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T-Mobile Worldwide Holding GmbH
Bonn

Annual financial statements as of December 31, 2009

Auditors' report

Contents

Annual financial statements.....	
1. Balance sheet as of December 31, 2009	
2. Statement of income for the period from January 1, 2009 to December 31, 2009	
3. Notes to the 2009 annual financial statements.....	
Annexes to the notes.....	
Annex I: Statement of noncurrent assets	
Annex II: Statement of investment holdings in accordance with § 285 (11) HGB	
Auditors' report	

Balance sheet as of December 31, 2009

Assets

	Dec. 31, 2009	Dec. 31, 2008
	€	€
A. NONCURRENT ASSETS		
I. Financial assets		
Investments in subsidiaries	130,203,000.00	130,203,000.00
B. Current assets		
I. Receivables and other assets		
1. Receivables from shareholders	1,847,814,238.83	1,847,818,415.17
2. Receivables from subsidiaries	0.00	6,769.57
3. Other assets	4,104.26	6,784.43
	1,847,818,343.09	1,847,831,969.17
II. Cash and cash equivalents	0.00	742.36
	1,847,818,343.09	1,847,832,711.53
	1,978,021,343.09	1,978,035,711.53

Shareholders' equity and liabilities

	Dec. 31, 2009	Dec. 31, 2008
	€	€
A. Shareholders' equity		
I. Capital stock	25,000.00	25,000.00
II. Additional paid-in capital	1,977,926,816.97	1,977,926,816.97
III. Unappropriated net income	38,369.87	38,369.87
	1,977,990,186.84	1,977,990,186.84
B. Accruals		
- Other accruals	6,000.00	6,000.00
C. Liabilities		
1. Trade accounts payable	0.00	14,280.00
2. Payables to subsidiaries	25,156.25	25,244.69
(of which: with a remaining maturity of up to one year €25 thousand; prior year €25 thousand)	25,156.25	39,524.69
(of which: to shareholders €25 thousand; prior year €25 thousand)		
	1,978,021,343.09	1,978,035,711.53

Statement of income for the period from January 1 to December 31, 2009

	Jan. 1-Dec. 31, 2009	Jan. 1-Dec. 31, 2008
	€	€
1. General and administrative costs	-119,615.96	-119,346.99
2. Other operating income	33.60	2,662.00
3. Other interest and similar income (of which: from subsidiaries € 13,334 thousand; prior year € 72,253 thousand) (of which: from shareholders € 13,334 thousand; prior year € 72,253 thousand)	13,333,619.43	72,252,521.72
4. Results from ordinary business activities	13,214,037.07	72,135,836.73
5. Income taxes	239.13	259.99
6. Profit to be transferred under the terms of a profit and loss transfer agreement	-13,214,276.20	-72,136,096.72
7. Net income	0.00	0.00

**Annual financial statements for the financial year
from January 1 to December 31, 2009**

Notes to the 2009 annual financial statements

A. Description of business activities

The purpose of the Company is the performance of activities in all areas of mobile communications and related areas in Germany and abroad. The Company is entitled to conduct all transactions and to take any measures that appear suitable to serve the purpose of the Company. This includes the acquisition and disposal of companies and interests in companies as well as its activities as a holding company. It may form subsidiaries in Germany and abroad and establish branches if this is beneficial to the Company's business purpose.

B. General disclosures

The financial statements for the 2009 financial year have been prepared in accordance with the provisions of German GAAP, as specified in the German Commercial Code (*Handelsgesetzbuch* – HGB), applicable to large corporations. The Company did not exercise the option codified in § 66 (3) of the German Accounting Law Modernization Act (*Bilanzrechtsmodernisierungsgesetz* – BilMoG) for the advance first-time application of the new rules to be applied from the 2010 financial year.

In accordance with the draft letter from the Federal Ministry of Finance on the "authoritative principle that the computation of taxable profit should be based on financial accounting" dated October 12, 2009, the reverse authoritative principle is no longer deemed to be applicable for assessment periods from 2009 onwards. This view is contradicted by the transitional provisions set out in § 67 (3) and (4) of the Introductory Law to the Commercial Code (*Einführungsgesetz zum Handelsgesetzbuch* – EGHGB) established as part of BilMoG which allow the recognition of purely tax-related values in the financial accounts for financial years that began before January 1, 2010 (first-time recognition only permissible if the financial year began before May 29, 2009). Therefore, the discontinuation of the reverse authoritative principle has no effect on the annual financial statements as of December 31, 2009.

