

Deutsche Telekom & DigitalBridge / Brookfield

Partnering for Value and Growth



Announcement Presentation
14 July 2022



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In addition to figures prepared in accordance with IFRS, Deutsche Telekom also presents alternative performance measures, including, among others, EBITDA, EBITDA margin, adjusted EBITDA, adjusted EBITDA after leases, adjusted EBITDA margin, Core EBITDA, adjusted EBIT, adjusted net income, free cash flow, free cash flow after leases, gross debt, net debt after leases and net debt. These alternative performance measures should be considered in addition to, but not as a substitute for, the information prepared in accordance with IFRS. Alternative performance measures are not subject to IFRS or any other generally accepted accounting principles. Other companies may define these terms in different ways.

Highly attractive transaction for Deutsche Telekom – fulfils all relevant criteria and CMD commitments, and crystallizes value

1

Highly attractive deal for premium-quality GD Towers portfolio

- Deal encompasses Deutsche Telekom's pioneering and industry-leading TowerCo DFMG + MTI: ~40k sites¹
- Deutsche Telekom sells a 51% stake to DigitalBridge and Brookfield, deconsolidating GD Towers while retaining 49% stake
- ~€17.5bn EV implies ~27x EV / PF adj. EBITDAaL 2021A multiple, reflecting asset quality and execution track record
- Re-consolidation call provides Deutsche Telekom with optionality in the mid-term

2

Deutsche Telekom achieves all relevant deal criteria

- Premium valuation: Material premium to current public market valuations, Deutsche Telekom's patience rewarded
- Deleveraging: ~€10.7bn in cash proceeds translates to ~€6.5bn deleveraging according to IFRS16
- Strategic protections: Long-term MLA² and governance setup in line with Deutsche Telekom's interests
- Future value creation: Ideal partners to evolve GD Towers' strategy, Deutsche Telekom to participate via 49% stake

3

Transaction constitutes next successful step of Deutsche Telekom's portfolio strategy

- Deutsche Telekom delivers on CMD 2021 commitment
- ~€17.5bn transaction EV further highlights SOTP valuation disconnect implicit in Deutsche Telekom share price

Transaction encompasses Deutsche Telekom's pioneering and industry-leading towers portfolio in Germany and Austria

Deutsche Telekom moved early to create a tower leader

GD Towers carved out already in 2002

Arm's length MLA with TDG put in place in 2016

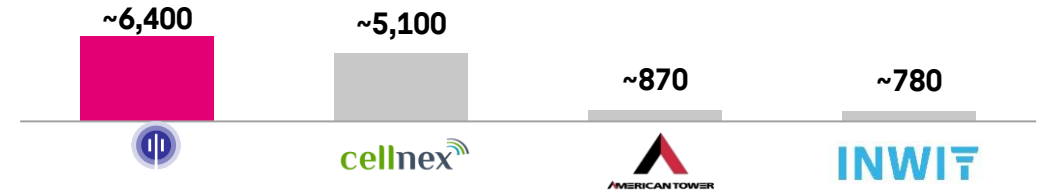
New organizational structure and management team

Operational focus on BTS and 3rd party tenants growth

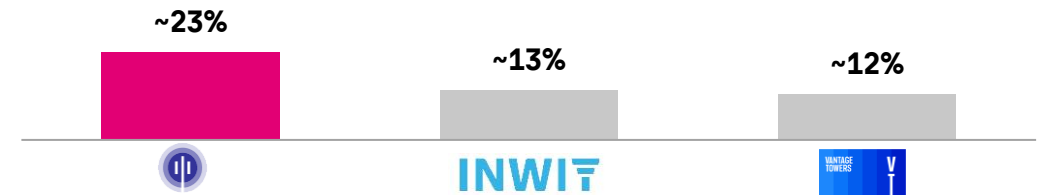
Industry leading track record of operational delivery

BTS delivery

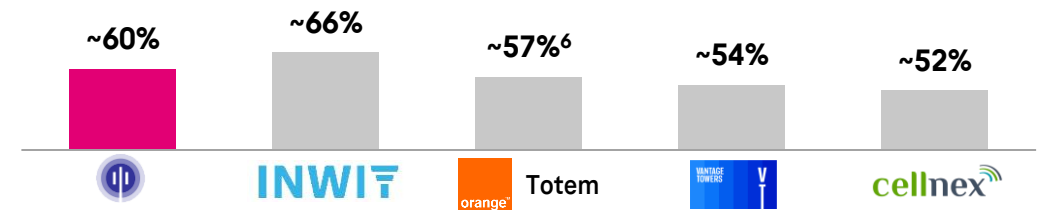
2017-21 organic sites added¹



Market-leading 3rd party share of revenue²



Strong margin profile³



Note: ¹ Excl. small cells; AMT Europe incl. distributed antenna systems. ² Third party revenue share in FY2021; only captive or part-captive TowerCos presented. For Vantage, Germany only shown. Vantage has FYE March, while GD Towers and Inwit have FYE-Dec. ³ EBITDAaL margins in FY2021. For Orange / Totem, 2021 not publicly available. Number shown is as of 2020. Dec-FYE, with Vantage Mar-FYE.

