

DFMG Holding GmbH  
Bonn

**Copy of the Audit Certificate**  
**Annual financial statements and management report**  
**December 31, 2009**

Emst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

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**General Commissioning Terms**

**Notes:**

We have prepared the following auditors' report in compliance with statutory and professional requirements and regulations in accordance with the conditions described in the Appendix "Commissioning Terms, Liability and Conditions of Use."

If this document is used in electronic form for purposes of **publication** in the electronic Federal Gazette, only the files relating to accounting and, in the case of a legal audit requirement, the auditors' report and / or the audit certificate awarded are to be used for this purpose.

Auditors' report

To DFMG 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 and the management report of DFMG Holding GmbH, Bonn for the financial year from January 1, 2009 to December 31, 2009. The maintenance of the books and records and the preparation of the annual financial statements and the management report in accordance with German commercial law and the additional rules as laid down in the Company's articles of association 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, and the management report 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 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 test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Company's legal representatives, 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.



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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 the supplementary provisions of the Company's articles of association 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.

Leipzig, January 14, 2010

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

Mandler            Schurk  
Wirtschaftsprüfer    Wirtschaftsprüfer

**DFMG Holding GmbH, Bonn**  
**Balance sheet as of December 31, 2009**

Assets	Dec. 31, 2008	
	EUR	EUR (thou.)
<b>A. Noncurrent assets</b>		
<b>Financial assets</b>		
Investments in subsidiaries	25.000,00	25
<b>B. Current assets</b>		
<b>I. Receivables</b>		
Receivables from subsidiaries of which: from shareholders EUR 92,447.70 (prior year: EUR 85 thousand)	92.447,70	85
<b>II. Cash in banks</b>	4.890,97	5
	<u>97.338,67</u>	<u>90</u>
	<u>122.338,67</u>	<u>115</u>

Shareholders' equity and liabilities	Dec. 31, 2008	
	EUR	EUR (thou.)
<b>A. Shareholders' equity</b>		
<b>I. Capital stock</b>	26.000,00	26
<b>II. Additional paid-in capital</b>	27.751,18	28
	53.751,18	54
<b>B. Accruals</b>		
Other accruals	6.000,00	6
<b>C. Liabilities</b>		
Liabilities to subsidiaries of which: to shareholders EUR 0,00 (prior year: EUR 0 thousand)	62.587,49	55
	<u>122.338,67</u>	<u>115</u>

**DFMG Holding GmbH, Bonn**  
**Statement of income for 2009**

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	<u>EUR</u>	2008 <u>EUR (thou.)</u>
1. Other operating income	84,00	0
2. Other operating expenses	18.254,00	18
3. Income transferred under profit transfer agreement	168.460.223,61	179.079
4. Other interest and similar income of which: from shareholders EUR 641.73 (prior year: EUR 3 thou.)	641,73	3
5. Profit transferred on the basis of a profit/loss transfer agreement	<u>168.442.695,34</u>	<u>179.064</u>
6. Net income	<u><u>0,00</u></u>	<u><u>0</u></u>

# DFMG Holding GmbH, Bonn

## Notes to the 2009 annual financial statements

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### 1. General information

These annual financial statements have been prepared in accordance with § 242 et seq. and § 264 et seq. of the German Commercial Code (*Handelsgesetzbuch* – HGB) and the relevant provisions of the German Act on Limited Liability Companies (*GmbH-Gesetz*) and the Company's articles of association. The requirements for small companies apply.

The statement of income was prepared using the total cost method.

### 2. Accounting policies

The following accounting policies were significant for the preparation of the annual financial statements. These are largely unchanged.

**Financial assets** are recognized at the carrying amount of the investment.

**Receivables and other assets** are carried at their nominal value.

**Other accruals** cover all uncertain liabilities and loss contingencies arising from pending transactions.

**Liabilities** are carried at their repayment amount.

### 3. Notes to the balance sheet

#### Financial assets

Financial assets relate to the carrying amount of the investment in DFMG. DFMG Holding holds an equity interest in DFMG GmbH of 83.33 percent. DFMG recorded net income of EUR 168.5 million for the 2009 financial year.

#### Receivables

Receivables are made up exclusively of receivables from subsidiaries and relate to receivables from the shareholder DTAG in connection with cash concentration balances.



There are no receivables with a remaining maturity of more than one year.

### **Additional paid-in capital**

Additional paid-in capital remained unchanged at EUR 28 thousand.

### **Unappropriated net income**

Pursuant to the profit and loss transfer agreement concluded between the Company and DTAG on April 2, 2003, the unappropriated net income of EUR 168,442,695.34 as of December 31, 2009 was transferred to DTAG.

