

Copy of the Audit Certificate

Deutsche Telekom Training GmbH
Bonn

Annual financial statements as of December 31, 2009,
and management report for the 2009 financial year

Auditors' report

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Auditors' report

Deutsche Telekom Training GmbH

Management report for the 2009 financial year

1 Area of activities

The Company's areas of activity include the sale of all training services for Deutsche Telekom Training GmbH and Deutsche Telekom AG, Telekom Training, as well as the design, planning and provision of training, information and consultancy events in the areas of information processing and personal development.

2 Economic development

The training sector in Germany was again characterized by further consolidation in the reporting year. Economic development and the cost cutting measures introduced by companies once again created a difficult economic environment for the training industry. The market is made up of a number of small, local training providers and a limited number of large providers.

Deutsche Telekom Training GmbH is one of this small group of large providers in a position to offer a comprehensive and high-quality range of training services throughout Germany. Deutsche Telekom Training GmbH is based in Bonn and has offices in other locations, including Eschborn and Hamburg. It also has access to Deutsche Telekom's technologically-oriented Commundo conference hotels throughout Germany.

Deutsche Telekom Training GmbH's sales activities focus mainly on corporate customers. In addition to its range of traditional open seminars, it is continuing to expand its customer-specific project business, especially with existing customers. Since 2005, Deutsche Telekom Training GmbH has offered its customers training outsourcing solutions through Managed Training Services (MTS), combining the development, organization, administration and management of all training measures in its role as a service partner.

2.1 Business developments in 2009

Business in 2009 saw income after taxes before profit transfer of EUR 6,884 thousand and an increase in revenue of 18 percent to EUR 112,258 thousand (2008: EUR 95,263 thousand). Several Group-internal customer projects and structural changes within the Deutsche Telekom Group were instrumental in this development. As a result of these changes, training activities within the Group were purchased almost exclusively through Deutsche Telekom Training GmbH.

Deutsche Telekom Training GmbH has functioned exclusively as a sales company since January 1, 2004. As such, under the service agreement, Deutsche Telekom AG's Telekom Training unit bills the costs associated with the invoiced revenues of EUR 96,602 thousand (2008: EUR 80,657 thousand)

in the same amount to Deutsche Telekom Training GmbH as training services purchased.

Under the service agreement, the corresponding production costs of Deutsche Telekom Training GmbH, which amounted to EUR 3,945 thousand (2008: EUR 4,869 thousand) were passed on to Deutsche Telekom AG's Telekom Training unit and reported as other operating income.

The remaining revenue with an effect on Company profit was the commission (11 percent) on training revenue of Deutsche Telekom Training GmbH and Deutsche Telekom AG, Telekom Training, amounting to EUR 15,656 thousand (2008: EUR 14,606 thousand).

The financial performance indicators used in the management of Deutsche Telekom Training GmbH are commission revenue, which is directly dependent on training revenue and increased by 7 percent in 2009, and earnings before interest and taxes (EBIT), which amounted to EUR 6,872 thousand (2008: EUR 5,144 thousand).

2.2 Results of operations

The consolidation of training provision within the Deutsche Telekom Group in Germany in the Telekom Training unit, which was approved by Deutsche Telekom in 2006, and the training requirements arising from organizational changes within the Deutsche Telekom Group, made a significant contribution to the stable number of incoming orders at Deutsche Telekom Training GmbH in the current financial year. As a consequence of the significant expansion in business volume, particularly with the Group companies Deutsche Telekom Netzproduktion GmbH, Deutsche Telekom Kundenservice GmbH and T-Mobile Deutschland GmbH, planned total revenue for training (EUR 74 million) was exceeded by EUR 22.6 million (30 percent).

Owing to the concentration of Procurement on purchasing training services from Deutsche Telekom AG, Telekom Training, the savings potential resulting from synergy effects grew further in 2009.