Deal outline: sale of 51% stake to DigitalBridge and Brookfield

Transaction overview

TRANSACTION HIGHLIGHTS

- Deutsche Telekom sells 51% in GD Towers to DigitalBridge and Brookfield
- Deutsche Telekom financially deconsolidates GD Towers to allow TowerCo to grow independently with backing of strong partners
- Material **de-leveraging** for Deutsche Telekom
- Deutsche Telekom retains **exposure through 49% stake** to attractive asset class
- **Re-consolidation call** provides Deutsche Telekom with optionality

VALUATION

- Attractive valuation of ~€17.5bn EV
- Implies ~27x EV / PF adj. EBITDAaL 2021A multiple

GOVERNANCE AND LEADERSHIP

- **Strong minority protection rights** for Deutsche Telekom with 2 / 5 board seats
- Deutsche Telekom to appoint initial Chairman
- Management agreed upfront for 3 years

REVISED MLA WITH DT

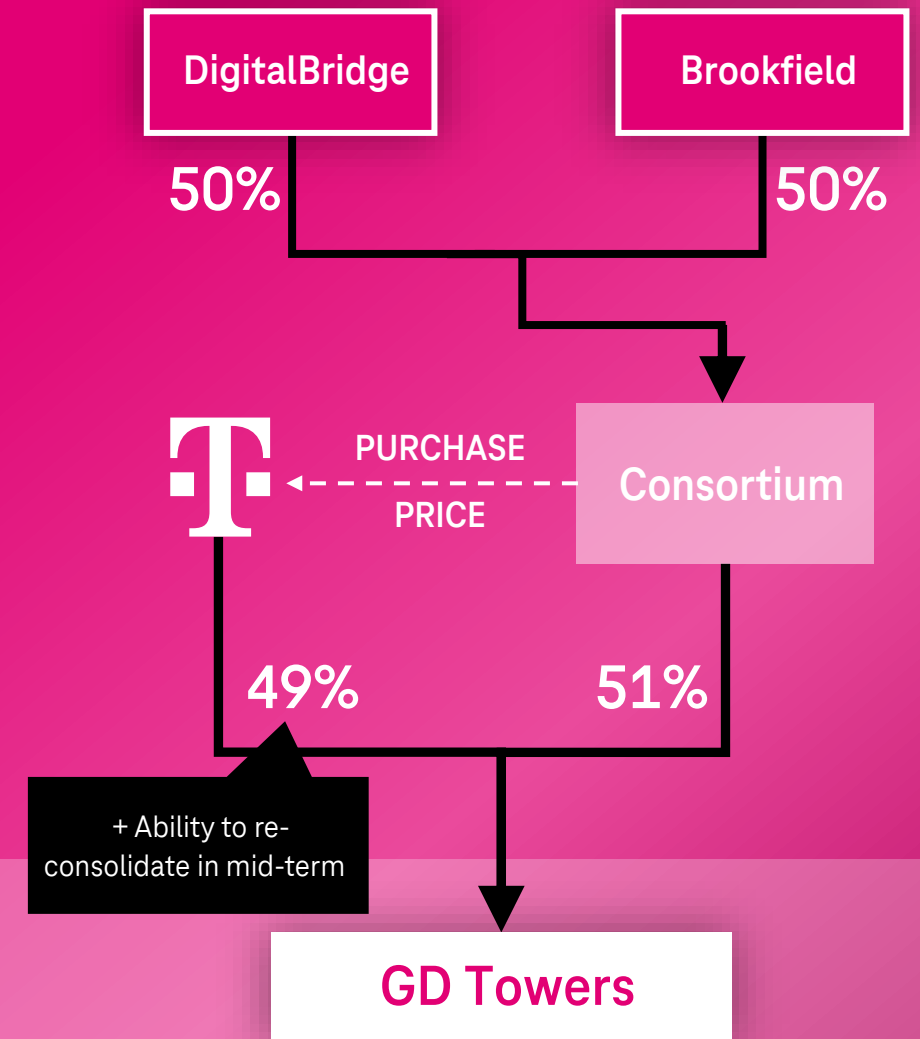
- Long-term partnership
- Inflation protection for TDG (3% cap)
- **Strategic protections:** golden sites which make up ~10% of total sites¹, ROFO on existing sites, event-driven buyback right

TIMETABLE

- **Expected closing towards end of 2022** subject to regulatory approval

Note: ¹ Golden sites from DFMG and MTI.

