

# Corporate Governance Statement in accordance with §§ 289f and 315d of the German Commercial Code

Sound systematic corporate governance based on sustainable value creation is particularly important for an international group such as Deutsche Telekom, with its many subsidiaries and associates. The Company complies with applicable laws, ethical standards, and national and international guidelines. The Supervisory Board and the Board of Management of Deutsche Telekom AG are convinced that corporate governance of this nature, taking both company- and industry-specific issues into account, is an important building block for the future success of Deutsche Telekom AG. Responsibility for compliance with the principles of sound corporate governance is vested in senior management, accordingly.

In the 2024 financial year, the Board of Management and Supervisory Board once again carefully examined the corporate governance of Deutsche Telekom AG and the Deutsche Telekom Group as well as the contents of the German Corporate Governance Code. During the reporting period just ended, Deutsche Telekom AG fulfilled all of the Code's recommendations. On December 30, 2024, the Supervisory Board and Board of Management of Deutsche Telekom AG issued a Declaration of Conformity with the German Corporate Governance Code, initially declaring no deviations for the 2025 financial year.

On January 27, 2025, the Board of Management and Supervisory Board published an update to the Declaration of Conformity from December 30, 2024, declaring, as a mere precautionary measure, a deviation from recommendation B.4.

Deutsche Telekom AG additionally voluntarily complies with the suggestions promulgated by the Code, with the following exception in respect of suggestion A.8: A.8 suggests that the Board of Management convene an extraordinary shareholders' meeting in the event of a takeover offer at which shareholders will discuss the offer and may decide on corporate actions. However, even utilizing the option of a virtual meeting and applying the rules on shorter notice periods for convocation provided for in such instances by the Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz – WpÜG), holding an extraordinary shareholders' meeting poses a sizable organizational challenge for listed companies, especially in the case of a takeover. In view of this, the Board of Management will decide on a case-by-case basis either to electively call an extraordinary shareholders' meeting or to set up an online forum to provide shareholders with an adequate alternative platform for dialog on the takeover offer.

## Declaration of Conformity pursuant to § 161 AktG from December 30, 2024

- I. The Board of Management and Supervisory Board of Deutsche Telekom AG hereby declare that, in the period since submission of the most recent declaration of conformity pursuant to § 161 AktG on December 30, 2023, Deutsche Telekom AG has fully complied with the recommendations of the Government Commission on the German Corporate Governance Code announced by the Federal Ministry of Justice on June 27, 2022, in the official section of the Federal Gazette (Bundesanzeiger).
- II. The Board of Management and the Supervisory Board of Deutsche Telekom AG further declare that as of today Deutsche Telekom AG will completely comply with the recommendations of the Government Commission on the German Corporate Governance Code, announced by the Federal Ministry of Justice on June 27, 2022, in the official section of the Federal Gazette (Bundesanzeiger).

## Update of the Declaration of Conformity 2024 pursuant to § 161 AktG from January 27, 2025

On 30 December 2024, the Board of Management and the Supervisory Board of Deutsche Telekom AG declared that the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the Federal Gazette on 27 June 2022 will be complied with without exception.

The Board of Management and the Supervisory Board of Deutsche Telekom AG update their Declaration of Conformity as a mere precaution with the following declaration of deviation from recommendation B.4:

According to recommendation B.4, any re-appointment of a member of the management board before the end of one year prior to the end of the term of appointment with concurrent termination of the current appointment shall only happen if special circumstances apply. On 27 January 2025, Mr. Timotheus Höttges was re-appointed as Chairman of the Board of Management of Deutsche Telekom AG by the Supervisory Board of Deutsche Telekom AG for the period from 1 February 2025 until 31 December 2028. At the same time the current appointment for the period until 31 December 2026 was terminated with effect as of the end of 31 January 2025.

Deutsche Telekom AG believes that there are special circumstances for the earlier reappointment. In particular, strategic reasons require today to safeguard continuity in the person of the Chairman of the Board of Management beyond 31 December 2026 for the company.

Deutsche Telekom AG nonetheless declares, as a matter of precaution, that it deviates from recommendation B.4 with the early re-appointment of Mr. Timotheus Höttges as member of the Board of Management. This declaration is made to avoid any legal uncertainty. Deutsche Telekom AG intends to comply with the recommendation B.4 again for future re-appointments of members of the Board of Management.

Otherwise the Declaration of Conformity of 30 December 2024 remains unchanged.

| This Declaration of Conformity, along with the updated version, can be found on the Deutsche Telekom AG [website](#). It also provides access to the declarations of conformity from previous years.

## Remuneration Report/remuneration system

The remuneration system applicable to members of the Board of Management pursuant to § 87a (1) and (2), sentence 1 AktG, as approved by the Shareholders' Meeting on April 7, 2022, and the resolution of the Shareholders' Meeting on April 10, 2024 pursuant to § 113 (3) AktG on remuneration

for the members of the Supervisory Board, are available to the public on the Deutsche Telekom AG [website](#). The Remuneration Report and the related independent auditor's report pursuant to § 162 AktG are also published on the same website.