Expenses amounted to EUR 109,419 thousand in 2009 (2008: EUR 95,107 thousand). Of this, some EUR 100,463 thousand (2008: EUR 85,451 thousand) was attributable to production costs, EUR 8,019 thousand (2008: EUR 9,208 thousand) to selling costs and EUR 938 thousand (2008: EUR 448 thousand) to administrative costs. The year-on-year increase is due to increased production costs of EUR 15,012 thousand, which are largely attributable to purchased training services – corresponding to training revenue – from Deutsche Telekom AG, Telekom Training under the service agreement.

Significant areas of expenditure included personnel costs (EUR 6,076 thousand; 2008: EUR 5,895 thousand) and expenses relating to goods and services purchased (EUR 96,602 thousand; 2008: EUR 80,814 thousand), which correspond to the Company's training revenue and were purchased as revenue-related production costs from Deutsche Telekom AG's Telekom Training unit.

With a constant rate of commission and lower selling costs (EUR -1,189 thousand), the significant increase in training revenue resulted in significantly

improved earnings of EUR 6,884 thousand (2008: EUR 5,325 thousand). All net income of Deutsche Telekom Training GmbH is transferred to Deutsche Telekom AG under the profit and loss transfer agreement concluded in 2003.

2.3 Net worth

The balance sheet total as of December 31, 2009 was EUR 7,435 thousand (2008: EUR 7,713 thousand). Noncurrent assets accounted for EUR 19 thousand (2008: EUR 63 thousand) and receivables and other assets for EUR 7,414 thousand (2008: EUR 7,647 thousand).

Accruals, at EUR 2,189 thousand (2008: EUR 2,156 thousand), include, in particular, pension accruals amounting to EUR 1,260 thousand (2008: EUR 1,157 thousand) and accruals for special remuneration totaling EUR 508 thousand (2008: EUR 556 thousand). Liabilities at December 31, 2009 amounted to EUR 2,290 thousand (2008: EUR 3,138 thousand). Prepaid expenses and deferred charges amounted to EUR 2,831 thousand (2008: EUR 2,295 thousand).

The decrease of EUR 278 thousand in the balance sheet total in 2009 was largely attributable on the assets side to a reduction of EUR 887 thousand in receivables from subsidiaries and an increase of EUR 652 thousand in trade accounts receivable. On the liabilities side, liabilities to subsidiaries fell by EUR 949 thousand year-on-year, whereas prepaid expenses and deferred charges increased by EUR 537 thousand, and pension accruals by EUR 103 thousand.

Deutsche Telekom Training GmbH has concluded a framework agreement with Deutsche Telekom AG for its inclusion in the Deutsche Telekom Group's cash concentration system, meaning that liquidity is ensured at all times.

2.4 HR Report

Measured at December 31, 2009, the number of employees in 2009 decreased by 6 to 81 (2008: 87) (as a headcount, excluding employees on parental leave) owing to the take-up of downsizing instruments. EUR 199 thousand in severance payments was paid out in 2009.

3 Future development of business

3.1 Outlook

By continuing to operate as a sales company, Deutsche Telekom Training GmbH plans to maintain the level of revenue reached in 2009 and once again achieve positive results from ordinary business activities in future.

Both Deutsche Telekom Training GmbH and Deutsche Telekom AG's Telekom Training unit are working towards a uniform management model, which will ensure a high degree of transparency with regard to business development.

3.2 Opportunities and risks

Deutsche Telekom Training GmbH is integrated into the risk management system (RMS) of Deutsche Telekom AG.

Owing to the positive result from ordinary business activities recorded in the financial year and the profit and loss transfer agreement currently in place with Deutsche Telekom AG, which came into effect on January 1, 2003 for an indefinite period, the Board foresees no risks that could jeopardize the continued existence of the Company as a going concern.

