

Copy of the Audit Certificate

T-Mobile Global Holding Nr. 2 GmbH

Bonn

Annual financial statements as of December 31, 2008

Auditors' report



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Auditors' report

**Annual financial statements for the financial year from January 1 to
December 31, 2008**

T-Mobile Global Holding Nr. 2 GmbH, Bonn

Balance sheet as of December 31, 2008

Assets

	Dec. 31, 2008	Dec. 31, 2007
	€	€
A. Noncurrent assets		
Financial assets		
Investments in subsidiaries	2,933,232,481.35	3,996,232,481.35
B. Current assets		
I. Receivables and other assets		
1. Receivables from subsidiaries (of which from shareholders: €15 million; prior year: €445 million)	15,198,074.61	445,390,846.79
2. Other assets	2,280.00	0.00
	15,200,354.61	445,390,846.79
II. Cash and cash equivalents	451.38	0.00
	15,200,805.99	445,390,846.79
	2,948,433,287.34	4,441,623,328.14

	Liabilities	
	Dec. 31, 2008	Dec. 31, 2007
	€	€
A. Shareholders' equity		
I. Capital stock	25,000.00	25,000.00
II. Additional paid-in capital	2,944,812,494.78	4,438,336,224.91
	2,944,837,494.78	4,438,361,224.91
B. Accruals		
1. Tax accruals	3,502,062.06	2,839,013.25
2. Other accruals	69,880.00	100,000.00
	3,571,942.06	2,939,013.25
C. Liabilities		
1. Liabilities to banks	0.00	812.48
2. Trade accounts payable	14,280.00	0.00
3. Payables to subsidiaries (of which with a remaining maturity of up to one year: €10 thousand; prior year: €322 thousand) (of which to shareholders: €10 thousand; prior year: €322 thousand)	9,570.50	322,277.50
	23,850.50	323,089.98
	2,948,433,287.34	4,441,623,328.14

T-Mobile Global Holding Nr. 2 GmbH, Bonn

**Statement of income for the period from
January 1 to December 31, 2008**

	2008	2007
	€	€
1. General and administrative costs	-116,108.71	-119,384.01
2. Other operating income	135,986.39	1,314,043.98
3. Other operating expenses	-125,904.00	-1,309,663.90
4. Income related to subsidiaries, associated and related companies (of which from subsidiaries: €122,150 thousand; prior year: €142,004 thousand)	122,150,000.00	142,003,912.48
5. Other interest and similar income (of which from subsidiaries: €13,634 thousand; prior year: €14,018 thousand)	13,633,552.05	14,017,932.09
6. Write-downs on financial assets	-1,063,000,000.00	-496,000,000.00
7. Interest and similar expenses (of which to subsidiaries: €0 thousand; prior year: €0 thousand)	0.00	-1,079.26
8. Results from ordinary business activities	-927,322,474.27	-340,094,238.62
9. Income taxes	-6,201,255.86	-8,384,593.31
10. Net loss	-933,523,730.13	-348,478,831.93
11. Unappropriated net loss carried forward from previous year	0.00	-186,485,943.16
12. Transfer from additional paid-in capital	933,523,730.13	534,964,775.09
13. Unappropriated net income	0.00	0.00

2008 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 2008 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 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. Cost accruals are recognized when there is an obligation to recognize such liabilities under § 249 (1) HGB.

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 €116 thousand mainly comprise costs for the contribution to the German Chamber of Industry and Commerce in 2008, 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 2008 financial year.

3. Personnel costs

As the Company did not employ any staff in the 2008 financial year, no personnel costs were incurred.

4. Other operating income

Other operating income mainly relates to allocations of trademark license fees (€136 thousand) from the final settlement for the 2007 financial year.

5. Other operating expenses

Other operating expenses of €126 thousand relate to the final invoicing of trademark license fees with T-Mobile International AG for the 2007 financial year.

6. Income related to subsidiaries, associated and related companies

Income related to subsidiaries, associated and related companies in the amount of €122 million concerns a dividend payment in 2008 by CMobil B.V., Amsterdam, for the 2007 financial year.

7. Other interest and similar income

Interest expense relates primarily to the interest charged on the inhouse cash credit from T-Mobile International AG (€14 million).

8. Write-downs on financial assets

Impairment testing in the financial year led to impairment losses of €1,063 million being charged on the carrying amount of the investment in T-Mobile Austria Holding GmbH, Vienna.

9. Income taxes

Income taxes comprise the following items:

	2008
Corporate income tax/solidarity surcharge for 2008	€3,106,896.72
Trade income tax for 2008	€3,092,172.09
Other income taxes	€2,187.05
	€6,201,255.86

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 Annex II to these notes and published in the electronic Federal Gazette under No. 12609.

In the financial year, impairment losses of €1,063 million were charged on the lower fair value of the investment in T-Mobile Austria Holding GmbH, Vienna, in conformity with the impairment test conducted.

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

2. Receivables and other assets

The receivables reported at the balance sheet date are due within one year. Receivables from subsidiaries (€15.2 million) relate to credits from cash management due from the shareholder.

