

Deutsche Telekom AG

Deutsche Telekom AG: Release of a capital market information

Kapitalmarktinformation | 25 März 2024 06:00

Deutsche Telekom AG / Disclosure in accordance with Art. 5 (1) lit. a) of Regulation (EU) No. 596/2014 and Art. 2 (1) of Commission Delegated Regulation (EU) No. 2016/1052

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Bonn, March 25, 2024

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Deutsche Telekom AG ('DTAG') announced in an ad hoc announcement dated November 2, 2023, inter alia to buy back DTAG shares (ISIN: DE0005557508) for a total purchase price (excluding transaction costs) of up to 2 billion euros under a share buy-back program ('2024 share buy-back program'). The buy-back commenced on January 3, 2024 and will take place over the period ending on December 31, 2024. The purpose of the share buy-back is to recoup part of the dilution effect from DTAG's 2021 capital increase. DTAG's repurchased shares will therefore be canceled.

Shares are to be purchased in several tranches under the share buy-back program. A first tranche, with a purchase price (excluding transaction costs) of up to 550 million euros, is being purchased in the period from January 3, 2024 to no later than April 4, 2024 exclusively through Xetra trading on the Frankfurt Stock Exchange. At the beginning of the tranche, this encompassed up to 25,039,836 shares based on the share price at that time. The maximum total volume of up to 550 million euros from this first tranche will be increased by 250 million euros as of March 25, 2024 to up to 800 million euros. Based on the closing price in Xetra trading on the Frankfurt Stock Exchange on March 22, 2024 of 21.855 euros, the increase will encompass up to 11,439,030 shares. The term of this first tranche will be extended until May 17, 2024. In view of the shareholders' meeting 2024 scheduled for April 10, 2024 and its legally compliant execution, no shares are expected to be repurchased from April 8, 2024 up to and including April 10, 2024. The buy-back program is still to be carried out using Xetra trading on the Frankfurt Stock Exchange.

The 2024 share buy-back program will be based on the resolution of the DTAG shareholders'

meeting on April 1, 2021, under which the DTAG Board of Management has been authorized until March 31, 2026 to purchase shares with the amount of share capital accounted for by these shares totaling up to 1,218,933,400.57 euros. This corresponds to 10 percent of DTAG's share capital on the date of the resolution on the authorization. The maximum number of shares that DTAG may purchase under the existing authorization is therefore 476,145,859 shares. The consideration per share paid (excluding transaction costs) may not be more than 10 percent above or 20 percent below the market price of the shares determined by the opening auction on the trading day on which the contractual transaction was concluded in the Xetra trading system of Deutsche Börse AG (or a successor system).

DTAG will purchase own shares observing the principle of equal treatment of shareholders (§ 53a of the German Stock Corporation Act (Aktiengesetz – AktG)) and commissioning one or several credit institutions. Each credit institution commissioned is to make its decision on the timing of the purchase of DTAG shares in accordance with Art. 4 (2) lit. b) of Commission Delegated Regulation (EU) 2016/1052 from March 8, 2016 independently from and uninfluenced by DTAG. As such, DTAG will not influence the decisions of the respective credit institution in any way.

Own shares will be purchased in accordance with Art. 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 as well as the provisions of the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016. The DTAG shares will be purchased at market price in accordance with the conditions for trading pursuant to Art. 3 of the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016. In particular, the DTAG shares will not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. Furthermore, DTAG will not purchase on any trading day more than 25 percent of the average daily volume of the shares on the trading venue where the purchase is carried out. The average daily volume is based on the average daily volume traded during the 20 trading days preceding the date of purchase. DTAG will obligate every credit institution commissioned with the purchase of own shares under the 2024 share buy-back program to act accordingly.

The 2024 share buy-back program can be suspended and resumed again at any time if necessary and legally permitted.

Information on transactions relating to the 2024 share buy-back program will be publicly disclosed appropriately in detail and in aggregate form no later than by the end of the seventh daily market session following the date of execution of such transactions. In addition, DTAG will publish the disclosed transactions on its website (www.telekom.com) under Investor Relations, and will ensure that the information remains publicly available for at least five years from the date of disclosure.

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