

# Registration - Convenience Translation

for the annual (virtual) general meeting of Telefónica Deutschland Holding AG on 20 May 2021



Shareholder-ID: \_\_\_\_\_ Name / Company: \_\_\_\_\_

Number of shares: \_\_\_\_\_ First name: \_\_\_\_\_

Phone number:\* \_\_\_\_\_ E-mail address:\* \_\_\_\_\_

\* voluntary information

Return to:

Telefónica Deutschland Holding AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Registration deadline (receipt): 13 May 2021, 24:00 hours (CEST)

E-mail: telefonica@better-orange.de

Please complete **only page 1** (registration) or **only page 2** (registration and authorization with instructions to the proxies nominated by the Company) and return the form to us by the registration deadline. Please note the information on page 3.

## 1 Registration

I/We hereby register the shares held by me/us for the general meeting of Telefónica Deutschland Holding AG on 20 May 2021.

**Registration of the registered shareholder(s)**

Please note that registration initially does not involve the exercise of your right to vote. You can use the password protected internet service to do this until immediately before voting begins at the virtual general meeting. If you wish to cast your votes at this time by electronic absentee vote or authorize/instruct the proxies nominated by the Company, you can do so via the password protected internet service. Authorize/instruct the proxies nominated by the Company you can do also on the back of this form.

If more than one shareholder is entered in the share register: We authorize each other – each individually and with the right to delegate this authorization to another party – to exercise the associated rights, in particular the right to vote.

**Registration with authorization, without instructions** (representation by an authorized person)

I/We authorize the person named under Item 2 to represent me/us, disclosing my/our name, and to exercise all rights related to the meeting, in particular the right to vote. This authorization includes the right to delegate this authorization to others. Please send the access details for the password protected internet service to the authorized representative's address specified under Item 2.

## 2 Authorization without instructions (Note: Please explicitly inform your proxy about the explanations on data protection and the disclosure of personal data.)

I/we hereby authorize\*\*:

First name\*\*\*

Last name or company\*\*\*

Street\*\*\*

House number\*\*\*

Country

Postcode\*\*\*

City\*\*\*

\*\* The authorization includes the revocation of any authorizations granted elsewhere.

\*\*\* Mandatory fields

## 3 Place, Date, Signature(s) or Person making the declaration (legible)

# Registration / Authorizing and instructing the proxies nominated by the Company - Convenience Translation

for the annual (virtual) general meeting of Telefónica Deutschland Holding AG on 20 May 2021

Shareholder-ID: \_\_\_\_\_ Name / Company: \_\_\_\_\_  
 Number of shares: \_\_\_\_\_ First name: \_\_\_\_\_  
 Phone number:\* \_\_\_\_\_ E-mail address:\* \_\_\_\_\_

\* voluntary information

Return to:

Telefónica Deutschland Holding AG  
 c/o Better Orange IR & HV AG  
 Haidelweg 48  
 81241 Munich  
 Germany

Registration deadline (receipt): 13 May 2021, 24:00 hours (CEST)

E-mail: telefonica@better-orange.de

**Please tick unambiguously:** (In case of receipt of several declarations of intent, the time of receipt shall count. Your instructions refer in each case to the proposed resolution of the management board and/or supervisory board published in the Federal Gazette on 8 April 2021. If you do not make a mark or tick the box abstention, your instruction will be counted as an abstention.)

- I/We** register the shares held by me/us for the general meeting of Telefónica Deutschland Holding AG on 20 May 2021 and **authorize the proxies nominated by the Company for the general meeting on 20 May 2021**, Ms Stefanie Bernlochner and Mr Thomas Wagner, both employees of Better Orange IR & HV AG, Munich, each individually and with the right to delegate their authorization to another party, to represent me/us and exercise my/our voting right(s) as **indicated below**. Any declarations of intent made earlier are hereby revoked.