### Additional corporate governance practices

#### Compliance and internal Group rules

Compliance involves the observance of legal requirements and internal Group rules. Deutsche Telekom's compliance culture is a key component for corporate governance based on integrity and respect. Deutsche Telekom has expressed a Group-wide commitment to complying with ethical principles and both legal and statutory requirements. The Group has anchored this commitment in its Guiding Principles and its Code of Conduct.

Deutsche Telekom implemented a compliance management system with the aim of minimizing risks arising from systematic infringements of legal or ethical standards that could result in regulatory or criminal liability on the part of the company, its executive body members, or employees, or result in a significant loss of reputation. The Board of Management considers its overall responsibility for compliance as a key leadership task. The Chief Compliance Officer is responsible for the design and management of the compliance management system. Compliance officers implement the compliance management system and the compliance goals locally at the level of operating segments and national companies.

Deutsche Telekom's compliance management system is based on the Compliance Risk Assessment (CRA), which can be used to identify and assess compliance risks and introduce suitable preventative measures. To this end, Deutsche Telekom has introduced a process to be carried out at regular intervals. The companies that take part in the CRA are selected using a risk-based approach according to the level of maturity of their compliance management system (maturity-based model).

Group Compliance assists at a central level with local implementation and provides a standardized methodology under which risks are assessed according to their probability of occurrence and damage potential (inherent risk), pre-existing preventative measures in risk management are taken into consideration (actual risk), and new compliance measures are developed with clear assignment of the associated responsibilities.

In the reporting year, the CRA was performed at Deutsche Telekom AG and a further 101 domestic and international subsidiaries.

As a company listed on the United States stock exchange, T-Mobile US uses its own methodology to carry out a risk assessment; the company reports regularly on this risk assessment to the relevant bodies, which include representatives of Deutsche Telekom AG.

Deutsche Telekom regularly engages external auditors to audit its compliance management system in accordance with Auditing Standard 980 laid down by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer in Deutschland e.V. – IDW) focusing on the fight against corruption. In 2024, four years since the last audit, Deutsche Telekom AG and a further eight subsidiaries in Germany underwent a repeat IDW AS 980 audit. Alongside compliance processes, the audits focused in particular on processes that are exposed to an increased risk of corruption, for example, in procurement, sales, events, donations, sponsorships, mergers and acquisitions, and human resources. As in the earlier audits, the effectiveness of the compliance management system, particularly in respect of anti-corruption, was once again confirmed for all audited entities. IDW AS 980 audits are scheduled for further selected international subsidiaries in 2025.

| For further information on the compliance management system, the Code of Conduct, and the Code of Ethics, please refer to the Deutsche Telekom AG [website](#).

#### Guiding Principles

Culture is part of the corporate DNA and, as such, influences not only the ways of working, but also the success of a company. Deutsche Telekom AG has therefore introduced a set of Guiding Principles, which are continually updated and adapted. They allow us to reflect on our behavior on a daily basis and act as an indicator of our culture.

| Further information on the Guiding Principles can be found on the Deutsche Telekom AG's [website](#).

#### Corporate responsibility

Corporate responsibility forms the basis for all of our business relationships and activities. As an integral part of the Group's strategy, sustainability is systematically anchored in our organization. The purpose of sustainability management is to analyze and assess not only the impact the Company and its activities have on the environment and society, but also the effects of the environment and society on the Company, with the goal of working constructively to improve this interplay.

| We will publish further information on corporate responsibility in our 2024 CR Report in May.

### Working methods of the Board of Management and the Supervisory Board as well as composition and working methods of committees

#### Cooperation between the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board work closely together for the good of the Company and maintain regular contact. The Board of Management agrees the Company's strategic alignment with the Supervisory Board and discusses the status of strategy implementation with the Supervisory Board at regular intervals. The Supervisory Board of Deutsche Telekom AG holds a minimum of four meetings a year. In the 2024 financial year, there were six Supervisory Board meetings and one off-site conference on the strategic alignment of the Company. In addition to the long-term financial goals, environmental and social goals are also given due consideration in the corporate strategy. In the lead-up to the Supervisory Board meetings, separate preparatory meetings of the shareholders' and employees' representatives are held on a regular basis. The Supervisory Board also convenes meetings without the Board of Management in attendance as and when it deems necessary. Every member of the Supervisory Board is required to declare any conflicts of interest to the Chair of the Supervisory Board. The Supervisory Board's report to the Shareholders' Meeting contains disclosures of any conflicts of interest and action taken in this regard.

| For further information on conflicts of interest, please refer to the section "[Supervisory Board's report to the 2025 Shareholders' Meeting](#)" in the 2024 Annual Report and on the Deutsche Telekom AG [website](#).

