

Frequently Asked Questions (FAQ) about registration and participation

Who has the right to participate?

The Annual General Meeting is the meeting of the shareholders. Those shareholders who have registered in due time, i.e., no later than 10 May 2023, 24:00 hours (CEST), and for whom shares are registered in the share register on the date of the registration deadline, i.e., 10 May 2023, 24:00 hours (CEST), are entitled to participate and exercise their shareholders' rights at the Annual General Meeting. Shareholders may attend in person or be represented by a proxy.

The detailed requirements for participation and the conditions for exercising voting rights can be found in the invitation to the Annual General Meeting.

How can I register as a shareholder for the Annual General Meeting?

Shareholders, who are registered in the share register of the Company no later than on 26 April 2023, 0:00 hours (CEST), will be sent all documents required for the registration to the Annual General Meeting including a registration form that can be used for the registration. This registration form is also available for download at www.telefonica.de/agm. By using this registration form shareholders can register for the Annual General Meeting by letter to Telefónica Deutschland Holding AG, c/o Computershare Operations Center, 80249 Munich, Germany, or by e-mail to anmeldestelle@computershare.de and order personal admission ticket(s) or the admission ticket for a proxy. Shareholders may also register by letter or e-mail to the aforementioned addresses until the last registration day without using the registration form by stating their shareholder number and/or address. Alternatively, the registration can be effected via the password protected **InvestorPortal** at www.telefonica.de/agm. In each case the registration deadline is 10 May 2023, 24:00 hours (CEST).

For using the password protected InvestorPortal at www.telefonica.de/agm an access authorization is required. To shareholders who are registered in the Company's share register no later than 26 April 2023, 0:00 hours (CEST), their individual access data (access ID and access password) will be sent together with the registration documents to the Annual General Meeting. However, for shareholders registered in the share register after this date, the options otherwise available for registration for the Annual General Meeting (to above mentioned postal address or e-mail address) until the registration deadline on 10 May 2023, 24:00 hours (CEST), will be available. The individual access data for the InvestorPortal will be sent to these shareholders after receipt of the registration by the Company.

With how many votes does a shareholder participate in the general meeting?

In principle, each share grants one vote. The number of voting rights to which a shareholder is entitled in the Annual General Meeting is determined by the status of the share register on the day of the Annual General Meeting. For technical reasons, however, on the day of the Annual General Meeting and in the last six days prior to the day of the Annual General Meeting, i.e. from 11 May 2023, 0:00 hours (CEST), up to and including 17 May 2023, 24:00 hours (CEST), no deletions and entries will be made in the share register. Therefore, the registration status of the share register on the day of the Annual General Meeting corresponds to the status at the end of the registration deadline day, 10 May 2023, 24:00 hours (CEST).

Are voting rights transferable?

Shareholders are entitled to vote by proxy, e.g. by an intermediary, a shareholders' association, or by any other person of their choice. Also in the case of a proxy, the shareholder or proxy must ensure registration in due time by the shareholder or proxy in accordance with the provisions set out in the invitation to the Annual General Meeting in the section "Conditions for attending the Annual General Meeting and for exercising voting rights". The grant and revocation of the proxy authorization as well as the evidence of proxy authorization to the Company must be provided in text form (section 126b German Civil Code (BGB)), if neither an intermediary nor a shareholders' association, a voting rights advisor or any other person treated as such in accordance with section 135 para. 8 German Stock Corporation Act (AktG) are authorized to act as proxies.

The proxy can be declared to the person to be authorized or to the Company. A form that can be used to grant proxy will be sent to the shareholders together with the registration documents to the Annual General Meeting. Corresponding forms are also available for download at www.telefonica.de/agm.

The granting of a proxy by declaration to the Company or its revocation and the evidence of proxy authorization to the Company can be sent to the address Telefónica Deutschland Holding AG, c/o Computershare Operations Center, 80249 Munich, Germany, or e-mail address anmeldestelle@computershare.de or be effected by using the InvestorPortal at the Internet address www.telefonica.de/agm.

What does a shareholder do who has registered in time for the Annual General Meeting but has not received an admission ticket?

A shareholder who has registered in time but has not received an admission ticket can still attend the Annual General Meeting. If the admission ticket was issued and merely did not reach the recipient (in time) by mail, the shareholder is included in the registration register. This can be checked at the admission counter on site.

Will shares be blocked if the shareholder registers for the Annual General Meeting?