A possible drop in demand from the Deutsche Telekom Group for training services due to potential deconsolidation effects may present a – at present unquantifiable – risk to the future revenue and income of Deutsche Telekom Training GmbH. In other words, as a result of the disposal and planned disposal of subsidiaries, these subsidiaries may no longer require the training services of Deutsche Telekom Training GmbH.

At the same time, however, the following points represent opportunities for the stabilization of the operating result:

- The consolidation of training demand in Germany within the Telekom Training unit as agreed by Deutsche Telekom for the Group will continue to bolster the level of incoming orders at Deutsche Telekom Training GmbH in 2010. This is because a large proportion of this demand will be purchased from Telekom Training by the individual units instead of being purchased directly on the external market.
- In order to optimize the purchase of external services, improve the consistent utilization of internal resources and capitalize on growth effects, the concentration of training within the Group is currently being considered. A detailed plan is expected to be completed in the first half of 2010.

The current economic situation in Germany (financial market crisis, automotive industry) may also have an effect on the external revenue of Telekom Training GmbH. BMW and Audi have already placed planned contracts on hold (volume: up to EUR 2 million for 2010). Further revenue losses from external customers cannot be ruled out.

No significant events occurred after the reporting date.

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

Deutsche Telekom Training GmbH, Bonn

Balance sheet as of December 31, 2009

Assets

	Dec. 31, 2009	Dec. 31, 2008
	EUR	EUR
A. Noncurrent assets		
I. Intangible assets		
1. Concessions, industrial property and similar rights and assets, and licenses in such rights and assets	7,863.00	47,093.00
II. Property, plant and equipment		
1. Other equipment, plant and office equipment	11,489.00	16,040.00
	19,352.00	63,133.00
B. Current assets		
I. Receivables and other assets		
1. Trade accounts receivable	910,660.55	258,657.38
2. Receivables from subsidiaries	6,480,618.33	7,367,968.46
3. Other assets	22,333.80	20,442.16
	7,413,612.68	7,647,068.00
II. Cash in hand, cash in banks	0.00	242.55
	7,413,612.68	7,647,310.55
C. Current assets	1,573.78	2,930.39
	7,434,538.46	7,713,373.94

Shareholders' equity and liabilities

	Dec. 31, 2009	Dec. 31, 2008
	EUR	EUR
A. Shareholders' equity		
I. Capital stock	102,300.00	102,300.00
II. Unappropriated net income	22,687.50	22,687.50
	124,987.50	124,987.50
B. Accruals		
1. Pension accruals	1,259,878.00	1,156,568.00
2. Other accruals	928,856.40	999,471.40
	2,188,734.40	2,156,039.40
C. Liabilities		
C. Trade accounts payable		
D. Liabilities to subsidiaries (of which: to the shareholder € 2,106,624.95; Dec. 31, 2008 € 3,055,560.99)	0.00	2,852.09
E. Other liabilities (of which: from taxes €179,298.13; Dec. 31, 2008: € 78,954.13)	2,106,624.95 182,935.75	3,055,560.99 79,214.03
	2,289,560.70	3,137,627.11
D. Prepaid expenses and deferred charges	2,831,255.86	2,294,719.93
	7,434,538.46	7,713,373.94

Deutsche Telekom Training GmbH, Bonn

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

	Dec. 31, 2009	Dec. 31, 2008
	EUR	EUR
1. Net revenue	112,258,279.89	95,263,474.47
2. Cost of sales	100,462,640.01	85,451,001.12
3. Gross profit/loss	11,795,639.88	9,812,473.35
4. Selling costs	8,018,552.50	9,207,526.54
5. General and administrative costs	937,832.35	448,113.13
6. Other operating income	4,032,402.23	4,987,501.12
7. Other interest and similar income (of which: from subsidiaries € 17,873.61; prior year € 158,203.91)	17,873.61	158,203.91
8. Interest and similar expenses (of which: to subsidiaries € 6,435.49; prior year € 53.97)	6,435.49	53.97
9. Result from ordinary business activities	6,883,095.38	5,302,484.74
10. Other taxes	-1,033.10	-22,311.10
11. Costs arising under profit and loss transfer agreement	6,884,128.48	5,324,795.84
12. Income after taxes	0.00	0.00