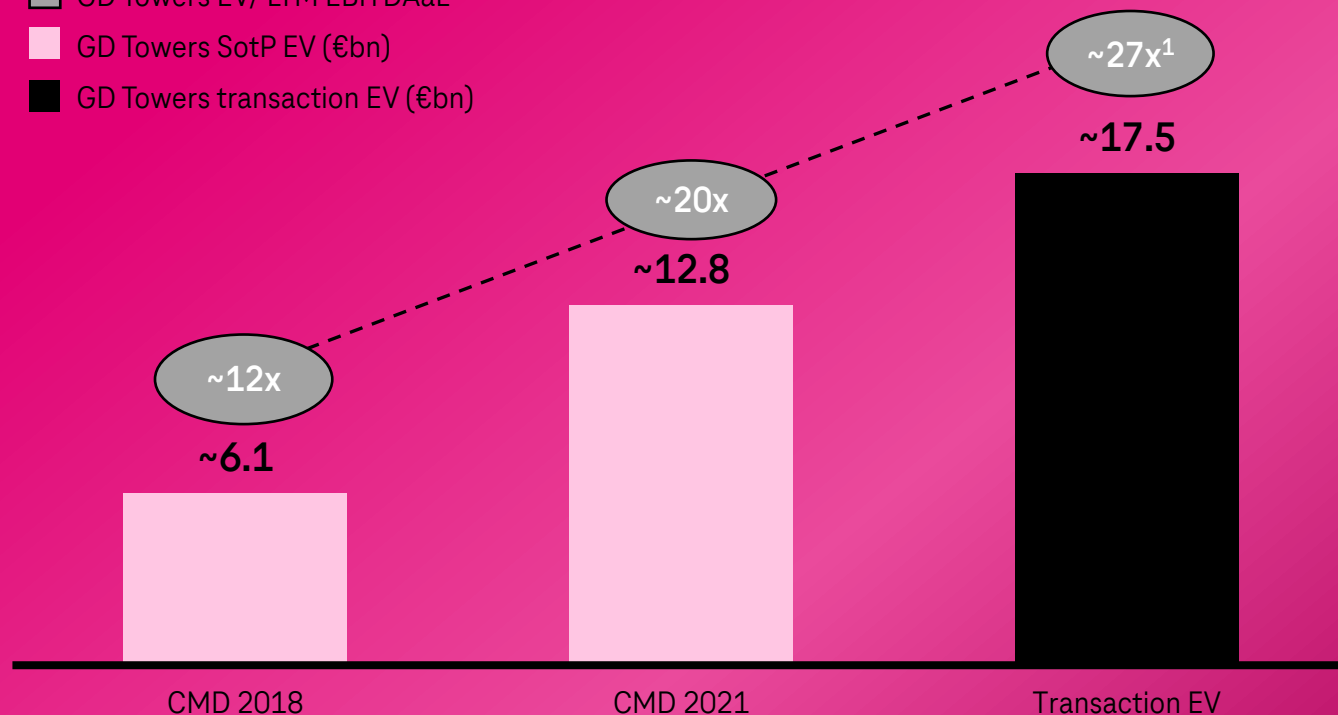
New GD Towers ownership structure



Premium valuation achieved, patience rewarded

~2.9x increase in value since our CMD 2018

- GD Towers EV/ LTM EBITDAaL
- GD Towers SotP EV (€bn)
- GD Towers transaction EV (€bn)



✓ **Patience rewarded: ~2.9x increase in value since CMD 2018**

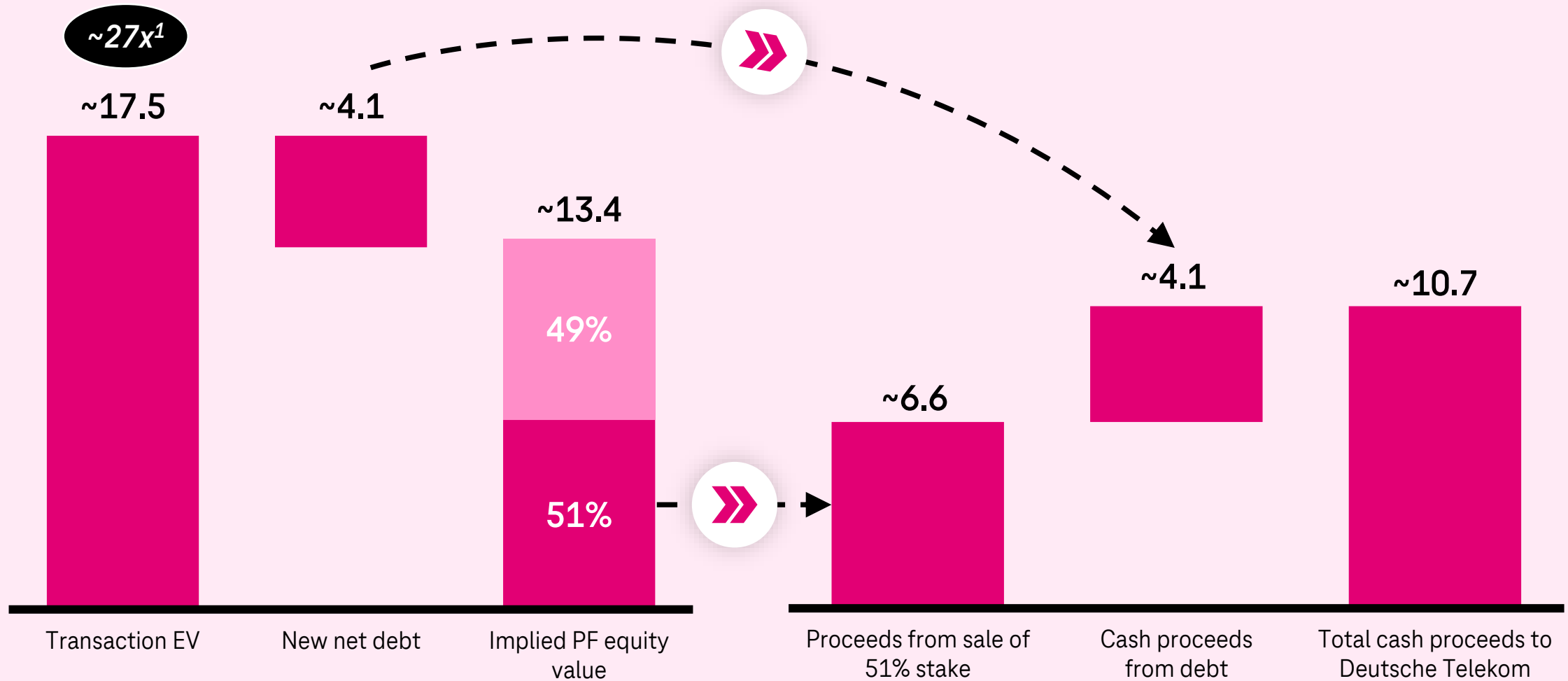
✓ **Continued upside exposure with 49% stake retained**