In addition, in the 2024 financial year, 28 meetings of the Supervisory Board committees were held. The Board of Management keeps the Supervisory Board fully and regularly informed in good time, in particular of corporate strategy, planning, business development, sustainability, regulation, the risk situation, the risk and opportunity management system, compliance, innovation focuses, and any deviations in the business developments from original plans, as well as significant business transactions involving the Company and major Group companies. The Board of Management regularly submits written and oral reports. Between meetings, the Board of Management also informs the Supervisory Board of the current business development of the Group and its segments on a monthly basis. The Board of Management reports to the Supervisory Board on individual issues in writing or in discussions. The reporting obligations of the Board of Management specified by the Supervisory Board go beyond statutory requirements. The activities of the Board

of Management and the Supervisory Board, as well as the Audit and Finance Committee of the Supervisory Board, are specified in separate Rules of Procedure. Those governing the Board of Management also stipulate, in particular, the schedule of responsibilities and the majorities required for resolutions. The members of the Board of Management, in particular the Chair, exchange information regularly in person with the Chair of the Supervisory Board.

| For further information on cooperation between the Board of Management and the Supervisory Board, please refer to the section "[Supervisory Board's report to the 2025 Shareholders' Meeting](#)" in the 2024 Annual Report and on the Deutsche Telekom AG [website](#). This is where you can also find the current Rules of Procedure of the executive bodies.

### Working methods and schedule of responsibilities of the Board of Management

The Board of Management normally meets on a weekly basis. As a rule, its resolutions are adopted by simple majority and within the scope of its meetings. The Board of Management's Schedule of Responsibilities states that there are eight Board departments: the department of the Chair of the Board of Management; Finance; Human Resources and Legal Affairs; Technology and Innovation; Germany; Europe; T-Systems; and USA and Group Development. The members of the Board of Management jointly bear responsibility for the management of the entire Company. They work together in a cooperative manner and continually inform one another of important measures and activities in their departments.

Irrespective of the joint responsibility of all members of the Board of Management, each individual member of the Board of Management is authorized to manage the spheres of responsibility allocated to them in the Schedule of Responsibilities. Certain matters, particularly those where the law requires the involvement of the entire Board of Management, are subject to approval by the full Board of Management. Furthermore, every Board of Management member can submit matters to the full Board of Management for decision.

The Chair of the Board of Management leads the work of the Board of Management and regulates the cooperation of the members of the Board of Management, particularly in the event of any overlap in the areas of responsibility. They represent the Company and its corporate policy to the public, unless special matters have been assigned to another Board of Management member by the Schedule of Responsibilities or based on any special Board of Management resolution. They are also responsible for directing the cooperation with the Supervisory Board.

### Composition and working methods of the Board of Management committees

To further the efficient performance of its duties, the Board of Management has established two permanent committees that include people who are not members of the Board of Management. These committees do not have the authority to take decisions that are by law matters to be dealt with by the full Board of Management.

The Asset Committee advises the entire Board of Management on matters concerning the economically and strategically optimum allocation of resources, on investment projects, and on measures with key economic significance.

The Mergers and Acquisitions (M&A) Committee decides on the implementation of certain M&A transactions of low strategic relevance and which are below defined value thresholds, as well as the integration of these transactions.

#### Board of Management committees

Committee	Members	Committee	Members
<b>Asset Committee</b>	Member of the Board of Management, Member of the Board of Management, Head of the Corporate Operating Office Chief Information Officer Senior Vice President, Group Controlling Senior Vice President, Group Strategy Senior Vice President, Group Procurement Financial Directors of the segments Germany, Europe, and Chief Technology Officer, Germany Senior Vice President, Consumers, Germany Senior Vice President, Technology (NT/IT), Europe Senior Vice President, Commercial, Europe	<b>M&amp;A Committee</b>	Chair of the Board of Management Member of the Board of Management, Member of the Board of Management, Senior Vice President, Mergers & Acquisitions Senior Vice President, Group Strategy

| For the current composition of the Board of Management committees, please refer to the Deutsche Telekom AG [website](#).

### Working methods of the Supervisory Board

The Supervisory Board appoints the members of the Board of Management and regularly supervises its management of the Company. The Supervisory Board is directly involved in all decisions of strategic importance to the Company. This involvement is guaranteed through the specification of approval provisos for the Supervisory Board and through the agreement of the strategic alignment of the Company. The work of the Supervisory Board is specified in Rules of Procedure. To clarify the reporting obligations on the part of the Board of Management, the Supervisory Board has drawn up a list of transactions and actions subject to approval. This list forms an integral part of the Rules of Procedure for the Supervisory Board and the Board of Management, respectively.

| For the current Rules of Procedure, please refer to the Deutsche Telekom AG [website](#).

