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T-Mobile Global Holding Nr. 2 GmbH

Bonn

Annual financial statements as of December 31, 2009

Auditors' report

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

T-Mobile Global Holding Nr. 2 GmbH, Bonn

Balance sheet as of December 31, 2009

Assets

	Dec. 31, 2009	Dec. 31, 2008
	€	€
A. Noncurrent assets		
Financial assets		
Investments in subsidiaries	2,733,232,481.35	2,933,232,481.35
B. Current assets		
I. Receivables and other assets		
1. Receivables from subsidiaries (of which from shareholders: €9 million; prior year: €15 million)	8,877,802.01	15,198,074.61
2. Other assets	56,192.39	2,280.00
	8,933,994.40	15,200,354.61
II. Cash and cash equivalents	0.00	451.38
	8,933,994.40	15,200,805.99
	2,742,166,475.75	2,948,433,287.34

	Liabilities	
	Dec. 31, 2009	Dec. 31, 2008
	€	€
A. Shareholders' equity		
I. Capital stock	25,000.00	25,000.00
II. Additional paid-in capital	2,509,812,494.78	2,944,812,494.78
III. Net income	232,310,480.47	-
III. Unappropriated net income	-	0.00
	2,742,147,975.25	2,944,837,494.78
B. Accruals		
1. Tax accruals	0.00	3,502,062.06
2. Other accruals	8,930.00	69,880.00
	8,930.00	3,571,942.06
C. Liabilities		
1. Trade accounts payable	0.00	14,280.00
2. Payables to subsidiaries (of which with a remaining maturity of up to one year: €10 thousand; prior year: €10 thousand) (of which to shareholders: €10 thousand; prior year: €10 thousand)	9,570.50	9,570.50
	9,570.50	23,850.50
	2,742,166,475.75	2,948,433,287.34

T-Mobile Global Holding Nr. 2 GmbH, Bonn
Statement of income for the period from January 1 to December 31, 2009

	2009	2008
	€	€
1. General and administrative costs	-96,207.44	-116,108.71
2. Other operating income	0.00	135,986.39
3. Other operating expenses	0.00	-125,904.00
4. Income related to subsidiaries, associated and related companies (of which from subsidiaries: €235,600 thousand; prior year: €122,150 thousand) (of which from shareholders: €0 thousand; prior year: €0 thousand)	235,600,000.00	122,150,000.00
5. Other interest and similar income (of which from subsidiaries: €726 thousand; prior year: €13,634 thousand) (of which from shareholders: €726 thousand; prior year: €13,634 thousand)	725,578.64	13,633,552.05
6. Write-downs on financial assets	0.00	-1,063,000,000.00
7. Results from ordinary business activities	236,229,371.20	-927,322,474.27
8. Income taxes	-3,918,890.73	-6,201,255.86
9. Net income/loss	232,310,480.47	-933,523,730.13
10. Transfer from additional paid-in capital	-	933,523,730.13
11. Unappropriated net income	-	0.00

2009 notes

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 may take over or acquire a stake in other companies of the same or similar nature within Germany or in other countries, even as a personally liable partner. It may establish subsidiaries and set up branch offices and operating locations, insofar as they are conducive to the business purpose.

B. General

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*), and the German Act on Limited Liability Companies (*GmbH-Gesetz*) 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 Global Holding Nr. 2 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 electronic Federal Gazette (*elektronischer Bundesanzeiger*) at the Company's registered office in Bonn. 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 providing for an exemption for T-Mobile Global Holding Nr. 2 GmbH.

C. Accounting policies

Investments in subsidiaries are carried at cost or, if subject to impairment, at the lower fair value.

Receivables are carried at their nominal value.

Cash and cash equivalents are carried at their nominal amounts.

Accruals are recorded using best estimates. Allowance is made for all identifiable risks when measuring these accruals.

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

D. Disclosures and notes to statement of income and balance sheet items

I. Notes to the statement of income

1. General and administrative costs

General and administrative costs of €96 thousand mainly comprise costs for the contribution to the German Chamber of Industry and Commerce in 2009, expenses for preparation of the annual financial statements, and expenses for services provided by the shareholder.