- Valuation highlights **quality of GD Towers' assets and management team**
- **Material valuation premium** to current trading of publicly listed EU TowerCos

~€10.7bn expected cash proceeds for Deutsche Telekom

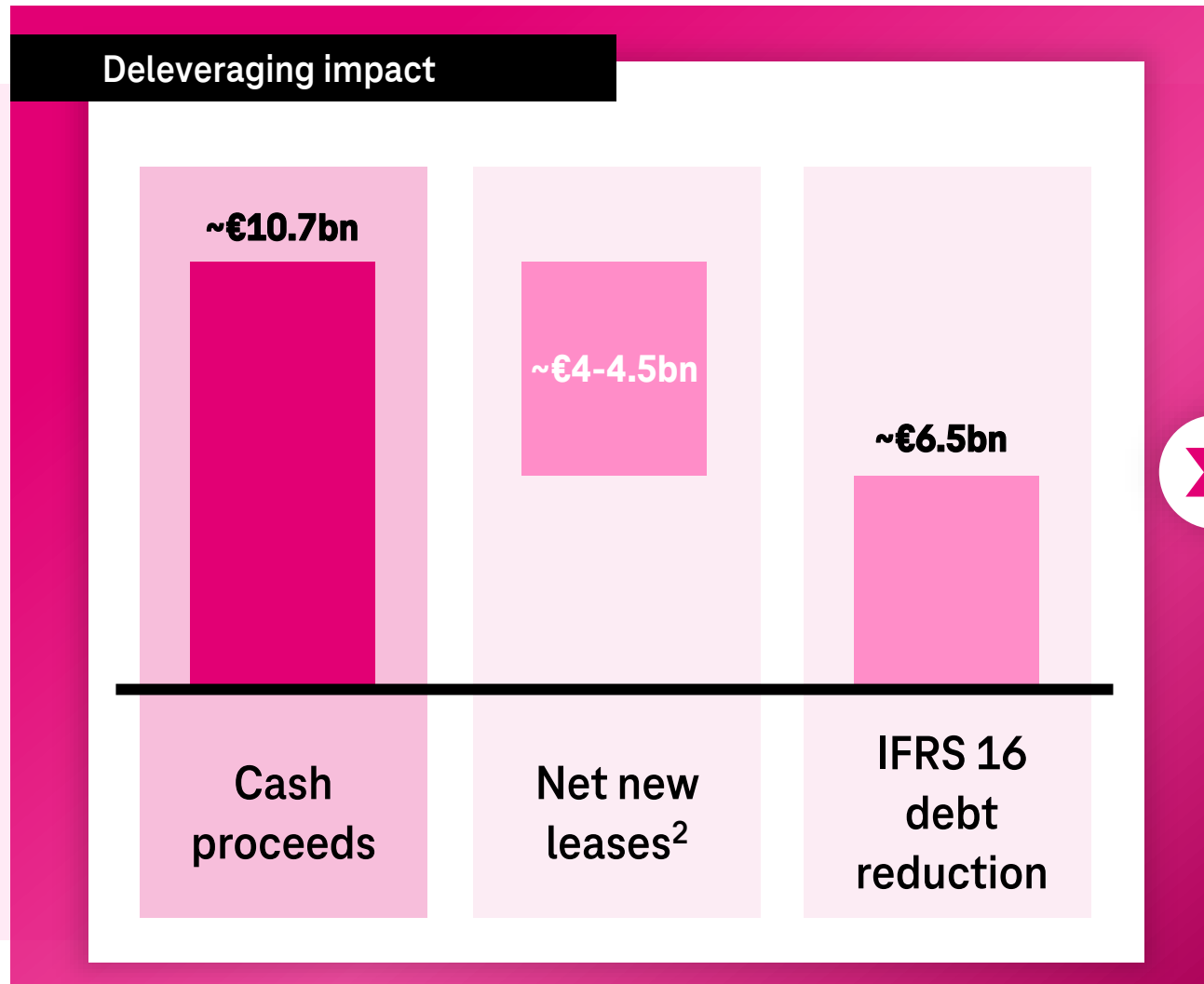
Transaction valuation (100% view)

In €bn



Note: ¹ EV / PF adj. EBITDAaL 2021A multiple; proceeds subject to closing adjustments.