The Supervisory Board and Audit and Finance Committee each assess the efficiency of their work every two years, to regularly review how effectively the full Supervisory Board and its committees fulfill their mandates, and to provide fresh impetus for the Supervisory Board's work. The internal self-assessment carried out to this end is based on a comprehensive questionnaire followed by intense discussion and consultation on the results by the entire Supervisory Board and the Audit Committee. The questionnaire covers aspects that have a material effect on the Supervisory Board's performance of its duties, such as key agenda topics, culture, the flow of information, committee structure, the Supervisory Board Chair's leadership, the quality of consultations and strategic discussions, as well as the working relationship between the Supervisory Board and the Board of Management. The evaluation of the questionnaire provides a detailed self-assessment from which action areas are derived. The Supervisory Board carried out its last efficiency assessment in the 2023 financial year. As well as the work of the Supervisory Board as a whole, it also considered the work of all of the Board's committees.

A further, separate evaluation of the Audit and finance Committee was carried out most recently in the 2024 financial year. The assessments were carried out without external support.

An onboarding process for new Supervisory Board members is in place. The Company offers new Supervisory Board members a customized program to introduce them to the industry and the situation of the Company. This includes discussions with all Board of Management members; an introduction to the corporate strategy, current trends, and challenges; and opportunities to learn about specific technology-related topics.

The members of the Supervisory Board generally take on the necessary training and further education measures required for their tasks on their own initiative. Deutsche Telekom offers supporting information events and workshops – in 2024 the main focus was on ESG requirements and sustainability reporting – delivered by experts from within the Company. Company visits and presentations of the latest product innovations are additionally arranged and offered to the Supervisory Board members to enhance their understanding of the Company. They also inform themselves and undergo continued training on current topics both within and outside of the Supervisory Board's meetings.

The Chair of the Supervisory Board coordinates the work of the Supervisory Board and presides over its meetings. In addition to the organizational tasks relating to the Supervisory Board, they maintain regular contact with the Board of Management, particularly the Chair, to discuss issues relating to the Company's strategy, planning, business development, sustainability, regulation, the risk situation, the risk and opportunity management system, and compliance, and are informed of the general business situation and significant events. In this context, the Chair of the Board of Management in particular informs the Chair of the Supervisory Board of all events that are significant to the situation, development, and governance of the Company.

#### **Composition and working methods of the Supervisory Board's committees**

In order to perform its tasks effectively, in the 2024 financial year the Supervisory Board had six committees with the following responsibilities: The General Committee deals with personnel matters relating to the Board of Management (including Board of Management remuneration matters) and prepares the meetings of the Supervisory Board. The Audit and Finance Committee performs the tasks required by law and recommended by the German Corporate Governance Code. These include, in particular, the monitoring of accounting and the accounting process, the effectiveness of the internal control system, the risk and opportunity management system, the internal auditing system, the auditing of financial statements, compliance, including the compliance management system, and data privacy and data security. The Audit and Finance Committee deals with legal disputes as well as cybersecurity and the resulting risks for the Group, and prepares the audit of the combined sustainability statement. It prepares the resolution on key points of the budget and the annual financing plan for the Supervisory Board, and deals with medium-term planning. Lastly, the Audit and Finance Committee deals with complex corporate financial and business activities passed on to it by the Supervisory Board Chair or by the Supervisory Board for examination and discussion. The Staff Committee deals with general personnel matters not relating to the Board of Management, including structures of human resources development and quantitative and qualitative staff planning. The Strategy, ESG, and Innovation Committee periodically deals with the Group strategy, the strategy for the operating segments (Germany, United States, Europe, Systems Solutions), ESG topics, and preparations and decision-making in connection with M&A transactions. It also supports innovation and technological developments at infrastructure and product level and supports the Board of Management with advice on how to tap new growth areas. Furthermore, the Supervisory Board has formed a Nomination Committee, which consists exclusively of shareholders' representatives. The Nomination Committee is responsible in particular for proposing to the Supervisory Board suitable candidates for the latter to subsequently recommend to the shareholders' meeting for election. The Nomination Committee does this in compliance with legal requirements, the German Corporate Governance Code, and the Rules of Procedure of the Supervisory Board, and taking into account the targets adopted by the Supervisory Board as regards its composition, as well as the profile of skills and expertise developed by the Supervisory Board for the overall Board and its qualification matrix. Moreover, the Nomination Committee defines the requirements for the specific position to be filled. It creates a requirements profile, identifies and assesses potential candidates, and submits proposals for election for the shareholders' meeting to the Supervisory Board. In addition, there is a Mediation Committee, which was formed in accordance with § 27 (3) of the Codetermination Act. The Supervisory Board may also establish temporary committees to serve needs as they arise (e.g., Special Committee for U.S. Business). In the 2024 financial year, there were no such temporary committees.

| For the current composition and new structure of the Supervisory Board committees, please refer to the Deutsche Telekom AG [website](#).

The committee chairs each report to the Supervisory Board on a regular basis on the work of the committees.

The Chair of the Audit and Finance Committee, Dagmar P. Kollmann, due to her many years of experience in investment banking as a Board member and as CEO of Morgan Stanley Bank AG, Frankfurt/Main, and her numerous memberships lasting for many years in a range of audit committees and risk committees of the supervisory boards of listed and non-listed multinational companies, in some cases also as chairwoman, has considerable expertise in the fields of accounting and the audit of financial statements, including sustainability reporting and its auditing. Her expertise in regard to accounting consists in particular of specific knowledge and experience in the application of accounting standards and internal control and risk management systems, and in regard to the audit of financial statements, of specific knowledge and experience in that area. Dagmar Kollmann undergoes regular training on the topics listed above from both internal and external providers. In her recent training, she has focused in particular on national and international legislation governing sustainability reporting.

