benefits -

Delivery on key integration milestones
- Synergy target confirmed -



Indicative like-for-like year-on-year comparison based on approximate combined figures for 2014 resulting from the aggregation and consolidation of Telefonica Deutschland and E-Plus Group financials according to Telefonica Deutschland Group accounting policies.

² Excluding a EUR 17 million extraordinary effect from a capital gain related to the sale of yourfone GmbH in the first quarter of 2015

Driving data monetisation in a more profitable environment

Q1 product initiatives

- New O₂ Blue tariff portfolio including LTE and EU Roaming
- Customer-friendly data automatic upselling
- LTE access opened to the whole O₂ postpaid base
- New video streaming offer for O₂ customers



Enhanced go-to-market approach

- Stronger commercial focus on customer base development
- Value-based approach to handset sales
- Expanding cross-selling of products across existing distribution channels



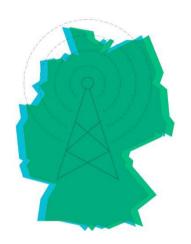






Tangible benefits from National Roaming and further network enhancements

3G National Roaming started in April 2015



- Telefónica Deutschland to offer best 3G network
 experience in Germany by combining strengths of O₂ and E-Plus networks
- Improved coverage to drive mobile data usage





Network deployment plan on track

- Benefits from investing in one LTE network: 50% of 2015 synergy run-rate
- Accelerated value-driven LTE network rollout to approx.
 75% of German population by end Dec. '15
- Voice-over-LTE since April '15
- Golden Grid network consolidation project on track
- Strong spectrum portfolio and backhaul to support network development





Delivering on key integration milestones

Staff reduction and yourfone sale

- Agreement with the Workers' Councils on master redundancy program (1,600 employees until 2018)
- Well-advanced in achieving 50% of staff reduction target already in 2015 tangible run-rate savings from H2'15
- Closing of yourfone sale



Consolidation of distribution network

- Drillisch planning to take 301
 O₂/E-Plus shops in the second half of 2015.
 Negotiations on workforce transfer started
- Securing a significant portion of planned shop footprint reduction (1/3rd by 2018)
- OpEx run-rate savings from H2'15



On track to deliver on synergy target for FY 2015 (approx. €250m run rate)¹



Agenda items for the next months

We are creating the Leading Digital Telco by offering our clients the best network, product and service experience at the best value for money



Continue to leverage monetisation of increasing data consumption

Push forward with LTE network roll-out and ensure rapid integration of both networks

Successfully participate in upcoming spectrum auction

Advance operational excellence and continue simplification strategy

Deliver on commitments for FY2015



A good operational start for the year, confident to deliver the 2015 outlook

Mobile service revenue

Positive 1.5% y-o-y¹ on higher LTE-driven monetisation of mobile data growth

OIBDA²

Strong 5.7% y-o-y² on revenue flow-through plus focus on retention and value-based handset sales

Free cash flow & net debt

Positive Operating Cash Flow³ y-o-y evolution and strong liquidity ahead of near-term outflows

Synergies & Outlook'15

On track to reach 2015 targets with a accelerated impact from synergies in profitability from H2'15

Notes



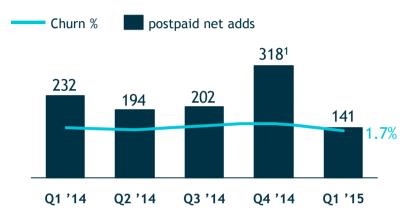
¹ Indicative like-for-like year-on-year comparison based on approximate combined figures of 2014 resulting from the aggregation and consolidation of Telefonica Deutschland and E-Plus Group financials according to Telefonica Deutschland Group accounting policies.