Material deleveraging for Deutsche Telekom



Pro-forma deleveraging¹

- ~0.2x pre leases (“AL”)
- ~0.1x after leases (IFRS 16)

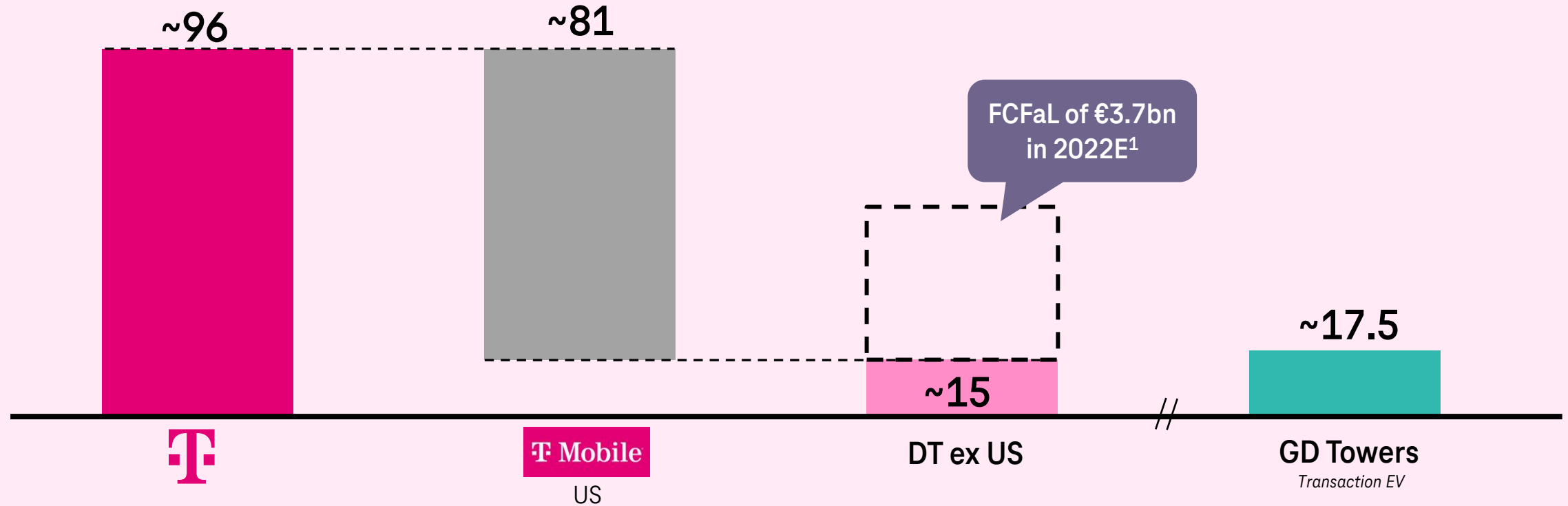
Potential uses for proceeds

- Debt reduction
- Accelerated TMUS majority (e.g. via Softbank options)

Transaction highlights value upside of Deutsche Telekom

Value of Deutsche Telekom portfolio

Market cap in €bn



FCFaL of €3.7bn
in 2022E¹



Implied value ex US currently below realised tower value



Demonstrates **valuation upside** for Deutsche Telekom as a whole

Note: As of 12-Jul-2022. USD / EUR fx rate of 0.9951. ¹ As per Deutsche Telekom Q1 2022 results.

Beneficial new MLA protects Deutsche Telekom's interests

Visibility

- **Long-term partnership** with balanced contract¹
- **Inflation protection** with 85% CPI indexation, capped at +/- 3%
- **Commitment** for 5.4k new sites and a comprehensive network modernization program
- **Golden site protections** for ~10% of total sites², restricting colocation at prime locations
- **Industry benchmarked service levels** with most-favoured-nation status for Deutsche Telekom
- **Revised pricing** to the benefit of Deutsche Telekom



Flexibility

- **Renewal rights solely at Deutsche Telekom discretion** for entire site portfolio
- **Reserved capacity** for network modernization program and upgrades
- **Single-site termination rights** of 0.5% p.a. (capped at 2.5% per term³) with MLA discount for non-utilization
- **Buyback rights** to Deutsche Telekom for both convenience and cause (event-driven)



Governance setup aligned with Deutsche Telekom's interests



Management team

- Current management team, Bruno Jacobfeuerborn (CEO) and Thomas Ried (CFO), to remain in charge of the TowerCo for at least three years post closing



Deutsche Telekom rights

- Deutsche Telekom to retain 49% stake and significant minority protection and veto rights
- Re-consolidation call retained by Deutsche Telekom¹



Board composition

- Right to appoint 2 out of 5 board seats
- Deutsche Telekom to appoint initial Chairman



Joint governance

- Joint governance structure ensuring that DT is actively involved in material board decisions



Leverage and Dividends

- 6.0x opening leverage
- Agreed dividend policy subject to leverage thresholds

Note: ¹ Ability to acquire missing shares (max. 5%) to achieve >50.1% and obtain control governance.