Ms. Kollmann is independent from the Company and the Board of Management, and is not a former member of the Board of Management of Deutsche Telekom AG.

As a member of the Audit and Finance Committee, Dr. Helga Jung, due to her diverse responsibilities in the Finance department at the Allianz Group and her years of experience as a member of the Board of Management of Allianz SE, Munich, as well as her long-term membership of the Audit Committee of Allianz Deutschland AG, Munich, also has considerable expertise in the fields of accounting and the auditing of financial statements. Her expertise in regard to accounting consists in particular of specific knowledge and experience in the application of accounting standards and internal control and risk management systems, and in regard to the audit of financial statements, of specific knowledge and experience in that area. Dr. Jung undergoes regular training on the topics listed above from both internal and external providers.

As a member of the Audit and Finance Committee, Petra Steffi Kreusel, due to her responsibilities in Group Controlling and Group Accounting at Grundig AG, Fürth, Philips GmbH, Hamburg, and at the Deutsche Telekom Group, as well as her long-term membership of the Audit Committee of the Supervisory Board of Deutsche Telekom AG, Bonn, has considerable expertise in the fields of accounting and the auditing of financial statements, including sustainability reporting and its auditing. Her expertise in regard to accounting consists in particular of specific knowledge and experience in the application of accounting standards and internal control and risk management systems, and in regard to the audit of financial statements, of specific

knowledge and experience in that area. Ms. Kreusel undergoes regular training on the topics listed above from both internal and external providers. In her recent training, she has focused in particular on national and international legislation governing sustainability reporting.

#### Supervisory Board committees

Committee	Supervisory Board member	Committee	Supervisory Board member
<b>General Committee</b>		<b>Staff Committee</b>	
	Dr. Frank Appel (Chair)		Frank Sauerland (Chair)
	Katja Hessel, until December 31, 2024		Dr. Frank Appel
	Harald Krüger		Odysseus D. Chatzidis
	Kerstin Marx		Harald Krüger
	Frank Sauerland		Kerstin Marx
	Christoph Schmitz-Dethlefsen		Dr. Reinhard Ploss
<b>Audit and Finance Committee</b>			Nicole Seelemann-Wandtke
	Dagmar P. Kollmann (Chair)		Margret Suckale
	Dr. Helga Jung	<b>Nomination Committee</b>	
	Petra Steffi Kreusel		Dr. Frank Appel (Chair)
	Kerstin Marx		Katja Hessel, until December 31, 2024
	Susanne Schöttke		Dagmar P. Kollmann
	Karl-Heinz Streibich	<b>Mediation Committee</b>	
	Karin Topel		Dr. Frank Appel (Chair)
	Stefan B. Wintels		Katja Hessel, until December 31, 2024
<b>Strategy, ESG, and Innovation Committee</b>			Kerstin Marx
	Dr. Frank Appel (Chair)		Christoph Schmitz-Dethlefsen
	Odysseus D. Chatzidis		
	Eric Daum		
	Constantin Greve		
	Katja Hessel, until December 31, 2024		
	Lars Hinrichs		
	Frank Sauerland		
	Margret Suckale		

#### Transparent shareholder communication

To provide our shareholders with a high level of transparency and equality of information, we are committed to providing institutional investors, retail shareholders, financial analysts, and the general public with regular, comprehensive, transparent, and up-to-date information about the Company's position at the same time and on an equal basis. Significant information, such as press releases, ad hoc notifications, presentations from analyst conferences, financial reports, and the financial calendar, is made available on the Company's websites. Dr. Appel, Chair of the Supervisory Board, is additionally in constant dialog with investors on Supervisory Board-specific topics.

#### Targets for the number of women on the Board of Management and at the two management levels directly below the Board of Management; compliance with minimum percentages for Supervisory Board members

##### Composition targets for the Board of Management and the two management levels directly below Board of Management level

The executive bodies at Deutsche Telekom AG are required by law (§ 76 (4) and § 111 (5) AktG) to set targets for the number of women on the Board of Management and at the two management levels directly below the Board of Management level, and to set deadlines for the achievement of these targets, on a regular basis. A report is to be made each year on the targets set and on the achievement of the targets set after the expiry of each deadline for implementation of these. Grounds must be given for any failure to meet the targets during the implementation period. Additionally, new appointments to the Board must comply with the legal requirement (§ 76 (3a) AktG) to include at least one woman and one man on the Board of Management. With three women and five men on its Board of Management at the close of the reporting year, Deutsche Telekom AG fulfills this requirement.