Deutsche Telekom Training GmbH

Notes to the annual financial statements for the 2009 financial year

I. General disclosures and remarks

4 Description of business activities

The Company's areas of activity include the provision of all training services for Deutsche Telekom Training GmbH and Deutsche Telekom AG, Telekom Training, as well as the design, planning and provision of training, information and consultancy events and personal development.

5 Summary of significant accounting principles

The annual financial statements of Deutsche Telekom for the 2009 financial year are prepared in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch* – HGB) and the German Stock Corporation Act (*Aktiengesetz* – AktG). The Company did not exercise the option codified in § 66 (3) of the Introductory Act to the German Commercial Code (*Einführungsgesetz zum Handelsgesetzbuch* – EGHGB) for the advance first-time application of the new accounting requirements, which come into force 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 section 67 (3) and (4) EGHGB established as part of the German Accounting Law Modernization Act (*Bilanzrechtsmodernisierungsgesetz* – 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 requirements of HGB for medium-sized corporations within the meaning of section 267 (2) HGB apply. The balance sheet and the statement of income are prepared in accordance with the classification requirements of § 266 and § 275 HGB. The statement of income is prepared using the cost of sales method.

The classifications of the balance sheet and statement of income are comparable with the respective classifications of the prior year.

6 Accounting policies

The annual financial statements include all assets, liabilities, prepaid expenses, deferred charges, deferred income, expenses and income unless otherwise stipulated by law. The Company's assets have not been offset against its liabilities and equity, and its expenses have not been offset against its income.

The individual items are valued as follows:

- Purchased intangible assets are carried at acquisition cost and are amortized on a straight-line basis over their estimated useful lives.
- Property, plant and equipment is valued at acquisition or production cost, less depreciation.
- Depreciation is charged using the straight-line method. Since January 1, 2006, the depreciation of moveable noncurrent assets has been calculated using the linear method, not the tax-optimized declining-balance method. Depreciation has been calculated on a pro-rata basis since January 1, 2004. Until December 31, 2007, assets of low value were fully depreciated in the year of acquisition. Since January 1, 2008, in line with the applicable tax value limits following the 2008 Corporate Tax Reform Act dated May 25, 2007, these assets have either been immediately written off in the financial accounts in the year of acquisition or capitalized in the annual omnibus items of immaterial significance and depreciated over five years. These assets are presented as disposals in the statement of noncurrent assets when they are written off in full.
- Receivables and other assets are carried at their nominal value. Appropriate individual valuation allowances are made for all risky items; the general credit risk is accounted for using adequate flat-rate deductions. Allowance is made for general default and credit risk using a general valuation adjustment of 1 percent on the net receivables against which no specific bad debt provisions were made. Cash and cash equivalents are recognized at nominal value.
- Accruals for pensions and similar obligations are based on obligations to employees. These accruals are calculated on the basis of an actuarial report. Direct obligations are recognized using the accrual method in accordance with § 6a of the German Income Tax Act (*Einkommenssteuergesetz – EStG*) applying an interest rate of 6.0 percent. The computations for the obligations are based on the 2005 G life expectancy tables published by Prof. Klaus Heubeck.
- The other accruals are carried in the amount deemed necessary according to prudent commercial practice to take all identifiable risks and uncertain obligations into account.
- Liabilities are recognized at the higher of nominal value or repayment amount.

- Foreign-currency receivables are translated using the lower of the bid rate at the entry date or the exchange rate at the reporting date, while foreign-currency liabilities are measured at the higher of the ask rate at the entry date or the exchange rate at the reporting date.

