

CERTIFICATION INSTRUCTIONS LETTER



VERIZON COMMUNICATIONS INC.
1095 Avenue of the Americas
New York, New York 10036
(212) 395-1000

June 12, 2025

To the beneficial owners, or representatives acting on behalf of beneficial owners, of the following securities:

<u>CUSIP Number(s)</u>	<u>Title of Security</u>
92343VGG3	1.450% Notes due 2026
92343VGE8	Floating Rate Notes due 2026
92343VDY7	4.125% Notes due 2027
92343VFF6	3.000% Notes due 2027
92343VER1/92343VEQ3/ U9221ABK3	4.329% Notes due 2028
92343VGH1	2.100% Notes due 2028
92343VEU4/92343VET7/U9221ABL1	4.016% Notes due 2029
92343VFE9	3.150% Notes due 2030
92343VFX7/92343VFN9/U9221ABS6	1.680% Notes due 2030
92344GAM8/92344GAC0	7.750% Notes due 2030

* * *

Verizon Communications Inc. ("Verizon") is considering undertaking transactions to purchase the above-listed outstanding debt securities (the "Old Notes") for cash (the "Cash Offers") on the terms and subject to the conditions set forth in the Offer to Purchase dated June 12, 2025 (the "Offer to Purchase"). If you are a beneficial owner, or a representative acting on behalf of a beneficial owner, of Old Notes that is an "Eligible Holder" (as defined below), please complete the attached Certification and return it to Global Bondholder Services Corporation at the address set forth in the Certification. If you are a beneficial owner of Old Notes that is not an Eligible Holder, you may not participate in the Cash Offers and you should not complete the attached Certification.

An "Ineligible Holder" is a beneficial owner of Old Notes that is either (a) a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act")); or (b) a person located outside the United States that is (i) not a "U.S. person" (as defined in Rule 902 under the Securities Act), (ii) not acting for the account or benefit of a U.S. person and (iii) a "Non-U.S. qualified offeree" (as defined below). All other holders of Old Notes are eligible to participate in the Cash Offers (such other holders, the "Eligible Holders"). The definitions of "qualified institutional buyer," "U.S. person" and "Non-U.S. qualified offeree" are set forth in Annex A hereto.

This letter neither is an offer nor a solicitation of an offer with respect to the Old Notes nor creates any obligations whatsoever on the part of Verizon to make any offer or on the part of the recipient to participate if an offer is made.

You may direct any questions to Global Bondholder Services Corporation, Attn: Corporate Actions, at 65 Broadway, Suite 404, New York, New York 10006, telephone number: (855) 654-2015 (toll-free), email: contact@gbsc-usa.com.

Very truly yours,

VERIZON COMMUNICATIONS INC.

“Qualified Institutional Buyer” means:

(1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:

(a) Any insurance company as defined in Section 2(a)(13) of the Securities Act of 1933, as amended (the “Securities Act”);

(b) Any investment company registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”), or any business development company as defined in Section 2(a)(48) of the Investment Company Act;

(c) Any small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;

(d) Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;

(e) Any employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended;

(f) Any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in subparagraph (1)(d) or (e) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;

(g) Any business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”);

(h) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Securities Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Securities Act or a foreign bank or savings and loan association or equivalent institution), partnership, or Massachusetts or similar business trust; and

(i) Any investment adviser registered under the Investment Advisers Act.

(2) Any dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer, *provided* that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer;

(3) Any dealer registered pursuant to Section 15 of the Exchange Act acting in a riskless principal transaction on behalf of a qualified institutional buyer;

(4) Any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a family of investment companies which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. “Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that

have the same investment adviser (or, in the case of unit investment trusts, the same depositor), *provided that*, for purposes of this subparagraph:

(a) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

(b) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company's adviser (or depositor) is a majority-owned subsidiary of the other investment company's adviser (or depositor);

(5) Any entity, all of the equity owners of which are qualified institutional buyers, acting for its own account or the accounts of other qualified institutional buyers; and

(6) Any bank as defined in Section 3(a)(2) of the Securities Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Securities Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under the rule in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

For purposes of the foregoing definition:

(1) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.

(2) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of the foregoing definition.

(3) In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

(4) "Riskless principal transaction" means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a qualified institutional buyer, including another dealer acting as riskless principal for a qualified institutional buyer.