Individual instruction on an agenda item	Yes	No	Abstention
2. Resolution on appropriation of balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of the members of the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the discharge of the members of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor and the group auditor for the financial year 2021, as well as the auditor for a potential review of the half-year financial report for the first six months of the financial year 2021 and any other potential interim financial information:			
a) Resolution on the appointment of the auditor and group auditor for the financial year 2021, the auditor for a potential review of the condensed financial statements and interim management report contained in the half-year financial report as of 30 June 2021 and the auditor for a potential review of potential additional interim financial information for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Resolution on the appointment of the auditor for a potential review of potential additional interim financial information for the financial year 2022, if such review is conducted before the next general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the approval of the remuneration system for the members of the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the confirmation of the remuneration and resolution on the remuneration system for the members of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election to the supervisory board:			
a) Individual election of Ms Stefanie Oeschger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Individual election of Mr Ernesto Gardelliano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the cancellation of the existing and the creation of a new authorized capital with the authorization to exclude the subscription right as well as the corresponding amendment of the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Motions and election proposals by shareholders pursuant to Section 126 para. 1 and Section 127 of the German Stock Corporation Act (Aktiengesetz - AktG)** are made accessible with an unambiguous ID at: [www.telefonica.de/agm](http://www.telefonica.de/agm)

YES to the motion/election proposal with the ID:\* \_\_\_\_\_     
 NO to the motion/election proposal with the ID:\* \_\_\_\_\_     
 ABSTENTION to the motion/election proposal with the ID:\* \_\_\_\_\_

\* Enter ID of the motion/motions or election proposal/election proposals by handwriting

**Place, Date, Signature(s) or Person making the declaration (legible)**

**Please note the registration deadline!**

Your registration must be received by 13 May 2021, 24:00 hours (CEST).

**Registration for the general meeting**

You can register **a** online using the password protected internet service for the general meeting at [www.telefonica.de/agm](http://www.telefonica.de/agm) or **b** by sending us the enclosed registration form by post or e-mail.

**a Online using the password protected internet service for the general meeting at [www.telefonica.de/agm](http://www.telefonica.de/agm)**

At [www.telefonica.de/agm](http://www.telefonica.de/agm) you will find the link to the password protected internet service for the general meeting. Please log in there with your personal access details.

Shareholders who are entered in the Company's share register no later than 29 April 2021, 0:00 hours (CEST), will be sent their individual access data (access code and access password) together with the invitation to the virtual annual general meeting. However, for shareholders registered in the share register after this date, the options otherwise available for registration for the virtual annual general meeting (to on the registration form mentioned postal address or email address) until the registration deadline on 13 May 2021, 24:00 hours (CEST), will be available. The individual access data for the password protected internet service for the annual general meeting will be sent to these shareholders after receipt of the registration by the Company.

You can then register online for the general meeting. There you can also authorize a person of your choice or authorize and instruct the proxies nominated by the Company to exercise your right to vote, or exercise your right to vote by electronic absentee vote.

After timely registration, authorizing a person of your choice, voting by electronic absentee vote and authorizing and instructing the proxies nominated by the Company by using the password protected internet service are still possible until the start of voting at the virtual annual general meeting on 20 May 2021. Likewise, their revocation or change.

**b Using the registration form (via postal mail or e-mail)**

Please fill out **only** the front **or only** the back of the registration form.

**Front – Registration, authorization without instructions:**

Under Item **1** please mark whether you wish to register for the virtual general meeting yourself or grant a proxy authorization without instructions.

If you wish to grant a proxy authorization without instructions to a person of your choice, please also enter the details of the authorized representative under Item **2**. Complete the authorization process with your signature or by making a legible declaration naming the person making the declaration in Item **3**. Please check whether and under what conditions the authorized representative is prepared to represent you. Please note that in this case Telefónica Deutschland Holding AG has no influence on whether your votes are actually represented at the general meeting. If you authorize more than one person, Telefónica Deutschland Holding AG may reject one or more of them.

**Back – Registration / Authorizing and instructing the proxies nominated by the Company:**

Please mark that you wish to authorize the proxies nominated by the Company.

Please cast your votes or give instructions to the proxies on all agenda items. Your instructions refer in each case to the proposed resolution of the management board and/or supervisory board published in the Federal Gazette on 8 April 2021.

