

Virtual Annual General Meeting

Vantage Towers AG

28 July 2021

Speech of the CEO and of the CFO

The spoken word shall prevail

Vivek Badrinath, CEO Vantage Towers AG:

“Good morning Ladies and Gentlemen,

On behalf of the Management Board I am pleased to welcome you to this year’s Annual General Meeting of Vantage Towers AG. It also happens to be the first AGM for everyone here, and we have all been looking forward to it.

We wish it had been possible to host an event in Düsseldorf but, unfortunately, the COVID-19 pandemic is not over yet, so a virtual AGM was our only option.

Our organisation is very much at home in the virtual world. In fact, Vantage Towers was founded, set up and went public more or less virtually, by people working remotely from home – from living rooms, kitchens and bedrooms all over Europe. I know how hard the team has worked, and it fills me with pride and awe. So I would like to say a very sincere thank-you to the entire Vantage Towers family for doing such a fantastic job.

At the same time, I would like to emphasise that the accelerated transitioning of all areas of our lives to digital is the best thing that could have happened to a company with our business model. Vantage Towers – powering Europe’s digital transformation. That is our mission.

However, this also entails a great responsibility. The flood disaster in the west of Germany and in other regions has shaken us all. Our sympathy goes out to all those affected and especially to the people who have lost relatives and friends. As I stand here, my colleagues are working non-stop to restore the infrastructure in the crisis region. In total, 151 of our sites were affected. The majority of them are already back in operation. Unfortunately, however, some sites are very difficult to reach; in some cases there is no power supply or the technology has been destroyed by water and mud. We are repairing where we can, and where we cannot, we are deploying short-term solutions like mobile masts or power generators. But it is not only about repairing the infrastructure. It is much more about the people who depend on our services to stay connected and stay safe in this dire situation. Not to mention the rescue workers who need to communicate with each other. We assure you: We are doing our best.

Now I would like to talk to you about our company and its development with the support of our Chief Financial Officer, Thomas Reisten. We will be looking back at the business developments over the past year and in the first quarter of 2021. And we will be looking ahead into a very promising future for Vantage Towers.

Ladies and Gentlemen,

We've been on an impressive journey during the last twelve months.

After the spin-off from the Vodafone Group, we positioned Vantage Towers as an independent company.

In fact, we have created one of Europe's leading tower companies with a network of 82,000 sites.

Successful transactions in the United Kingdom and Greece have shown our ability to efficiently leverage strategic and attractive growth opportunities through M&A activity.

Our biggest milestone to date was our listing on the Frankfurt Stock Exchange on 18 March 2021. The success of our IPO is proof of your confidence in us as our shareholders. And the achievement of our objectives for the 2021 financial year delivers clear evidence to you that your confidence is well placed.

Our SDAX listing in June has additionally improved our capital market visibility and enhanced the attractiveness of our shares. Our share price has also developed very positively, gaining over 20% since the initial listing.

We are glad to have you on board and intend to make every effort to remain on this successful path going forward.

Our operations are based on the solid foundations of a crisis-resistant business model.

Europe is a highly attractive market with a multitude of growth opportunities

and we believe that we are ideally positioned to leverage them.

We are creating sustainable and geographically comprehensive coverage for Europe. And here is how we are doing it.

Our core business is the building, operation and leasing of passive infrastructure to mobile network operators. And our portfolio includes ground-based and rooftop towers, distributed antenna systems – or DAS for short – and small cells.

As a neutral host our goal is to secure as many tenants as possible for each of our sites. By doing that we can be efficient, conserve resources and reduce carbon emissions. We are also accelerating the expansion and densification of mobile networks.

As a 5G super host we are a key player in the current 5G roll-out in Europe. Growth in data usage has prompted mobile network operators to expand their network infrastructure. In this process a clear division of responsibilities has emerged: the mobile network operators (or MNOs) provide the wireless technology and we handle the building and operation of the infrastructure. We also develop bespoke 5G connectivity solutions for enterprise customers who want to build their own 5G campus or 5G indoor network, whether they are in logistics, manufacturing, health or the agriculture business. We inspire people with the excellent quality of our sites and services.