* * * * *

"U.S. person" means:

(1) Any natural person resident in the United States;

- States;
- (2) Any partnership or corporation organized or incorporated under the laws of the United States;
 - (3) Any estate of which any executor or administrator is a U.S. person;
 - (4) Any trust of which any trustee is a U.S. person;
 - (5) Any agency or branch of a foreign entity located in the United States;
 - (6) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
 - (7) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
 - (8) Any partnership or corporation if:
 - (a) Organized or incorporated under the laws of any foreign jurisdiction; and
 - (b) Formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

* * * * *

“Non-U.S. qualified offeree” means:

- (1) in relation to each member state of the European Economic Area (each a “Member State”), with effect from and including the date on which Directive 2003/71/EC (as amended) (the “Prospectus Directive”) is implemented in that Member State:
 - (a) any legal entity which is a qualified investor as defined in Article 2(l)(e) of the Prospectus Directive; or
 - (b) any other entity in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of the New Notes shall require Verizon or the Dealer Managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive; or
- (2) in relation to each Member State, a person that is not a retail investor. For the purposes of this provision: (i) the expression “retail investor” means a person who is one (or more) of the following: (A) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (B) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (C) not a qualified investor as defined in the Prospectus Directive; or
- (3) any entity outside of the United States and the European Economic Area to whom the offers related to the New Notes may be made in compliance with all other applicable laws and regulations of any applicable jurisdiction.

Certification

To: Verizon Communications Inc.
c/o Global Bondholder Services Corporation
65 Broadway, Suite 404
New York, New York 10006
Email: contact@gbsc-usa.com
Facsimile: (212) 430-3775 or (212) 430-3779
To Confirm: (212) 430-3774
Attention: Corporate Actions

Ladies and Gentlemen:

The undersigned acknowledges receipt of your letter dated June 12, 2025 (the “Letter”) contemplating the Cash Offers (the “Transactions”). Capitalized terms used, but not defined, in this certification shall have the meanings set forth in the Letter.

The undersigned hereby represents and warrants to Verizon Communications Inc. (“Verizon”) as follows:

- (1) it is the beneficial owner, or is acting on behalf of a beneficial owner, of the Old Notes in the series and amount set forth below;
- (2) it is not a “qualified institutional buyer” (as defined in the Letter); and
- (3) it is not a person that is located outside the United States and that is (i) a non-U.S. person (as defined in the Letter), (ii) not acting for the account or benefit of a U.S. person and (iii) a “Non-U.S. qualified offeree” (as defined in the Letter).

To the extent that the undersigned is acting on behalf of beneficial owners of Old Notes, Schedule I hereto includes the name and other relevant information of each such beneficial owner.

The undersigned understands that it is providing the information contained herein to Verizon solely for purposes of Verizon’s consideration of the Transactions with respect to the Old Notes. This certification neither is an offer nor a solicitation of an offer with respect to the Old Notes nor creates any obligations whatsoever on the part of Verizon to make any offer or on the part of the undersigned to participate if an offer is made.

The undersigned agrees, subject to applicable law and regulations, (1) not to copy or reproduce any part of any materials (except as permitted therein) received in connection with the Transactions, (2) not to distribute or disclose any part of such materials or any of their contents (except as permitted therein) to anyone other than, if applicable, the aforementioned beneficial owners on whose behalf the undersigned is acting and (3) to notify Verizon if any of the representations the undersigned makes in this certification cease to be correct. The undersigned acknowledges that Verizon reserves the right to request any additional information it deems necessary for purposes of determining the undersigned’s eligibility to participate in the Cash Offers.

Dated: _____, 2025

Very truly yours,

By: _____
(Signature of Custodian)

By: _____
(Signature of Beneficial Holder)¹

(Name and Title)

(Institution)

(Address)

(City/State/Zip Code)

(Phone)

(Facsimile)

(E-Mail Address)

DTC Participant Number: _____

¹ To be signed by beneficial holder if beneficial holder is delivering this Certification to the Tender Agent.

Schedule I**Beneficial Owners**

Name:	
Institution (if any)	
Address	
Phone	
Facsimile	
E-mail address	
Voluntary Offering Instructions ("VOI") Number	

Series of Old Notes	CUSIP	Principal Amount Tendered (U.S.\$)

(if more than one Beneficial Owner, custodians may present the above information in spreadsheet format for each such Beneficial Owner)