What DigitalBridge and Brookfield bring to the table

DIGITALBRIDGE

- One of the **leading global digital infrastructure investors with unrivaled TowerCo expertise**
- Owns, operates, and invests across the full spectrum of digital infrastructure and real estate
- **>350k tower sites managed globally** across 10 platforms with proven track-record of delivering BTS, upgrade and small cell programs

\$47bn

AuM

25

Portfolio companies

25+

Years of experience

- Relevant precedent investments:



Brookfield

- **Leading global alternative asset manager** with focus on real estate, infrastructure, renewable power, private equity and credit
- Invests where it can bring its **competitive advantages** to bear, leveraging its **global reach, access to large-scale, flexible capital and operational expertise**
- **>\$150bn** of infra assets and **>\$25bn** of digital infra assets
- **>190k towers part of the portfolio** with track-record of rolling out BTS and attracting new customers in their tower platforms

\$140bn

AuM

2,000+

Investments globally

100+

Years of experience

- Relevant precedent investments:



Leading global infra investors with significant experience in the tower sector

Partnership to further evolve GD Towers' strategy



Growth with anchor tenant

- Support Deutsche Telekom's network leadership position in Germany and Austria
- Continue to deliver on ambitious BTS rollout plan with ~5.4k sites committed (of which ~5.2k in Germany)
- Deliver network upgrade plan with ~57k modernizations (of which ~54k in Germany)



Growth with third parties

- Increase colocation rate both with existing and new tenants
- Utilise balance sheet flexibility to address uncontracted BTS demand in Germany and Austria



Growth from adjacencies

- Additional value creation from adjacencies, such as small cells, DAS and edge data centers



Inorganic growth

- Leverage strong platform for inorganic growth enabled by ample headroom with 6.0x opening leverage
- Ambition to consolidate European tower landscape

Attractive growth prospects – reflects new MLA

Key financials

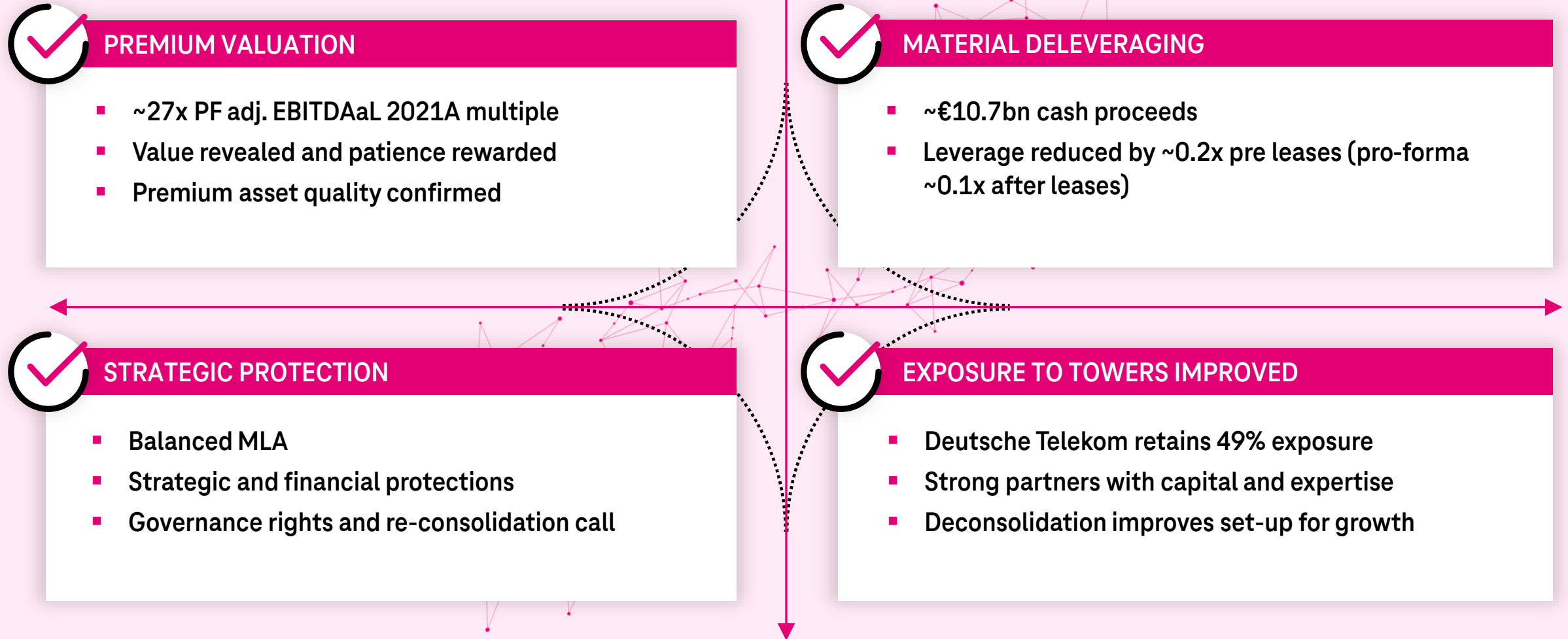
	FY21	FY22 outlook
Tenancy ratio	~1.4x	Stable
PF adj. Revenue	~€1,070m	~€1,100m
PF adj. EBITDAaL margin	~€640m ¹ ~60%	~€650-670m ¹ ~60%
Total capex	~€290m	~€360-390m