II. Notes to the statement of income

1 Net revenue

Net revenue is classified as follows:

	2009	2008
	thousands of €	thousands of €
Net revenue	96,602	80,657
Commission revenue received under service agreements	15,656	14,606
	112,258	95,263

Revenues were generated almost exclusively (99 percent) in Germany.

2 Goods and services purchased

Raw materials and supplies and merchandise amounted to EUR 0 thousand in the 2009 financial year (prior year: EUR 11 thousand).

Expenses relating to goods and services purchased amounted to EUR 96,602 thousand in the 2009 financial year (prior year: EUR 80,814 thousand) and chiefly comprised expenses from the transfer of services under the billing agreement with the Training unit of Deutsche Telekom AG.

3 Personnel costs

Personnel costs to be borne by the Company totaled EUR 6,076 thousand in the reporting year (prior year: EUR 5,895 thousand). These include expenses relating to wages and salaries of EUR 5,122 thousand (prior year: EUR 4,928 thousand) and social security contributions and expenses for pension plans and benefits of EUR 954 thousand (prior year: EUR 967 thousand), EUR 155 thousand of which relates to pension plans (prior year: EUR 139 thousand).

4 Other operating income

Other operating income chiefly comprised income of EUR 3,968 thousand (prior year: EUR 4,884 thousand) from the transfer of costs under the billing agreement with the Training unit of Deutsche Telekom AG, income from the reversal of accruals (EUR 15 thousand; prior year EUR 35 thousand) and income from non-cash benefits (EUR 47 thousand; prior year EUR 51 thousand).

Other operating income includes EUR 15 thousand from the reversal of accruals from other accounting periods (prior year: EUR 35 thousand) and EUR 3 thousand from the reversal of valuation adjustments from other accounting periods (prior year: EUR 2 thousand).

5 General and administrative costs

As of the 2009 financial year, expenses for the maintenance of hardware and software (EUR 377 thousand; prior year: EUR 964 thousand) are included under general and administrative costs. In the prior year, they were included under production costs.

III. Notes to the balance sheet

1 Noncurrent assets

The development and classification of individual noncurrent asset items can be taken from the statement of noncurrent assets (annex to these notes).

2 Receivables and other assets

Receivables from subsidiaries include receivables from the shareholder, Deutsche Telekom AG, amounting to EUR 5,059 thousand (prior year: EUR 4,711 thousand).

Receivables from subsidiaries contain trade accounts receivable totaling EUR 1,434 thousand (prior year: EUR 7,368 thousand) and cash management claims of EUR 5,047 thousand (prior year: EUR 0).

All receivables and other assets have a remaining maturity of less than one year.

3 Other accruals

Other accruals mainly contain accruals for variable remuneration (EUR 508 thousand; prior year EUR 556 thousand), flexitime (EUR 102 thousand; prior year EUR 117 thousand), outstanding vacation (EUR 132 thousand; prior year EUR 134 thousand), and outstanding invoices (EUR 24 thousand; prior year EUR 10 thousand).

4 Liabilities

	Recognition		Of which with a remaining maturity of up to one year	
	Dec. 31, 2009	Dec. 31, 2008	Dec. 31, 2009	Dec. 31, 2008
	thousands of €	thousands of €	thousands of €	thousands of €
Trade accounts payable	0	3	0	3
Payables to subsidiaries	2,107	3,056	2,107	3,056
Other liabilities	183	79	183	79
	2,290	3,138	2,290	3,138

Liabilities to subsidiaries are made up entirely of liabilities to the shareholder. They include trade accounts payable amounting to EUR 1,910 thousand (prior year: EUR 0 thousand) and value-added tax liabilities of EUR 197 thousand (prior year: EUR 113 thousand). Liabilities at December 31, 2009 also included liabilities arising from participation in cash pooling in the amount of EUR 2,942 thousand.

Other liabilities contain wage tax liabilities of EUR 179 thousand (prior year: EUR 79 thousand).

All liabilities are unsecured.