The balance sheet and the statement of income have been prepared in accordance with the classification requirements of § 266 and § 275 HGB. The statement of income has been prepared using the cost-of-sales method. All amounts are given in euros. The financial year is the calendar year. Certain items have been combined in the statement of income and the balance sheet in order to make the financial statements more informative and understandable. These items are presented separately or described in detail in the notes.

The Company is not required by law to prepare consolidated financial statements for the subgroup of T-Mobile Worldwide Holding GmbH in accordance with § 291 HGB

because the Company and its subsidiaries are included in the consolidated financial statements of Deutsche Telekom AG. The consolidated financial statements of Deutsche Telekom AG are filed with the commercial register at the Company's registered office in Bonn and published in the electronic Federal Gazette (*elektronischer Bundesanzeiger*).

The consolidated financial statements and Group management report of Deutsche Telekom AG are prepared in accordance with § 315a HGB applying the IFRSs endorsed by the EU and the IASB and providing for an exemption for T-Mobile Worldwide Holding GmbH.

No management report is prepared, pursuant to § 264 (1) sentence 3 HGB.

C. Accounting policies

Financial assets are recognized at acquisition cost. Write-downs are charged only if the impairment of financial assets is assumed to be permanent.

Receivables and other assets are carried at their nominal value.

Cash and cash equivalents are carried at their nominal amounts.

Other accruals are computed in accordance with prudent commercial practice. Allowance is made for all identifiable risks when measuring these accruals.

Liabilities are recognized at the higher of nominal amount or repayment amount.

Any short-term **foreign currency receivables and liabilities** are measured at the rate in effect at the balance sheet date.

D. Notes to the income statement and balance sheet items

I. Notes to the statement of income

1. Goods and services purchased

No goods and services were purchased in the 2009 financial year.

2. Personnel costs

As the Company did not employ any staff in the 2009 financial year, no personnel costs were incurred.

3. General and administrative costs

General and administrative costs mainly relate to transferred expenses for services provided by the shareholder for the Company (EUR 120 thousand).

4. Other interest and similar income

Interest income (EUR 13,334 thousand) relates primarily to interest income from the inhouse cash credit at Deutsche Telekom AG.

5. Net income

The annual financial statements as at December 31, 2009 showed a neutral result for the subsidiary as a result of the profit and loss transfer agreement that has been in force since January 15, 2001 once profit of EUR 13,214 thousand was transferred.

II. Notes to the balance sheet

1. Financial assets

The list of investment holdings of T-Mobile Worldwide Holding GmbH pursuant to § 285 No. 11 HGB is attached as Annex 2 to these notes.

The development of financial assets is shown in the statement of noncurrent assets.

2. Receivables and other assets

All receivables are due within one year and relate primarily to cash management receivables (EUR 1,861 thousand) from the shareholder Deutsche Telekom AG, Bonn.

3. Capital stock

T-Mobile Worldwide Holding GmbH's capital stock amounted to EUR 25,000.00 as of the balance sheet date.

All shares are held by Deutsche Telekom AG, Bonn.

4. Additional paid-in capital

EUR 1,071 million of the additional paid-in capital in accordance with § 272 (2) HGB relates to a transfer to the additional paid-in capital in the 2000 financial year and EUR 907 million to another transfer in 2003.

5. Other accruals

Other accruals of EUR 6 thousand relate to auditing fees.

6. Liabilities

Liabilities relate primarily to liabilities to the shareholder Deutsche Telekom AG from the invoicing of the joint service agreement (EUR 25 thousand). The liabilities are not secured.

E. Other disclosures

1. Disclosures on subsidiaries

T-Mobile Worldwide Holding GmbH is wholly owned by Deutsche Telekom AG. The previous sole shareholder, T-Mobile International AG, was merged into Deutsche Telekom AG on July 6, 2009 with retroactive effect from January 1, 2009 and entered in the commercial register on July 6, 2009. Deutsche Telekom AG has thus assumed all rights and obligations of TMO as the universal legal successor.

2. Other financial obligations

No disclosure requirements exist pursuant to § 285 No. 3 HGB. The annual commitments from the service agreement concluded with Deutsche Telekom AG amounted to EUR 101 thousand.