Our business model also provides us with a high level of future income stability. We have a solid pipeline of attractive tenants with predictable revenue potential. It consists of a large number of committed tenancies for existing sites as well as our built-to-suit programme. Built-to-suit, short: BTS, means that we build new sites for customers that are precisely tailored to their needs. Approximately 7,100 committed tenancies on new BTS sites will be built in response to BTS site commitments. We expect to add over 5,500 new sites in Germany alone over the coming years.

Our BTS roll-out strategy is based on our expertise and our extensive market presence. In the construction process we have a start-to-finish monitoring system in place. As a result, we can operate cost-effectively and achieve economies of scale. The BTS strategy therefore represents the very efficient employment of our capital as well as a cornerstone of our ambitious growth strategy.

Now I would like to provide you with an overview of our markets.

We operate in eight European markets with our own companies.

In Germany, our largest market, we are the second-largest tower company based on the number of sites we have. In this market we have a balanced portfolio of ground-based and rooftop towers, urban and rural locations. Most sites have sufficient capacity to co-locate

other MNO tenants and a significant proportion of them have no local competition from other towers. On 31 March 2021, Vantage Towers Germany's portfolio included some 19,400 sites with an average of 1.2 tenants co-locating at each.

In our second-largest market of Spain we are also the number two player with our tower portfolio. At the end of March 2021 there were around 8,700 sites in the portfolio with a tenancy ratio of 1.7x.

We are the market leader in Greece. In our third-largest market we had approximately 4,800 sites with a tenancy ratio of 1.7x at the end of the first quarter.

We are also one of the top players in the Czech Republic, Ireland, Portugal, Hungary and Romania. On 31 March we operated a total of approximately 12,700 sites in those markets, with tenancy ratios between 1.1x and 2.0x.

INWIT in Italy and Cornerstone in the UK are two of the Vantage Towers Group's joint ventures. They both rank first in their respective markets. INWIT operates approximately 22,300 sites with a tenancy ratio of 1.9x. We have a 33% stake in INWIT and a 50% stake in Cornerstone, which operates around 14,200 sites, each with an average of two tenants.

We achieved our ambitious operational and financial objectives in the past financial year. In other words, we've made strong progress across all of our commercial, operational and strategic goals.

Allow me to share some of our operational highlights with you:

The continued momentum across the entire organisation is reflected, first and foremost, in tenancy growth. We surpassed our pro forma forecast for the 2021 financial year by securing around 1,800 new leases – with a tenancy ratio of 1.4x. 660 of those tenancies were not committed. That is a remarkable outcome when you consider that our medium-term tenancy ratio target is 1.5x or higher!

We have built around 600 new sites and put them into operation. Our portfolio has expanded to around 82,000 sites in ten European markets.

We have also stepped up our Ground Lease Buyout Programme, or GLBO for short. We are seeing encouraging results from our initiatives and pilots in six countries, including land purchases and leasehold contracts. We are also renegotiating rights of use and lease terms to continue reducing our lease costs and to help us achieve many other commercial advantages.

Over recent months we have managed to sign up some important new customers. For example, Eir and Three in Ireland have ten-year agreements with us. In Spain we have closed a five-year agreement with the Spanish industry body AOTEC. And in Germany and Greece Sigfox has signed up for a ten-year tenancy to drive the development of the Internet of Things. We are thrilled to be a part of this.

In the area of 5G indoor coverage we are making excellent progress by deploying our distributed antenna systems to improve mobile coverage in highly frequented areas with many users. These systems are the foundations for optimising connectivity in office buildings, clinics, stadiums, concert halls and shopping centres. The first projects are currently being implemented in Berlin and Prague.