² Excluding the extraordinary effect from a €17m capital gain related with the sale of yourfone GmbH

³ OIBDA-CapEx

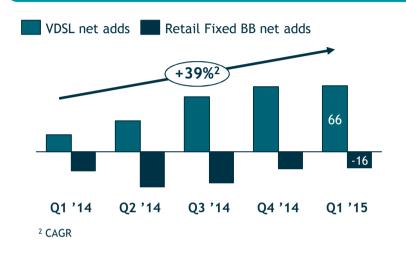
Tangible results from our approach to customer base development and value-based handset sales model

Evolution of postpaid mobile net adds & Churn

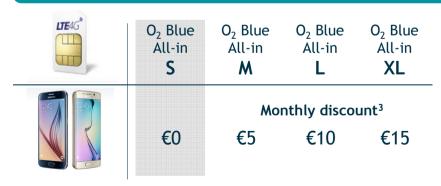


¹ Excluding the impact from postpaid customer base adjustment in the former E-Plus Group (428 thousand) driven by the finalisation of harmonisation of criteria and the disconnection of a partner

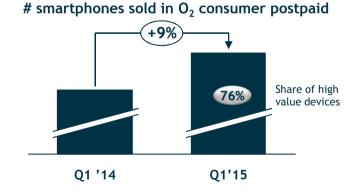
VDSL uptake improving retail fixed base



Value-based handset sales model leading to improved mix



³ As of 21. April 2015





Further monetizing improved customer mix and mobile data usage with data automatic bolt-ons

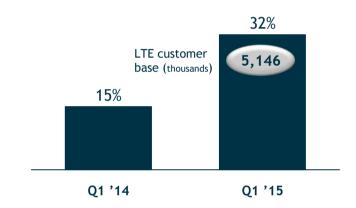
Steady increase of smartphone penetration

In % of O₂ consumer customer base



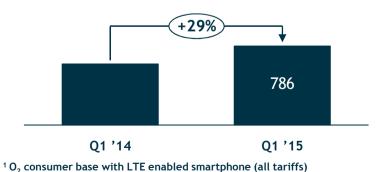
LTE-driven improvement of customer base

Share of Gross Adds with >1GB O2 consumer PO



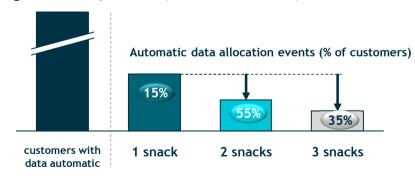
Portfolio design adapted to increased demand

Average data usage¹ (MB)



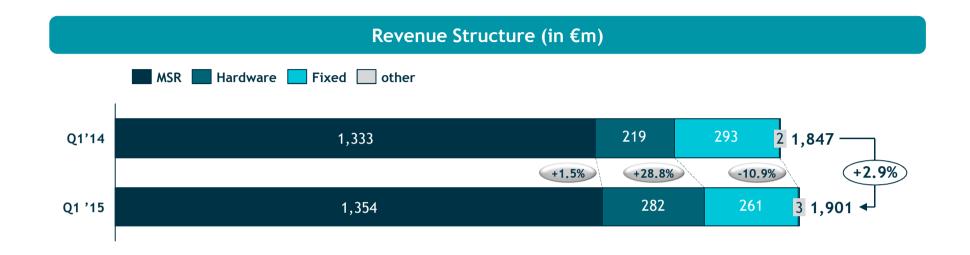
Encouraging results from Data Automatic feature

O₂ Blue All-in portfolio (Feb.& March 2015)