3. Guarantees and commitments

There were no guarantees and commitments at the balance sheet date.

4. Disclosures on related parties

There were no extraordinary transactions with related parties.

5. Disclosures on management remuneration

The managing directors did not receive any remuneration from the Company in the 2009 financial year.

6. Executive bodies of the Company

6.1 Supervisory Board

In accordance with an amendment to the articles of association dated January 22, 2001, T-Mobile Worldwide Holding GmbH (Smaragd Telekommunikationsdienste GmbH until August 25, 2003) has no Supervisory Board.

6.2 Managing Board

Michael Günther, Finance Director COO/ EU, Deutsche Telekom AG, Bonn

Frank Stoffer, Vice President OFCF & Compliance Management, Deutsche Telekom AG, Bonn

Dr. Uli Kühbacher, Executive Vice President, Member of the Management Board of GLA, Deutsche Telekom AG, Bonn

Fridbert Gerlach, International Program Management, Deutsche Telekom AG, Bonn

Bonn, February 5, 2010

The Managing Board

Michael Günther

Frank Stoffer

Dr. Uli Kühbacher

Fridbert Gerlach

Annexes to the notes

T-Mobile Worldwide Holding GmbH, Bonn**Statement of noncurrent assets for 2009**

	<i>Acquisition costs</i>				<i>Depreciation, amortization and write-downs</i>				<i>Net carrying amounts</i>	
	Jan. 1, 2009 €	Additions €	Disposals €	Dec. 31, 2009 €	Jan. 1, 2009 €	Additions €	Disposals €	Dec. 31, 2009 €	Dec. 31, 2009 €	Dec. 31, 2008 €
Financial assets										
Investments in subsidiaries										
Holdco Sp. z o.o., Warsaw	212,609,334.04	0.00	0.00	212,609,334.04	82,406,334.04	0.00	0.00	82,406,334.04	130,203,000.00	130,203,000.00
Total	212,609,334.04	0.00	0.00	212,609,334.04	82,406,334.04	0.00	0.00	82,406,334.04	130,203,000.00	130,203,000.00

T-Mobile Worldwide Holding GmbH

Full list of investment holdings in accordance with § 285 No.11 HGB of T-Mobile Worldwide Holding GmbH as of Dec. 31, 2009, including indirect investment holdings

Name and registered office	Shareholders' equity at Dec. 31, 2009		Proportion of capital stock direct shareholding		Proportion of capital stock indirect shareholding		Net income (+) 2009				
			Nominal value		Nominal value		Net loss (-) 2009				
			%		%						
1. Subsidiaries											
Holdco Sp. z o.o., Warsaw	PLN	639,670,671.00	100.00	PLN	4,000,000.00			PLN	3,532,936.00		
Polpager Sp. z o.o., Warsaw	PLN	-30,615,131.61				100.00	PLN	2,000,000.00	PLN	-3,425,156.18	1)
2. Associates and other investment holdings											
PTC, Polska Telefonia Cyfrowa Sp. z o.o., Warsaw	PLN	7,411,051,000.00				4.00	PLN	18,840,000.00	PLN	1,385,459,000.00	2)

1) - Shareholders' equity and net income/loss are figures as of Dec. 31, 2007

2) - Shareholders' equity and net income/loss are figures as of Dec. 31, 2008

Auditors' report

To T-Mobile Worldwide Holding GmbH, Bonn

We have audited the annual financial statements, consisting of the balance sheet, the statement of income, and the notes to the financial statements, together with the bookkeeping system, of T-Mobile Worldwide Holding GmbH, Bonn, for the financial year from January 1 to December 31, 2009. The accounting and the preparation of the annual financial statements in accordance with German commercial law are the responsibility of the Company's management. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 of the German Commercial Code (*Handelsgesetzbuch* – HGB) and the generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer in Deutschland (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position, and results of operations in the annual financial statements in accordance with the German principles of proper accounting are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and evaluations of possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the amounts and disclosures in the books and records are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the annual financial statements. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on our findings from our audit, the annual financial statements are in line with statutory requirements and give a true and fair view of the net assets, financial position, and results of operations of the Company in accordance with German principles of proper accounting.

Düsseldorf, February 5, 2010

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Rainer Kroker
Wirtschaftsprüfer

Erik Hönig
Wirtschaftsprüfer