IV. Other disclosures

1 Guarantees and commitments, and other financial obligations

Other financial obligations exist vis-à-vis subsidiaries and can be broken down as follows:

	2010	2011	Subsequent period
	thousands of €	thousands of €	thousands of €
To subsidiaries			
T-Systems Enterprise Services GmbH (flat fee for the use of workstation systems, IT modifications)	267	269	269
DeTeFleet Services GmbH (vehicle leasing)	97	100	103
Deutsche Telekom AG (personnel management services, accounting services, data protection, cost of renting office and training premises)	311	330	330
	692	699	702

2 Executive bodies

Board of Directors

The following persons were managing directors during the financial year:

- Thomas Marquardt, Director of Finance (until February 28, 2009)
- Frank Hohenadel, Director, Managing Director of the Management Board of Telekom Training (from March 1, 2009).
- Helmut Thillmann, Director of Sales (until January 31, 2010)

Management remuneration

The managing directors received no remuneration from the Company in the 2009 financial year.

Supervisory Board

Due to organizational restructuring within Deutsche Telekom AG, it is no longer necessary from a shareholder perspective to maintain the function of a facultative Supervisory Board as an additional executive body of the Company.

By the shareholder resolution of September 21, 2007, the facultative Supervisory Board was dissolved with effect from October 1, 2007. No notarized amendment to the Articles of Association within the meaning of § 53 GmbHG had been made as of the balance sheet date.

3 Relationship to the parent company

As of December 31, 2009, the Company is included in the consolidated financial statements of Deutsche Telekom AG, Bonn, which are published in the electronic Federal Gazette and can be accessed on the website of the register of companies of Deutsche Telekom AG.

4 Average number of employees

At the balance sheet date, Deutsche Telekom Training GmbH employed 73.8 staff (full-time equivalents) (prior year: 79.7). The average number of employees was 76.5 FTEs (prior year: 82.2).

Of the average of 76.5 (prior year: 82.2), 38.0 were women (prior year: 41.0) and 38.5 men (prior year: 41.2).

Bonn, April 7, 2010

Deutsche Telekom Training GmbH

Board of Directors

Frank Hohenadel

Deutsche Telekom Training GmbH

Statement of noncurrent assets

	Cost of sales				Depreciation, amortization and write-downs				Net carrying amount	
	Jan. 1, 2009	Additions	Disposals	Dec. 31, 2009	Jan. 1, 2009	Additions	Disposals	Dec. 31, 2009	Dec. 31, 2009	Dec. 31, 2008
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets										
1. Concessions, industrial property and similar rights and assets, and licenses in such rights and assets	218,667.73	0.00	0.00	218,667.73	171,574.73	39,230.00	0.00	210,804.73	7,863.00	47,093.00
II. Property, plant and equipment										
1. Other equipment, plant and office equipment	214,968.73	2,858.25	6,912.61	210,914.37	198,928.38	7,140.25	6,643.61	199,425.37	11,489.00	16,040.00
	433,636.46	2,858.25	6,912.61	429,582.10	370,503.46	58,378.15	6,643.61	370,503.46	19,352.00	63,133.00

This translation is for courtesy purposes only. The German original prevails.

Auditors' report

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 and the management report of Deutsche Telekom Training GmbH, Bonn for the financial year from January 1 to December 31, 2009. The bookkeeping and the preparation of the annual financial statements and the management report in accordance with German commercial law are the responsibility of the Company's Board of Directors. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and the management report based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 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 conformity with German principles of proper accounting and in the management report 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 disclosures in the books and records, the annual financial statements, and the management report are examined primarily on a sample basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Company's management, as well as evaluating the overall presentation of the annual financial statements and the management report. 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 the findings of 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. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Dusseldorf, April 7, 2010

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

(Thomas Tandetzki)
Wirtschaftsprüfer

(Melanie Zünkler)
Wirtschaftsprüferin