### **Other accruals**

Other accruals include the cost of auditing the annual financial statements. They are recognized in the amount deemed necessary according to prudent commercial judgment.

### **Liabilities**

Liabilities are made up entirely of liabilities to DFMG and have a remaining maturity of less than one year.

## **Guarantees and commitments, other financial obligations and off-balance-sheet business**

No guarantees and commitments exist vis-à-vis third parties or subsidiaries and there are no other financial obligations or off-balance-sheet transactions.

## **4. Notes to the statement of income**

### **Other operating expenses**

Other operating expenses mainly comprise costs relating to the preparation of annual financial statements and ongoing accounting costs.

### **Extraordinary income and expenses**

No extraordinary income or expenses were generated in the 2009 financial year.

### **Income taxes**

Due to fiscal unity with DTAG for trade tax and corporate income tax purposes, income taxes are reported in the financial statements of DTAG.

## 5. Other disclosures

### Board of Directors

Ulrich Maria Hartmann  
Dr. Joachim Peckert

Senior Executive, Taxes, DTAG, and  
Senior Executive, Legal Affairs, DTAG

### Employees

The Company has no employees other than the directors. Neither director receives remuneration from the Company for his services.

### Relationship with the Group

The Company's annual financial statements are included in the consolidated financial statements of Deutsche Telekom AG, Bonn as the parent company. These consolidated financial statements are prepared in accordance with international accounting and financial reporting standards (IAS/IFRS). The consolidated financial statements are filed with the commercial register at DTAG's registered office in Bonn.

Bonn, January 2010

Board of Directors

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Ulrich Hartmann

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Dr. Joachim Peckert

## **DFMG Holding GmbH, Bonn**

### **Management report for 2009**

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#### **General development of business in the 2009 financial year**

DFMG Holding did not develop any own operational business activities in the 2009 financial year. It performed its role as holding company and majority shareholder of DFMG Deutsche Funkturm GmbH, Münster (DFMG), in which it has held shares since November 2003.

A profit and loss transfer agreement with Deutsche Telekom AG, Bonn (DTAG) has been in place since January 1, 2003. After acquisition of the shares in DFMG, a profit and loss transfer agreement was also concluded with DFMG as a dependent company, with retroactive effect from January 1, 2003.

Performance in 2009 is therefore dependent on the profit/loss transferred by DFMG to the Company. As such, reference is made to the management report of DFMG.

#### **Outlook for the 2010 and 2011 financial years**

The Company will continue to operate exclusively as a holding company in the 2010 and 2011 financial years and will not perform own operational activities. As a result, no revenue is expected to be generated. The Company will focus on supporting DFMG – in cooperation with the co-shareholder, T-Mobile Deutschland GmbH – with further developing its operational business activities.

The objective of the Board of Directors continues to be to minimize the Company's administrative costs. No significant risks are identifiable at present. Any opportunities and risks arising from the activities of DFMG are outlined in the management report of DFMG. Since the Company is entitled to loss compensation from DTAG under the profit and loss transfer agreement currently in place, the Company's situation in terms of shareholders' equity would remain unaffected even if potential risks and opportunities did transpire.

Bonn, January 2010

Board of Directors

## Commissioning Terms, Liability and Conditions of Use

We, Ernst & Young AG GmbH Wirtschaftsprüfungsgesellschaft, have performed our audit of these accounts on behalf of the Company. In addition to the legal function of disclosure (§ 325 German Commercial Code) in the case of a legal audit requirement, the auditors' report is intended exclusively for the Company and was issued for the Company's internal use only, and not for any other purposes for third parties or as a basis for decision for third parties. As such, the results of voluntary audits as summarized in the auditors' report are not intended as the basis for third parties to reach any decisions, and are not to be used for any purposes other than that intended.

Our activities are governed by our commission confirmation letter for the audit of these accounts, the Special Commissioning Terms for Audits and Audit-Related Services published by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft (dated July 1, 2007) and the "General Commissioning Terms for Independent Auditors and Auditing Companies" of January 1, 2002 issued by the Institut der Wirtschaftsprüfer.

For purposes of clarification, we emphasize that we accept no responsibility, liability or other obligations to third parties unless we have concluded a written agreement to the contrary with the third party or such a disclaimer is ineffective.

We explicitly emphasize that we shall not update the auditors' report to take into account any events or circumstances that may arise following its issue, unless there is a legal obligation to do so.

Whosoever may read and acknowledge the results of our activities as summarized in the above auditors' report decides under his/her own responsibility whether and in what form he/she considers these results useful and appropriate to his/her purposes and extends, verifies or updates them through investigative activities of his/her own.