No, the shares are not blocked. Registration is based on the cut-off date principle, i.e., it is based on whether the shareholder is registered in the share register on the day of the registration deadline, i.e., on 10 May 2023, 24:00 hours (CEST), and has registered in time. A sale after this deadline is possible, but has no effect on the entitlement to participate in the Annual General Meeting.

Can I participate in the Annual General Meeting if I have already sold my shares?

The relevant cut-off date for participation is the end of the registration period for the Annual General Meeting, i.e., 10 May 2023 at 24:00 hours (CEST). A sale of shares after this date does not affect the right to participate.

Can I leave the Annual General Meeting as shareholder temporarily and return later?

The shareholder can leave the Annual General Meeting temporarily via the exit counter. When leaving, however, he must sign out at the exit counter and sign in when re-entering so that the list of participants can be updated accordingly.

Until which day can a shareholder register and order an admission ticket for the Annual General Meeting?

The shareholder may register until the end of the last registration day, i.e., until 10 May 2023, 24:00 hours (CEST) - received - directly at the registration address stated in the convening notice or via the InvestorPortal at the internet address www.telefonica.de/agm, providing his access data.

By what means and until when can a registered shareholder authorize the proxies of the Company?

We offer our shareholders or their proxies the opportunity to authorize the proxies nominated by the Company who are bound to voting instructions to exercise their voting rights. In this case, too, timely registration in accordance with section "Conditions for attending the Annual General Meeting and for exercising voting rights" of the invitation to the Annual General Meeting is required.

A form that can be used for granting a proxy authorization and issuing instructions to the proxies nominated by the Company will be sent to the shareholders together with the registration documents to the general meeting. It is also available for download on the Company's website at www.telefonica.de/agm.

If a shareholder wishes to authorize the proxies nominated by the Company already prior to the Annual General Meeting, the authorizations together with the instructions to the proxies nominated by the Company must be sent by post or e-mail no later than 16 May 2023, 24:00 hours (CEST) (time of receipt) to Telefónica Deutschland Holding AG, c/o Computershare Operations Center, 80249 Munich, Germany, or anmeldestelle@computershare.de. In addition, proxy authorizations and instructions to the proxies nominated by the Company can be issued by using the password protected **InvestorPortal** at www.telefonica.de/agm. This possibility is available until the beginning of the Annual General Meeting on 17 May 2023, 10:00 hours (CEST). During the Annual General Meeting, the proxies nominated by the Company may be authorized at the admission counter of the Annual General Meeting. The same applies in each case to the revocation of the authorization or the amendment of authorizations and instructions already issued.

Where can the relevant documents for the Annual General Meeting be viewed?

All documents, in particular the invitation, are available on the Company's website at www.telefonica.de/agm.

Where can I request confirmation of my votes?

Pursuant to section 129 para. 5 sentence 1 of the German Stock Corporation Act (AktG), the person voting may request confirmation from the Company within one month after the day of the Annual General Meeting as to whether and how his/her vote was counted. Such a request shall be sent by e-mail to ir-deutschland@telefonica.com.

Why am I not receiving a printed copy of the convening notice this year? As part of the implementation of the Second Shareholders' Rights Directive ("SRD II" or in German "ARUG II"), the legislator has also provided for a change regarding the form of convening the Annual General Meetings in section 125 of the German Stock

Corporation Act (AktG). The Company implements the new requirements of the legislator with the chosen form of convening.

Furthermore, the topic of sustainability is of particular importance to Telefónica Deutschland Holding AG. This includes taking responsibility and keeping an eye on the impact on the environment in all business activities. By saving on printouts, the Company is making a contribution to the implementation of the sustainability targets. Similarly, the Company has not produced printed copies of its annual report for several years. All relevant documents are available at www.telefonica.de/agm.

Frequently Asked Questions (FAQ) about the procedure

When and where will the Annual General Meeting 2023 take place?

The Annual General Meeting will take place on 17 May 2023 at Eisbach Studios, Grasbrunner Straße 20, 81677 Munich, Germany. The Annual General Meeting begins at 10:00 hours (CEST), the meeting room opens at 9:30 hours (CEST). Admission to the building will start at 8:30 hours (CEST).

How can I get to the Annual General Meeting and where can I park?

Directions to the Annual General Meeting can be found at www.telefonica.de/agm. Please note that there are no public parking spaces available at the Eisbach Studios. There will be security checks at the entrance to the Annual General Meeting, so please allow sufficient time for your travel to the Annual General Meeting.