Cumulative growth capex 2022-2027 of **>€2bn**

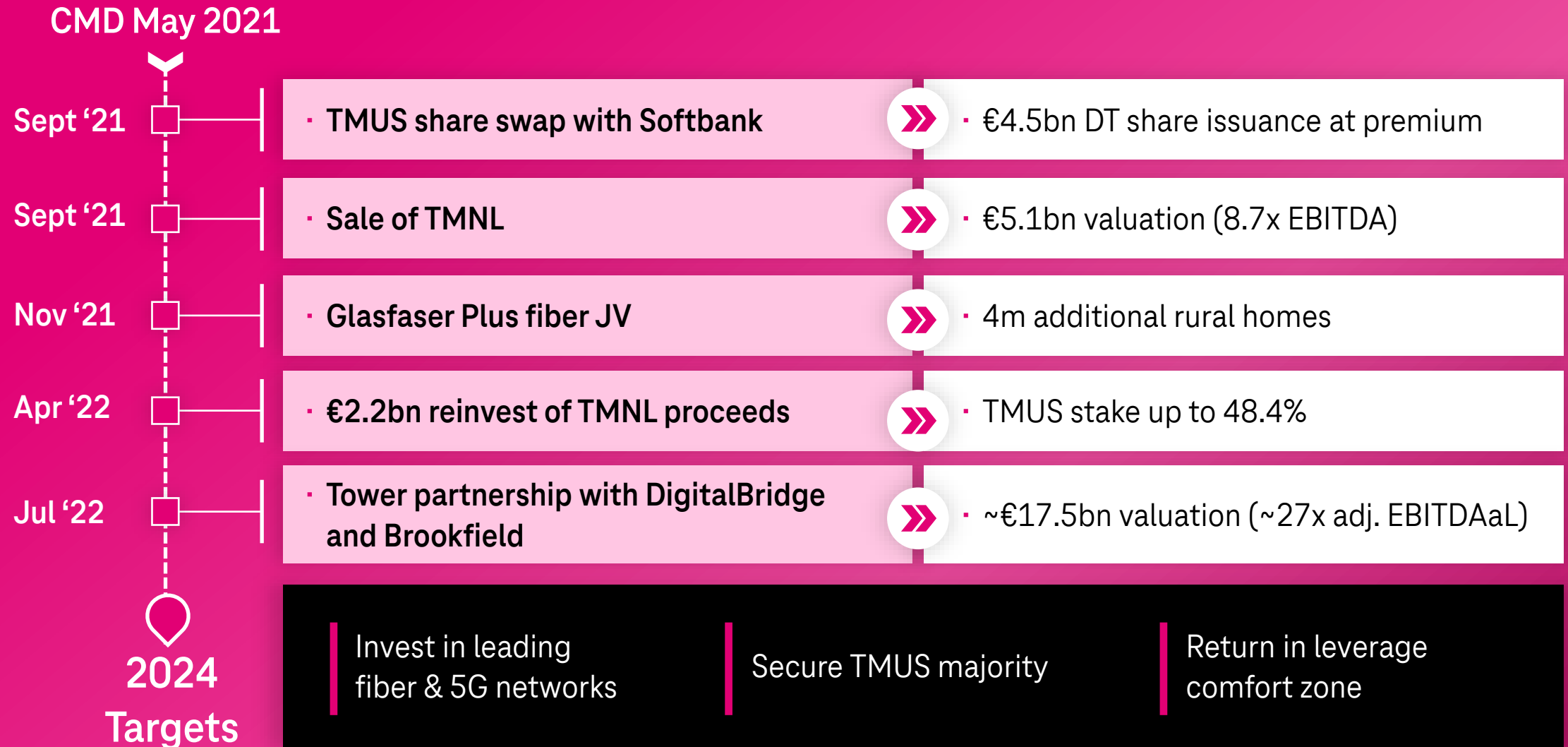
BTS programme with TDG for **>6.5k new macro sites until 2026**, with ~5.2k (~80%) committed in Germany as well as ~0.2k committed BTS sites in Austria

Further modernization of existing sites, with ~57k upgrades and extensions until 2029 in Germany and Austria

Transaction fulfils our stated objectives for a towers deal



Rapidly delivering on our CMD agenda



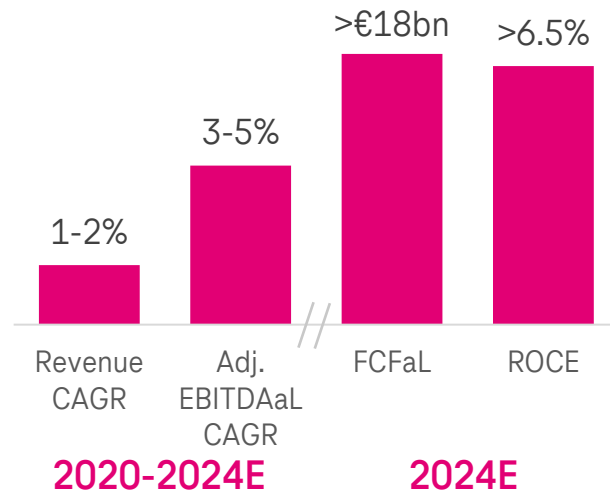
Deutsche Telekom continues to execute on its strategic agenda