Mobile-centric strategy driving top line performance









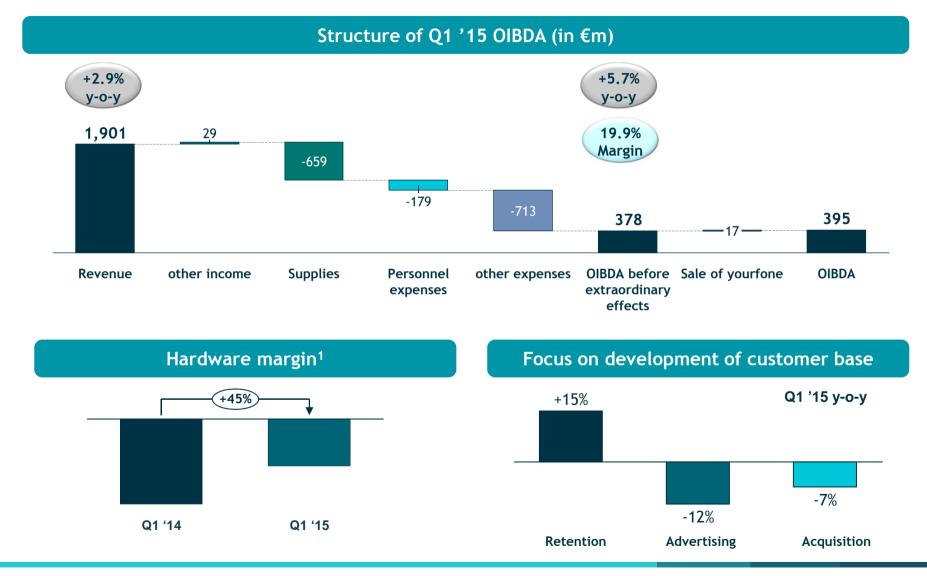




Fixed Revenue y-o-y (in%)

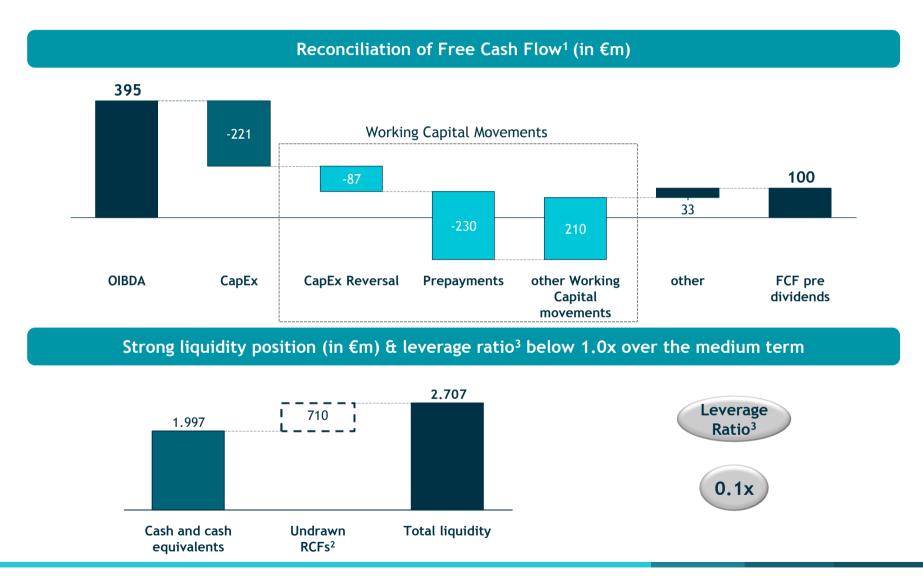


OIBDA in Q1 '15 driven by revenue flow-through and a focused commercial approach



¹ Hardware margin defined as handset revenues less cost of sales

Keeping financial flexibility ahead of significant expected cash outflows in the year



¹ Free cash flow is defined as the sum of cash flow from operating activities and cash flow from investing activities.





² Revolving credit facilities: €100m RCF volume maturing in 2016, €610m maturing in 2017

³ For definition of Leverage Ratio please refer to additional materials of Q1'15 results

Key milestones already achieved in Q1'15 to deliver 30% of total target synergy runrate in 2015¹

Headcount restructuring

of 1,600 FTEs by 2018 (~50% in 2015 from Q2)

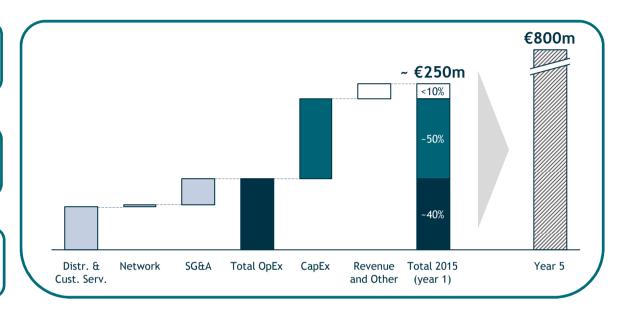
 \checkmark

Shop reduction planned by 1/3rd by year 5

V

Decommission of 14,000 **mobile sites** planned by year 5





	Baseline 2014 (€ m)	Outlook 2015 (y-o-y pct. growth)
MSR	5,528	Broadly stable
OIBDA	1,461	>10%
CapEx	1,161	High single digit pct. decline