I am incredibly proud of everything we have achieved despite the serious constraints associated with the COVID-19 pandemic. Not only are we in a good place from an operations perspective, our financials are pretty impressive, too. And for that reason, we are able to pay out a solid dividend.

Over to you, Thomas!"

Thomas Reisten, CFO of Vantage Towers AG

"Thanks, Vivek!

Ladies and Gentlemen, I'm delighted to be here reporting on some very positive business developments at our very first Annual General Meeting. We have achieved all our financial targets and, in doing that, created strong foundations for our future growth.

Before I begin, there is an important point I would like to address:

Vantage Towers AG was formed part-way through the past financial year. To provide you with informative and comparable annual figures, despite this circumstance, we have prepared and published pro-forma financials. They present Vantage Towers' financial position as if the group had been formed on 1 April 2019 – or, in other words, as if Vantage Towers had been carved out of the Vodafone Group for the entire 2020/2021 financial year.

First of all, I would like to take you through the most important pro-forma financials. Then I will move on to our audited results of operations in accordance with IFRS and an overview of our balance sheet and financing framework.

Our revenue – excluding pass through – increased on a pro forma basis in the past financial year to EUR 966 million, which corresponds to 2.2% growth. This development was driven by the built-to-suit programme, the active infrastructure sharing agreement with Orange in Spain and the contractually agreed inflation escalator clause in our MSAs.

Our most important operating performance indicator, adjusted EBITDAaL, advanced 2.4% on a pro-forma basis to EUR 524 million. As a result, the EBITDAaL margin remained stable at 54%.

Pro-forma recurring free cash flow increased by 2.4% to EUR 384 million.

In other words, ALL of our KPIs have developed in line with guidance.

Ladies and Gentlemen, we want to ensure that our shareholders can participate in the Group's success. As announced, we are proposing to distribute dividends of approximately EUR 283 million for the past financial year. That represents 56 eurocents per share.

And we intend to continue this attractive dividend policy, going forward. Our intention is to retain the dividend payout ratio of 60% of recurring free cash flow, plus the dividends received from INWIT and Cornerstone.

Now, let us move on to the consolidated results in accordance with IFRS, but without prior year comparative figures.

In the 12-month period ending 31 March 2021 we generated revenue of EUR 545 million, composed of macro site revenue at EUR 514.1 million, energy and other revenue at EUR 15.9 million, other rental income at EUR 11.6 million and recharged capital expenditure revenue at EUR 3.4 million. EUR 403.4 million of our total revenue was generated in Germany.

Ground leases represent our biggest cost item. This is the money we pay to landlords so that we can build our infrastructure on their land. In FY21, depreciation on lease-related right-of-use assets amounted to EUR 119.8 million, and interest on lease liabilities was EUR 27.6 million. We reported total lease liabilities of EUR 2.0 billion as at 31 March 2021.

Adjusted EBITDAaL was EUR 312.2 million in the past financial year and our profit of the period was EUR 160.0 million.

Ladies and Gentlemen, we also have very solid balance sheet figures.

Equity stood at around EUR 5.3 billion, representing an equity ratio of 51% on 31 March 2021. It was primarily composed of share capital of EUR 505.8 million, a capital reserve of EUR 6.9 billion and a negative merger reserve of around EUR 2.0 billion.

Debt comprises non-current and current liabilities. The non-current liabilities of just under EUR 4.4 billion represent 43% of total assets. At almost EUR 2.2 billion, long-term borrowings represent the largest portion of non-current liabilities.

Current liabilities of EUR 604.9 million account for 12% of total liabilities. They are mainly lease liabilities, trade receivables and other liabilities.

Total liabilities are currently up to almost EUR 5.0 billion, and our net financial debt is in the region of EUR 2.0 billion.

At the end of the last financial year we successfully issued our debut bond with a volume of EUR 2.2 billion in three tranches:

A EUR 750.0 million tranche maturing in 2025 with 0.0% interest per annum, a EUR 750.0 million tranche maturing in 2027 with 0.375% interest per annum and a EUR 700.0 million tranche maturing in 2030 with interest of 0.75% per annum.