Please complete the registration process with your signature or by making a legible declaration naming the person making the declaration. For processing purposes, it is assumed that the declarant(s) is/are authorized to make the declaration.

The proxies nominated by the Company can only exercise your right to vote in accordance with your instructions. The proxies nominated by the Company will not accept any authorizations to file objections to resolutions of the annual general meeting, to exercise the right to ask questions or to make motions.

If we receive more than one declaration of intent or if we receive them by different means of transmission, the last declaration of intent received is considered binding.

**Please take into account the time it takes for your post to reach the recipient and return the registration form in time. If you have received more than one registration form, please return all forms completed.**

**Hotline**

If you have any questions regarding registration and granting authorizations and issuing instructions, please call our general meeting hotline at +49 (0)89 211 297 78, Monday to Friday between 9:00 hours (CEST) and 17:00 hours (CEST) or write an e-mail to [aktionarsportal2021@better-orange.de](mailto:aktionarsportal2021@better-orange.de).

**Change of address**

Your custodian bank has forwarded your details as printed on the registration form for entry in the share register. Please check this information. If the information is incorrect, please pass on your change of address to your respective house bank/custodian bank.

**Consent to the transmission of information to the shareholders by way of remote data transmission pursuant to section 49 Securities Trading Act (WpHG) and communication of the e-mail address - Convenience Translation**

Please email to [telefonica@better-orange.de](mailto:telefonica@better-orange.de) or return by post to:

Telefónica Deutschland Holding AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

I/We

First name

Last name

Street

No

Country

ZIP Code

Place of residence

Shareholder-ID

hereby consent to the transmission of information to the shareholders by means of remote data transmission and notify you of the e-mail address to be used as follows:

If you do not wish to receive this information via e-mail anymore, you may unsubscribe at [IR-Deutschland@telefonica.com](mailto:IR-Deutschland@telefonica.com) or by using the password protected internet service for the annual general meeting.

**Place, Date, Signature(s) or Person making the declaration (legible)**

**Securities Trading Act (Wertpapierhandelsgesetz – WpHG)**

**Section 49 Publication of notifications and electronic communication of information**

- (1) An issuer of shares admitted to trading whose home country is the Federal Republic of Germany must publish in the Federal Gazette
  1. the notice convening the general meeting, including the agenda, the total number of shares and voting rights at the time the meeting was convened, as well as the shareholders' rights in respect of attendance at the general meeting, and
  2. notices about the distribution and payment of dividends, announcements about the issuance of new shares and any arrangements for or exercise of conversion, pre-emptive, retirement and subscription rights, as well as resolutions on these rights
 without undue delay. If a corresponding publication in the Federal Gazette is also required under other provisions, a single publication is sufficient.
- (2) [...]
- (3) Without prejudice to the publication requirements under subsections (1) and (2), issuers whose home country is the Federal Republic of Germany can communicate information to the holders of securities admitted to trading electronically if the resulting costs are not imposed on the securities holders in contravention of the principle of equal treatment laid down in section 48 (1) no. 1, and if
  1. in the case of shares admitted to trading
    - a) the general meeting has voted to approve it,
    - b) the choice of electronic communication medium does not depend upon the location of the registered office or residence of the shareholders or the persons to whom voting rights are attributed in the cases referred to in section 34,
    - c) mechanisms have been put into place for securely identifying and addressing the shareholders or persons who exercise the voting rights or who are entitled to issue instructions on the exercise of voting rights, and
    - d) the shareholders, or in the cases of section 34 (1) sentence 1 numbers 1, 3, 4 and subsection (2), the persons entitled to exercise the voting rights, have given their explicit consent to electronic communication or have not objected to a request for consent in text form within an appropriate period of time and have not revoked that consent at a later point in time, which is thus deemed to have been given,
  2. in the case of debt securities admitted to trading within the meaning of section 48 (1) number 6
    - a) [...]

If electronic communication is not possible under these conditions, the information will be communicated in writing regardless of any provisions to the contrary in the articles of association.