ORGANIC GROWTH

- Our **flywheel** works
- Proven **execution**



Deutsche Telekom Group ambitions



CAPITAL ALLOCATION / PORTFOLIO



Strategic review of GD Towers – completed



On track



Invest in “leading” fiber & 5G networks...and **monetize**

On track



Secure **US majority** (>50%)

On track



Deleverage & return to **corridor** in 2024



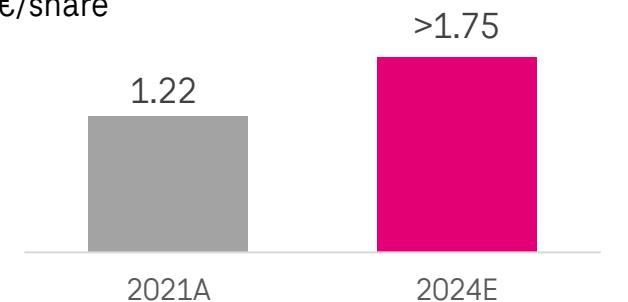
Completed sale of TMNL



SHAREHOLDER VALUE

Adj. EPS

€/share



DIVIDENDS

40-60%

of adj. EPS, with **minimum of €60 c**

Further questions

please contact the IR department

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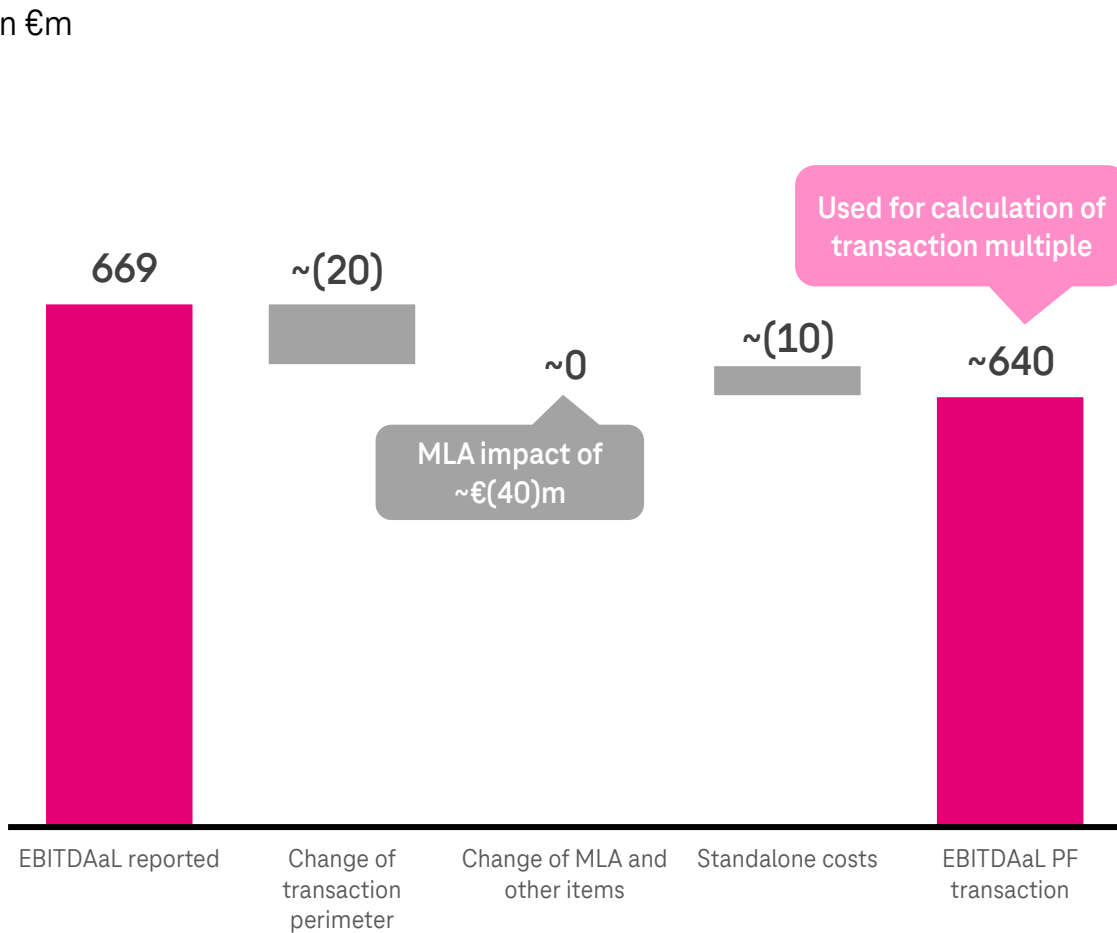


Appendix

Bridge to 2021A and 2022E PF adj. EBITDAaL

FY2021 to transaction PF adj. EBITDAaL bridge

In €m



FY2022 to transaction PF adj. EBITDAaL bridge