We achieved a total weighted average yield of 0.414%. Although it puts us outside our target maturity profile, the terms are considerably more favourable than originally expected.

The bonds settled on 31 March 2021 and have an investment grade rating, with a Baa3 from Moody's and a BBB- from S&P.

On the basis of the settled bonds and the net financial debt of around EUR 2.0 billion as of 31 March 2021, our leverage – which is the ratio of our net financial debt to adjusted EBITDA after Leases is 3.8x. This is better than guidance, which assumed leverage of 4.0x EBITDA after Leases. Our net debt position benefitted to a great extent from positive working capital effects.

Ladies and Gentlemen, our confirmed investment grade rating and our secured debt puts Vantage Towers in an excellent position to generate shareholder value and combine our growth, investment and yield targets with a 60% dividend payout ratio.

Our performance over the past financial year makes it evident that we have a crisis-resistant business model with predictable growth drivers, cost optimisation potential and a high cash conversion rate.

Now I would like to move on to the developments in the current financial year. On 22 July we published our results for the first quarter of the 2021/22 financial year. They show that we remain on track for growth.

With more than 200 new tenancies our tenancy ratio has risen to 1.41 tenants per site, so we are still on track to achieve our medium-term target of more than 1.5 tenants per site.

We have also entered into numerous strategic partnerships that will take our business forward – by improving our tenancy ratio or supporting us in the 5G roll-out or through new technologies. Here are a few examples:

In Spain we have extended our partnership with Másmóvil and signed an eight-year cooperation agreement with LineoX. LineoX will get access to up to 9,000 of our sites to provide its customers with diverse connectivity services.

Vivek has already mentioned the contract with the IoT network operator Sigfox in Greece. We are expecting 280 additional leases through this deal over the next three financial years – and 180 leases before the end of the 2022 calendar year. We have also signed a memorandum of partnership with 5G Ventures SA, also in Greece, to support 5G innovations and new business models.

Our revenue – excluding pass through – rose to EUR 246 million in the first quarter – that is 2.1% year-over-year growth on a pro-forma basis

Now I'm going to hand you back to Vivek Badrinath for an outlook on the future development of Vantage Towers.”

Vivek Badrinath, CEO of Vantage Towers AG:

“Thanks, Thomas.

Ladies and Gentlemen, you've heard that we are ideally positioned to move forward and achieve our mission of “Powering Europe's Digital Transformation”. But we want to do it in a sustainable and innovative way.

For example, we work with digital twins. Digital twins are exact 3D representations of our physical sites. They enable our tenants to use our towers more efficiently and reduce the number of visits they have to make to the site. The positive impacts of this are lower costs and a lower carbon footprint.

We are also focusing to a greater extent on electromagnetic compatibility. We always ensure strict compliance with international guidelines and limits for electromagnetic fields at our sites, particularly when several MNOs are co-located there. We use software for EMF measurement and evaluation. It helps us guarantee the safe operation of our sites and optimise the utilisation of the available space so that we can maximise the tenancy ratio.

The development and roll-out of a first-rate tower infrastructure as 5G super host is just the beginning. Our vision is for our sites to be the launching pads for the digital, energy and transport transformations.

- Photovoltaic panels and wind turbines are generating green energy on our towers.
- The masts can also be equipped with plug-in systems for electric cars.
- Smart streetlights are already being combined with our towers today to support efficient street lighting in our cities.
- Intelligent transport systems and technologies such as self-driving cars require vast quantities of data, and those data have to be processed locally. Our towers can be used as part of the edge computing infrastructure.
- There is already a substantial need for connectivity on the railways and roads, and it will continue to increase. We want to be at the forefront of these developments with our innovative solutions.
- Drones will be used for a wide range of everyday applications in the future – logistics, for example. Both our ground-based and rooftop sites could be used as safe charging stations and landing points.