2. Goods and services purchased

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

3. Personnel costs

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

4. Income related to subsidiaries, associated and related companies

Income related to subsidiaries, associated and related companies in the amount of €236 million concerns dividend payments in the 2009 financial year by CMobil B.V., Amsterdam.

5. Other interest and similar income

Interest expense relates primarily to the interest charged on the inhouse cash credit from Deutsche Telekom AG.

6. Income taxes

Income taxes comprise the following items:

	2009
Corporate income tax/solidarity surcharge for 2009	€-1,963,782.99
Trade income tax for 2009	€-1,954,472.62
Other income taxes	€-635.12
	€-3,918,890.73

II. Notes to the balance sheet

1. Financial assets

The list of investment holdings of T-Mobile Global Holding Nr. 2 GmbH pursuant to § 285 No. 11 HGB is attached as an annex to these notes and published in the electronic Federal Gazette under No. 12609.

In the financial year, T-Mobile Austria Holding GmbH, Vienna, repaid €200 million from its additional paid-in capital to T-Mobile Global Holding Nr. 2 GmbH. This amount originated from contributions by the shareholder.

The development of financial assets is shown in the statement of noncurrent assets (Annex I to the notes).

2. Receivables and other assets

The receivables reported at the balance sheet date are due within one year. **Receivables from subsidiaries** (€8.9 million) mainly relate to credits from cash management due from Deutsche Telekom AG. **Other assets** relate to income tax receivables due from the tax office.

3. Capital stock

The capital stock of T-Mobile Global Holding Nr. 2 GmbH amounts to €25,000.00 at the reporting date. All equity interests are held by Deutsche Telekom AG, Bonn.

4. Additional paid-in capital

Additional paid-in capital of €2,510 million pursuant to § 272 (2) HGB is fully attributable to the conversion into equity of a loan initially granted by T-Mobile International AG for the purchase of shares in the companies transferred in 2003 as well as to the transfer of €1,000 million in 2006 to increase the carrying amount of the shares in T-Mobile Austria Holding GmbH. In accordance with a resolution by the shareholders' meeting on January 9, 2008, an amount of €186.5 million was transferred from the available additional paid-in capital in accordance with § 272 HGB to cover the unappropriated net loss carried forward from prior years, while €348.5 million was withdrawn to cover the net loss for the 2007 financial year. In accordance with a resolution by the shareholders' meeting on September 10, 2008, an amount of €560 million was transferred from the available additional paid-in capital in accordance with § 272 (2) No. 4 HGB to the shareholder at that time, T-Mobile International AG. In accordance with a resolution by the shareholders' meeting on January 7, 2009, an amount of €934 million was transferred from the available additional paid-in capital to cover the net loss for the 2008 financial year. In accordance with a resolution by the shareholders' meeting on October 9, 2009, an amount of €435 million was transferred from the available additional paid-in capital to the shareholder Deutsche Telekom AG.

The development in shareholders' equity is shown in the statement of shareholders' equity (Annex III to the notes).

5. Net income

The Company's net income totaled €232 million in the 2009 financial year.

6. Other accruals

Other accruals (€9 thousand) result from costs incurred for preparation of the annual financial statements and contributions to the German Chamber of Industry and Commerce.

7. Liabilities

Liabilities have a remaining maturity of up to one year. These relate to liabilities to Deutsche Telekom AG from invoicing on the basis of the joint service agreement. The liabilities are not secured.

E. Other disclosures

1. Disclosures on subsidiaries

T-Mobile Global Holding Nr. 2 GmbH is a majority shareholding of 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 T-Mobile International AG as the universal legal successor.

2. Other financial obligations

No disclosure requirements exist pursuant to § 285 No. 3 HGB.