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 T-Mobile International AG, Bonn.

4. Additional paid-in capital

Additional paid-in capital of €2,945 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 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 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.

The development in shareholders' equity is shown in the statement of shareholders' equity attached to the notes to the financial statements.

5. Net loss

The Company incurred a net loss of €934 million in the 2008 financial year.

6. Tax accruals

Accruals of €1.8 million were recognized for trade taxes, while accruals of €1.7 million were recognized for corporate income tax and the solidarity surcharge.

7. Other accruals

Other accruals (€70 thousand) result from costs incurred for preparation of the annual financial statements and contributions to the German Chamber of Industry and Commerce.

8. Liabilities

Liabilities have a remaining maturity of up to one year. These relate to trade accounts payable (€14 thousand) as well as to liabilities to T-Mobile International AG from invoicing on the basis of the joint service agreement (€10 thousand). The liabilities are not secured.

E. Other disclosures

1. Disclosures on affiliated companies

On the basis of the shares held indirectly through T-Mobile International AG, T-Mobile Global Holding Nr. 2 GmbH is a majority investee of Deutsche Telekom AG.

2. Guarantees and commitments

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

3. Disclosures on management's remuneration

The managing directors did not receive any remuneration from the Company in the 2008 financial year.

4. Executive bodies of the Company

Board of Management

Detlef Markowski, Vice President Taxes, T-Mobile International AG, Bonn

Michael Schroth, Vice President Finance & Treasury, T-Mobile International AG, Bonn

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

Bonn, February 4, 2008

T-Mobile Global Holding Nr. 2 GmbH
The Management

.....
Detlef Markowski

.....
Michael Schroth

.....
Roman Zitz

Annexes to the notes

T-Mobile Global Holding Nr. 2 GmbH, Bonn
Statement of noncurrent assets as of December 31, 2008

	Cost				Depreciation, amortization and write-downs				Net carrying amounts	
	Jan. 1, 2008 €	Additions €	Disposals €	Dec. 31, 2008 €	Jan. 1, 2008 €	Additions €	Disposals €	Dec. 31, 2008 €	Dec. 31, 2008 €	Dec. 31, 2007 €
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	0.00	3,665,019,000.00	849,019,000.00	1,063,000,000.00	0.00	1,912,019,000.00	1,753,000,000.00	2,816,000,000.00
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	0.00	4,845,251,481.35	849,019,000.00	1,063,000,000.00	0.00	1,912,019,000.00	2,933,232,481.35	3,996,232,481.35

Full list of investment holdings in accordance with § 285 No. 11 HGB of T-Mobile Global Holding Nr. 2 GmbH as of December 31, 2008, including indirect investment holdings

Name and registered office	Shareholders' equity at Dec. 31, 2008	Proportion of capital stock Direct investment holding		Proportion of capital stock Indirect investment holding		Net income (+) 2008		
		Nominal value		Nominal value		Net loss (-) 2008		
		%		%				
1. Subsidiaries								
CMobil B.V., Amsterdam	€ 755,208,491.50	100.00	€ 30,403.27			€ 142,004,240.27		1)
T-Mobile Czech Republic a.s., Prague	CZK 25,680,719,000.00			60.77	CZK 316,000,000.00	CZK 7,822,625,000.00		1)
T-Mobile Austria GmbH, Vienna	€ 657,067,585.88			100.00	€ 60,000,000.00	€ 17,011,785.23		1)
T-Mobile Service GmbH, Vienna	€ 103,460.10	100.00	€ 35,000.00			€ 4,127.16		1)
T-Mobile International Austria GmbH, Vienna	€ -695,301.75			100.00	€ 37,000.00	€ 332,506.31		1)
T-Mobile Austria Holding GmbH, Vienna	€ 1,219,495,487.32	100.00	€ 15,000,000.00			€ -12,678,379.16		1)

1) - Shareholders' equity and net income are figures as of December 31, 2007

T-Mobile Global Holding Nr. 2 GmbH, Bonn
Statement of changes in shareholders' equity as of December 31, 2008

	Capital stock	Additional paid-in capital	Unappropriated net income Net loss/ net income	Total
	€	€	€	€
Balance at Dec. 31, 2007	25,000.00	4,438,336,224.91	0.00	4,438,361,224.91
Balance carried forward	0.00	0.00	0.00	0.00
Net loss	0.00	0.00	-933,523,730.13	-933,523,730.13
Capital repayment – investment	0.00	-560,000,000.00	0.00	-560,000,000.00
Transfer from additional paid-in capital to cover unappropriated net loss carried forward from previous year				
Net loss	0.00	-933,523,730.13	933,523,730.13	0.00
Balance at Dec. 31, 2008	25,000.00	2,944,812,494.78	0.00	2,944,837,494.78

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, 2008. 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 4, 2009

PricewaterhouseCoopers
Aktiengesellschaft (stock corporation under German law)
Wirtschaftsprüfungsgesellschaft

(Rainer Kroker)
Wirtschaftsprüfer

(Erik Hönig)
Wirtschaftsprüfer