- Bus connections to Eisbach Studios:

The best way to reach the Eisbach Studios by public transport is to take the MVV bus 190, stop "Burgauer Straße". Coming from the city centre, you can take the bus from Munich Ostbahnhof Friedenstraße (S-Bahn and U5) or also reach it via Messestadt Ost (U2 and Park + Ride). For more information, see the directions please.

- Shuttle service:

The bus stop of the free shuttle bus is located at the Munich Ostbahnhof, Friedenstraße 19, 81671 Munich, at the level of Burger King. The free bus shuttle departs at the following times: 8:15 hours, 8:30 hours, 8:45 hours, 9:00 hours, 9:15 hours. After the end of the Annual General Meeting, the free shuttle bus will be available for your return journey to Munich Ostbahnhof every 15 minutes. For more information, see the directions please.

Are there security checks at the entrance to the Annual General Meeting?

Yes, there will be security checks prior to admission to the AGM. The checks will be carried out with the help of a gate probe and a luggage scanner. If necessary, hand-probes will be used, and visual checks and bag checks will be carried out. Do not carry any weapons according to § 1 WaffG, any weapon-like objects according to § 42a WaffG or any other dangerous objects.

How long does the Annual General Meeting last?

The duration cannot be predicted and depends, among other things, on the number of questions raised. The Annual General Meeting will start at 10:00 hours (CEST).

Can seats be reserved?

There are no place cards.

What food and drinks will be offered?

A small breakfast and a lunch snack as well as non-alcoholic drinks will be offered.

Important dates

- Last day for receipt of registration: 10 May 2023, 24:00 hours (CEST).
- Annual General Meeting: 17 May 2023, starting at 10:00 hours (CEST).
- The meeting room will be open from 9:30 hours (CEST).
- Admission to the building will start at 8:30 hours (CEST).

Frequently Asked Questions (FAQ) about the agenda

Will Telefónica Deutschland Holding AG pay a dividend in 2023?

The Management Board and Supervisory Board of Telefónica Deutschland Holding AG propose a dividend of EUR 0.18 per share for the financial year 2022 to the Annual General Meeting on 17 May 2023.

When will the dividend be paid in 2023 and who is entitled to the payment?

Subject to the approval of the Annual General Meeting on 17 May 2023, the dividend of EUR 0.18 per share is due for payment on the third business day following the Annual General Meeting, i.e. on 23 May 2023, in accordance with the legal requirements of section 58 para. 4 sentence 2 of the German Stock Corporation Act (AktG). The dividend payment will be made irrespective of whether a shareholder has attended the Annual General Meeting. Relevant for the dividend entitlement is the "ex-dividend" day (18 May 2023). A shareholder who purchases a share on the day before acquires this "cum dividend", i.e. with dividend entitlement. Accordingly, a seller on this day also loses his dividend entitlement when he sells the share. This changes on the ex-dividend day (18 May 2023). From this day on, the share will be traded "ex-dividend", i.e. without dividend entitlement. Accordingly, a seller who sells only on the day after the Annual General Meeting retains his dividend entitlement, the buyer receives no dividend payment on the payment day.

When was the last Annual General Meeting held?

The last Annual General Meeting was held on 19 May 2022 in the form of a virtual Annual General Meeting.

What was the dividend entitlement in 2022?

The dividend in 2022 was EUR 0.18 per share.

Where will any supplementary motions and counter motions received be published?

If admissible motions for additions to the agenda, counter motions or election proposals are received by the company, they will be published on our website at www.telefonica.de/agm, along with potential comments by the administration.

In addition, admissible requests for additions to the agenda are published in the Federal Gazette and distributed throughout Europe and communicated to the shareholders together with the convening of the Annual General Meeting in accordance with section 125 para. 1 sentence 3 of the German Stock Corporation Act (AktG). Furthermore, instructions can be given in the InvestorPortal regarding admissible requests for amendments to the agenda or counter motions or election proposals relevant to voting.

In which language can I declare objections to resolutions of the Annual General Meeting, ask questions or file motions?

In German only.

Is a broadcast of the Annual General Meeting on the internet planned?

No, there are no plans to broadcast the entire Annual General Meeting or individual parts of it (e.g. speech by the Chairman of the Management Board) on the internet.

Are there complete minutes or a complete video or audio recording of the Annual General Meeting?

No, there is not. Neither a verbatim record nor a complete video or audio recording will be made of the proceedings of the Annual General Meeting.