For the third, current, implementation period which began at the start of 2021, the executive bodies of Deutsche Telekom AG have set targets for the number of women on the Board of Management and the two management levels directly below the Board of Management level, as well as deadlines for their implementation. For the period January 1, 2021 through December 31, 2025, the Supervisory Board has set a target of 38 % of women (3/8) on the Board of Management, and the Board of Management has set a target of 30 % of women in each case for the two management levels directly below the Board of Management level.

When filling leadership positions within the Company, the Board of Management takes the aspect of diversity into account and strives in particular to give due consideration to women and internationality.

##### Minimum percentages for Supervisory Board members

In accordance with the law, the Supervisory Board of Deutsche Telekom AG must consist of a minimum of 30 % women and a minimum of 30 % men. Deutsche Telekom AG is required by law (§ 96 (2) AktG) to comply with minimum percentages for both the number of men and women when appointing members to the Supervisory Board. Grounds must be given for any failure to meet these standards. In the 2024 financial year, the Supervisory Board was composed of 45 % women and 55 % men. The minimum percentages of 30 % on the Supervisory Board were met in the 2024 financial year through joint compliance, i.e., considering the shareholders' representatives and the employees' representatives.

#### Information on the diversity concept

The aim of the diversity concept for the Supervisory Board and the Board of Management is to ensure in each case that the composition of these bodies takes into account the criteria of background, gender, origin, and age (diversity criteria), making them more diverse so that different experience and backgrounds are represented on the Supervisory Board and the Board of Management and to contribute to good corporate governance with the help of diversity of opinion and knowledge. The aim of taking the selected diversity criteria into account in the composition of these bodies is to work towards creating diversity of expertise and opinions in the bodies in question. The diversity of expertise in the bodies is to promote the members' understanding of the current business situation of the Company, while diversity of points of view within the bodies enables the members to consider other perspectives than their own and to better recognize opportunities and risks when making decisions.

### Diversity concept for the Board of Management

Taking into account the stipulations of the German Corporate Governance Code, the diversity concept encompasses the following objectives for the composition of the Board of Management:

As a whole, the Board of Management is in particular to have many years of experience in the telecommunications sector, technology, innovation, finance, digitalization, human resources management, and legal and compliance affairs.

The Supervisory Board has stipulated a quota for the Board of Management of 38 % women (3/8) by the end of 2025.

Until January 26, 2025, as a rule, members of the Board of Management were not to be older than 65 years of age. From January 27, 2025, as a rule, members of the Board of Management should not be older than 67 years of age.

In view of the Company's international focus, at least one member of the Board of Management is to have an international background.

### Long-term succession planning for the Board of Management

Together with the Board of Management and supported by the General Committee, the Supervisory Board ensures that there is long-term succession planning for the Board of Management. Long-term succession planning gives due consideration not only to the requirements of the Stock Corporation Act (Aktiengesetz), the German Corporate Governance Code, and the Rules of Procedure of the Supervisory Board, but also to the target set by the Supervisory Board for the number of women on the Board of Management, and the requirements laid down in the diversity concept adopted by the Supervisory Board regarding the composition of the Board of Management. Regular discussions are held with regard to internal and external candidates for each Board of Management department. In these discussions, the candidates' experience and qualifications are matched to the specific requirements profile of the respective Board of Management department. Potential succession candidates are then grouped into the categories "immediate," "medium term," and "long term." In addition, the Supervisory Board monitors an internal talent pool filled with high-potential candidates as a further category. Wherever development or training needs arise for individual candidates, specific development measures are agreed with them in person. A structured process is put in motion that is designed to provide the candidates in question with the requisite skills to assume responsibility for a Board of Management department. Where necessary, the Supervisory Board/General Committee is assisted by external advisors.

### Implementation of the diversity concept for the Board of Management

The diversity concept for the Board of Management is brought to bear during the process of appointing new Board members. When selecting candidates or proposing individuals for appointment to the Board of Management, the Supervisory Board/General Committee of the Supervisory Board takes into account the requirements adopted in the diversity concept for the Board of Management.

The members of the Board of Management cover a broad spectrum of knowledge and experience, and have strong educational and professional backgrounds and extensive international experience. The Board of Management members as a group are in possession of all of the knowledge and experience considered essential to Deutsche Telekom AG's activities. The experience of the Board of Management as a whole spans all business areas of importance to Deutsche Telekom AG, in particular in the field of telecommunications and infrastructure, as well as longstanding experience in the areas of information technology, innovation and digitalization, corporate development, finance, as well as legal affairs and human resources.

By resolution of October 13, 2023, Dr. Ferri Abolhassan was appointed as the Board member responsible for T-Systems for the period from January 1, 2024 to December 31, 2026. On February 22, 2024, the Supervisory Board resolved to reappoint Srinu Gopalan as the Board member responsible for the Germany Board department for the period from January 1, 2025 through December 31, 2029. The diversity concept was taken into consideration when making this decision.

Ensuring the adequate representation of women is of paramount importance in long-term succession planning for the Board of Management. Various age groups are represented on the Board of Management.