Main takeaways

Solid start into 2015: on track to achieve full year guidance

Key integration milestones already achieved in Q1 '15

Monetisation of increased data usage through quality and innovation

Financial flexibility ahead of expected near term cash outflows



Telefónica Deutschland Q1 2015 preliminary results Q&A session

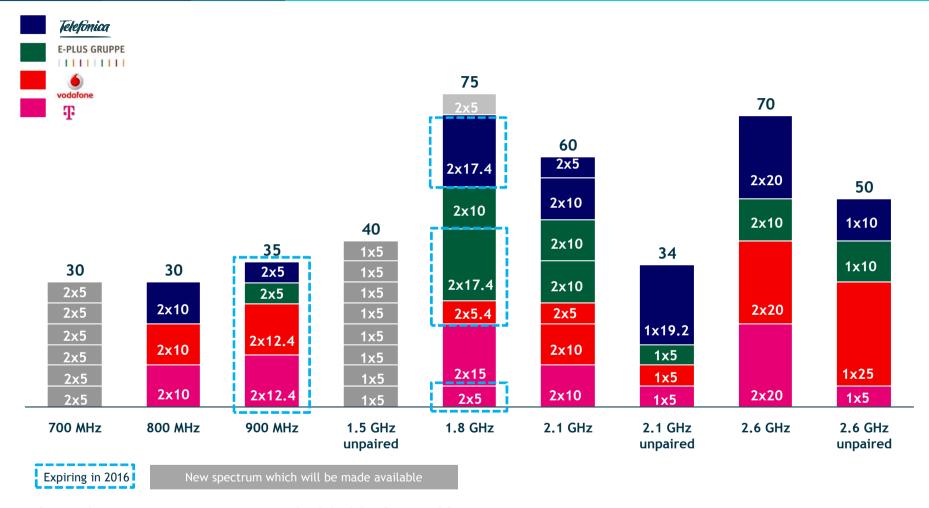




Appendix



Current spectrum landscape in Germany



Start of BNetzA spectrum auction scheduled for 27 May 2015



Quarterly detail of relevant combined financial and operating data for Telefonica Deutschland from Q4 2013

Financials	2013			2014		
(Euros in millions)	Q4	Q1	Q2	Q3	Q4	FY
Revenues	2.022	1.847	1.925	2.002	2.019	7.793
Mobile service revenues	1.391	1.333	1.380	1.424	1.391	5.528
OIBDA post Group fees (1)	462	357	399	350	354	1.461
СарЕх	471	215	224	286	438	1.161
- Company	7/2				430	1,101

Accesses (EoP)	2013	2014					
(in k)	Q4	Q1	Q2	Q3	Q4	FY	
Total Accesses	46.899.093	46.897.309	47.302.730	47.802.754	47.661.550	47.661.550	
o/w mobile	41.133.167	41.168.484	41.622.532	42.200.853	42.124.881	42.124.881	
Prepay	22.876.496	22.679.943	22.939.856	23.316.089	23.350.747	23.350.747	
Postpay	18.256.671	18.488.541	18.682.676	18.884.764	18.774.134	18.774.134	

⁻ Combined figures for 2014 and 2013 are approximate and the result of the aggregation and then consolidation of Telefónica Deutschland and E-Plus Group financials according to Telefónica Deutschland Group accounting policies. The combined figures are further adjusted by material extraordinary effects if any, such as capital gains or restructuring costs based on estimates made by Telefónica Deutschland management and resulting in combined figures we believe are more meaningful as a comparable basis.

⁻ The combined financials are not necessarily indicative of results that would have occurred if the business had been a separate standalone entity during the year presented or of future results of the business. The presentation of the combined consolidated financial information is based on certain assumptions and is intended for illustrative purposes only. The combined information describes a hypothetical situation and thus, due to its nature, the presentation does not reflect the actual results of operations. The assumed acquisition date had been the beginning of the annual period.



Telefonica Deutschland