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's remuneration

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

6. Executive bodies of the Company

Board of Management

Detlef Markowski, Vice President Taxes, Deutsche Telekom AG, Bonn

Michael Schroth, Vice President Finance & Treasury, Deutsche Telekom AG, Bonn
(until November 11, 2009)

Frank Stoffer, Vice President OFCF & Compliance Management, Deutsche Telekom
AG, Bonn (from November 11, 2009)

Roman Zitz, Vice President, Head of Legal Affairs Foreign Subsidiaries & Joint
Ventures, Deutsche Telekom AG, Bonn

Bonn, February 5, 2009

T-Mobile Global Holding Nr. 2 GmbH
The Management

.....
Detlef Markowski

.....
Frank Stoffer

.....
Roman Zitz

Annexes to the notes

T-Mobile Global Holding Nr. 2 GmbH, Bonn
Statement of noncurrent assets as of December 31, 2009

	Cost				Depreciation, amortization and write-downs				Net carrying amounts	
	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										
T-Mobile Service GmbH, Vienna	289,043.85	0.00	0.00	289,043.85	0.00	0.00	0.00	0.00	289,043.85	289,043.85
T-Mobile Austria Holding GmbH, Vienna	3,665,019,000.00	0.00	200,000,000.00	3,465,019,000.00	1,912,019,000.00	0.00	0.00	1,912,019,000.00	1,553,000,000.00	1,753,000,000.00
CMobil B.V., Amsterdam	1,179,943,437.50	0.00	0.00	1,179,943,437.50	0.00	0.00	0.00	0.00	1,179,943,437.50	1,179,943,437.50
Total	4,845,251,481.35	0.00	200,000,000.00	4,645,251,481.35	1,912,019,000.00	0.00	0.00	1,912,019,000.00	2,733,232,481.35	2,933,232,481.35

Full list of investment holdings in accordance with § 285 No. 11 HGB of T-Mobile Global Holding Nr. 2 GmbH as of December 31, 2009, including indirect investment holdings

Name and registered office	Shareholders' equity at Dec. 31, 2009	Proportion of capital stock Direct investment holding		Proportion of capital stock Indirect investment holding		Net income (+) 2009		
		Nominal value		Nominal value		Net loss (-) 2009		
		%		%				
1. Subsidiaries								
CMobil B.V., Amsterdam	€ 899,508,955.00	100.00	€ 30,403.27			€ 266,450,463.00		1)
T-Mobile Czech Republic a.s., Prague	CZK 24,193,000,000.00			60.77	CZK 316,004,000.00	CZK 9,041,000,000.00		1)
T-Mobile Austria GmbH, Vienna	€ 391,962,824.00			100.00	€ 60,000,000.00	€ 83,425,424.00		1)
T-Mobile Service GmbH, Vienna	€ 100,235.00	100.00	€ 35,000.00			€ -3,226.00		1)
T-Mobile International Austria GmbH, Vienna	€ 30,567.00			100.00	€ 37,000.00	€ 196,937.00		1)
T-Mobile Austria Holding GmbH, Vienna	€ 1,311,358,485.00	100.00	€ 15,000,000.00			€ 91,862,998.00		1)

1) - Shareholders' equity and net income are figures as of December 31, 2008

T-Mobile Global Holding Nr. 2 GmbH, Bonn
Statement of changes in shareholders' equity as of December 31, 2009

	Capital stock	Additional paid-in capital	Net income (loss)	Total
	€	€	€	€
Balance at Dec. 31, 2008	25,000.00	2,944,812,494.78	0.00	2,944,837,494.78
Net loss	0.00	0.00	232,310,480.47	232,310,480.47
Transfer from additional paid-in capital	0.00	-435,000,000.00		-435,000,000.00
Balance at Dec. 31, 2009	25,000.00	2,509,812,494.78	232,310,480.47	2,742,147,975.25

Auditors' report

To T-Mobile Global Holding Nr. 2 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 Global Holding Nr. 2 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, based on our audit, on the annual financial statements and the accounting.

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 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 the supplementary provisions of the Articles of Incorporation of the Company 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 (stock corporation under German law)
Wirtschaftsprüfungsgesellschaft

Rainer Kroker
Wirtschaftsprüfer

Erik Hönig
Wirtschaftsprüfer