### Targets for the composition, profile of skills and expertise, and diversity concept for the Supervisory Board

Taking into account the stipulations of the German Corporate Governance Code, the diversity concept encompasses the following objectives for the composition of the Supervisory Board:

- Taking into account the Company's specific situation, the Supervisory Board resolves to consider the aspect of diversity in addition to the requisite expertise of a candidate when issuing recommendations for future appointments to the Supervisory Board to the competent election bodies.
- The Supervisory Board has to be composed in such a way that its members as a group possess the knowledge, ability, and expert experience required to properly perform its tasks.
- The Supervisory Board supports an appropriate representation of women on the Supervisory Board. A minimum of 30 % of members of the Supervisory Board shall be women.
- In view of the Company's international focus, candidates with an international background are to be given appropriate consideration in future appointments to the Supervisory Board.
- Conflicts of interest are to be avoided in appointments to the Supervisory Board.
- The term of office for members of the Supervisory Board shall end no later than the close of the shareholders' meeting after the Supervisory Board member reaches the age of 75 (standard age limit) unless there are special reasons for this not to be the case.
- A regular limit of three terms of office applies for membership of the Supervisory Board. Appointments by court order that are limited until the next shareholders' meeting, however, are not considered a term of office.

- Supervisory Board members representing the shareholders' side are proposed to the shareholders' meeting for appointment as a rule for a four-year term of office.
- The Supervisory Board shall include what the shareholders' representatives consider to be an appropriate number of independent members in line with recommendation C.6 of the German Corporate Governance Code. As such, the shareholders' representatives side considers that more than half of the shareholders' representatives shall be independent from the Company and its Board of Management within the meaning of recommendation C.7 of the German Corporate Governance Code. At least two shareholders' representatives must be independent from any controlling shareholder.

#### **Profile of skills and expertise**

The Supervisory Board considers the following skills, expertise, and knowledge to be essential for it to exercise its role:

##### **1. Strategic skills and expertise**

- TC/IT industry, related industries
- Market (competition and customers), sales and customer business, marketing
- Products
- Market participants
- Regulated industries
- M&A processes

##### **2. Financial skills and expertise**

- Accounting processes, risk management, audit of financial statements
- Financial KPIs and systems
- Capital and financial markets
- Corporate financing

##### **3. Control skills and expertise**

- Management/CEO
- Supervisory board
- International management experience
- Co-determination
- Legal affairs/compliance
- Data privacy/data security
- Corporate governance
- Regulatory and competition law
- Accounting, audit of financial statements, control and risk management systems

##### **4. Innovation skills and expertise**

- New technologies
- Digitalization
- IT/NT/telecommunications

##### **5. ESG (Environmental, Social, Governance) skills and expertise**

- Environmental sustainability
- Social sustainability
- Sustainability management

##### **6. HR skills and expertise**

- Human resources
- Change management
- Human resources development
- Organizational and cultural change
- Diversity
- Sustainability

#### **Implementation of the composition targets including the profile of skills and expertise, the qualification matrix, and the diversity concept for the Supervisory Board; independence of Supervisory Board members**

Both the Supervisory Board and the Nomination Committee of the Supervisory Board take account of the composition targets and the requirements laid down in the diversity concept for the process of selecting and nominating candidates for appointment to the Supervisory Board. The proposals to the shareholders' meeting regarding candidates for election took account of the targets, including the profile of skills and expertise, the qualification matrix, and the diversity concept.

In the Supervisory Board's opinion, the Supervisory Board in its current composition meets the composition targets and rounds out both the profile of skills and expertise and the diversity concept. The members of the Supervisory Board possess the professional and personal skills considered essential for the task. As a whole, they are familiar with the telecommunications sector and have the knowledge, abilities, and experience required to advise and monitor the Board of Management of Deutsche Telekom AG. A significant proportion of Supervisory Board members are active internationally or have extensive international experience. Diversity is given due consideration in the Supervisory Board. In the 2024 financial year, nine members of the Supervisory Board were women. As such, women accounted for 45 % of the Supervisory Board in the reporting year.

**Qualification matrix**

Name	Strategic skills and expertise	Financial skills and expertise	Control skills and expertise	Innovation skills and expertise	ESG skills and expertise	HR skills and expertise
Dr. Frank Appel	✓	✓	✓	✓	✓	✓
Odysseus D. Chatzidis	✓	–	✓	✓	✓	✓
Eric Daum	–	✓	✓	✓	✓	✓
Constantin Greve	✓	✓	✓	✓	✓	✓
Katja Hessel	✓	✓	✓	✓	✓	✓
Lars Hinrichs	✓	✓	✓	✓	✓	✓
Dr. Helga Jung	✓	✓	✓	–	✓	✓
Dagmar P. Kollmann	✓	✓	✓	✓	✓	✓
Petra Steffi Kreusel	✓	✓	✓	✓	✓	✓
Harald Krüger	✓	✓	✓	✓	✓	✓
Kerstin Marx	✓	✓	✓	–	✓	✓
Dr. Reinhard Ploss	✓	✓	✓	✓	✓	✓
Stefan Ramge	✓	✓	✓	✓	✓	✓
Frank Sauerland	✓	✓	✓	–	✓	✓
Susanne Schöttke	✓	✓	✓	–	✓	✓
Christoph Schmitz-Dethlefsen	✓	–	✓	–	✓	✓
Nicole Seelemann-Wandtke	✓	–	✓	✓	–	✓
Karl-Heinz Streibich	✓	✓	✓	✓	✓	✓
Margret Suckale	✓	✓	✓	✓	✓	✓
Karin Topel	✓	✓	✓	✓	✓	✓
Stefan B. Wintels	✓	✓	✓	✓	✓	✓