In this way, our multifunctional sites will become an integral part of the smart cities, villages and transport routes of the future.

And here is how we are doing it. Our strategy is based on the three pillars of People, Planet and Performance.

Let us start with People: Our people are what make our company unique. We have built a diverse team with a diverse talent mix. Vantage Towers has employees from 27 nations working in eight markets. And over 40% of them are women. Our corporate culture is inclusive, transparent and collaborative. We have a lean and flat organisation. All of these things foster an entrepreneurial mind-set.

The health and safety of our team is another of our top priorities. Digitalisation is useful in this respect because mobile working allows us to flexibly switch between the office and other work locations. It helps our employees to achieve a healthy work-life balance and makes us more

attractive as an employer. Mobile working is the norm for us – now and beyond the COVID-19 pandemic.

The Planet part of our strategy is about us providing our infrastructure in a sustainable and energy-efficient way, which is why energy innovations are one of our strategic priorities. By 2023 we intend to improve our power usage effectiveness by more than 15%. We are also investigating opportunities for more digitalisation and switching over to renewable energy sources to reduce emissions. Managing our physical infrastructure in a sustainable way is also important to us. Our motto is: Re-sell, Re-use and Re-cycle. By increasing our tenancy ratios we are also reducing our carbon footprint, because we are having to build less new infrastructure.

Lastly, Performance is at the heart of everything we do. We are focused on continuously increasing our revenue streams and growing our business – both organically and through strategically smart M&A transactions. At the same time, we are committed to our efficiency programmes. This allows us to drive shareholder value and generate attractive returns for you.

The pandemic has made it clear to us all how important excellent connectivity is in all areas of our lives. Governments have long realised: a resilient Europe needs fast networks in both urban and rural areas. The European Commission has set the ambitious target of covering all populated areas with 5G by 2030. Member State governments are making substantial funding available to accelerate mobile roll-out – in some cases via the EU Recovery and Resilience Facility. Personally, I'm delighted that policymakers have realised that our business model of infrastructure sharing can make an important contribution here. In Germany we are already actively involved in the 'white spot' programme to provide coverage in underserved rural areas. At the same time, the German government has set up an attractive EUR 1.1 billion subsidy programme with a goal to eliminate all not-spots in the Federal Republic. Through this programme, Vantage Towers may not only expand its tower portfolio, we are also performing an important function for society.

We are helping our customers to grow their business by providing them with a dependable infrastructure, whether they need additional network capacity, broader coverage or both. And in doing this we are meeting increasing densification and coverage expectations in Europe.

We are buoyed by the tailwind from a dynamic market and excellently positioned for continued growth.

What is our outlook for the current financial year?

In the current financial year ending 31st March 2022 we anticipate revenue in the range of EUR 995 million to EUR 1,010 million.

We expect that our revenue growth in the current financial year will keep the EBITDAaL margin stable versus the previous year. Let me explain EBITDAaL: it means EBITDA after leases and simply means EBITDA after the deduction of lease costs. Lease costs are our biggest cost item. That is why EBITDAaL is such an important indicator in our business.

We also want to generate strong cash flows in the future. In the current financial year we are aiming at a recurring free cash flow in the region of EUR 390 million to EUR 400 million.

In the medium term this trend is expected to lead to mid-single digit revenue growth. We are anticipating an adjusted EBITDAaL margin in the high 50% range.

Our outlook for the medium-term recurring free cash flow growth rate is in the mid-to-high single digit range.

Ladies and Gentlemen, as you can see our towers are high, but our aspirations are higher. In fact: the sky is the limit! Our company has abundant potential. I am impressed by the drive, motivation and enthusiasm that the Vantage Towers team has shown thus far. And I am excited about what lies ahead.

On behalf of my management colleagues I would like to thank everyone here at Vantage Towers for doing such an outstanding job.

And I would also like to thank you, our shareholders, for your support and confidence in us.”