Based on self-assessment by the Supervisory Board members. In order to respond in the affirmative to one of the six skills and expertise areas, it is not necessary for the members of the Supervisory Board to offer every individual skill in the skills and expertise area in question.

The avoidance of conflicts of interest and compliance with the standard age limit and the regular limit on terms of office were taken into consideration in the appointments to the Supervisory Board.

With her proven experience and expertise in environmental, social, and governance (ESG) criteria, Margret Suckale has been appointed as the Supervisory Board's ESG expert.

In particular, Dr. Helga Jung, Dagmar P. Kollmann, and Petra Steffi Kreusel possess proven financial expertise and were therefore appointed by the Supervisory Board as members with particular knowledge and experience in accounting and financial reporting, within the meaning of § 100 (5) AktG.

According to the assessment of the shareholders' representatives on the Supervisory Board, in the reporting year all members on the shareholders' side were independent within the meaning of the German Corporate Governance Code. These were: Dr. Frank Appel, Katja Hessel, Lars Hinrichs, Dr. Helga Jung, Dagmar P. Kollmann, Harald Krüger, Dr. Reinhard Ploss, Karl-Heinz Streibich, Margret Suckale, and Stefan B. Wintels.

In their assessment of Dagmar P. Kollmann's independence, the shareholders' representatives took into consideration that she has been a member of the Supervisory Board for more than twelve years. According to the German Corporate Governance Code, this is an indicator for a lack of independence. Based on their professional judgment, the shareholders' representatives concluded that the indicator does not contradict their opinion that Ms. Kollmann is independent from the Company and its Board of Management. In her work on the Supervisory Board and its committees, as well as in the execution of her duties, Ms. Kollmann continues to demonstrate the necessary critical distance to the Company and its Board of Management along with the capacity for objective judgment. Moreover, Ms. Kollmann confirmed in a personal statement that she considers herself to be independent from the Company and its Board of Management.

As of December 31, 2024, the Federal Republic of Germany and KfW Bankengruppe jointly held a direct stake in Deutsche Telekom AG of around 27.8 %, making them the largest shareholders. The Federal Republic of Germany and KfW Bankengruppe neither individually nor jointly hold a controlling majority. It was therefore not necessary to consider the existence of a controlling shareholder in the assessment of the independence of the shareholders' representatives on the Supervisory Board.

**Changes to the Supervisory Board after the end of the 2024 financial year**

The Bonn District Court appointed Stefan Ramge to the Supervisory Board of Deutsche Telekom AG effective January 2, 2025 until the end of the next shareholders' meeting. He succeeds Katja Hessel, who resigned from her position on the Supervisory Board effective midnight on December 31, 2024. As of January 1, 2025, the Supervisory Board is composed of 40 % women and 60 % men. The minimum percentages of 30 % on the Supervisory Board are therefore both met through joint compliance. According to the assessment of the shareholders' representatives on the Supervisory Board, Mr. Ramge is independent within the meaning of the German Corporate Governance Code. Mr. Ramge has the necessary qualifications to take on this role. In the Supervisory Board's opinion, the Supervisory Board in its current composition meets the composition targets and satisfies the requirements set by the profile of skills and expertise, and the diversity concept.

In January 2025, Lars Hinrichs resigned from his position on the Supervisory Board with effect from the end of the Shareholders' Meeting on April 9, 2025.

**Changes to the Board of Management after the end of the 2024 financial year**

On January 27, 2025, the Supervisory Board resolved to cancel the current appointment of Timotheus Höttges. He was reappointed to the Board of Management prematurely for the period from February 1, 2025 until midnight on December 31, 2028. He was reassigned the department of the Chair of the Board of Management.



The Supervisory Board additionally resolved on January 27, 2025 to terminate Srini Gopalan's Board position and to approve his termination agreement effective midnight on February 28, 2025. Srini Gopalan will assume the function of Chief Operating Officer at T-Mobile US effective March 1, 2025.

In the same meeting, the Supervisory Board approved the appointment of Rodrigo Diehl to the Board of Management for the period from March 1, 2025 to midnight on February 29, 2028. He was assigned to the Germany Board department.

In the Supervisory Board's opinion, the Board of Management in its future composition meets the composition targets and satisfies the requirements set by the diversity concept.