



**PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft**

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## Copy of the Audit Certificate

T-Mobile Global Holding Nr. 2 GmbH

Bonn

Annual financial statements as of December 31, 2007

Auditors' report

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### Auditors' report

<p>This copy of the audit certificate shall only be used for the intended purpose as specified in §§ 325 et seq. HGB.</p>
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**Annual financial statements for the financial year from January 1 to  
December 31, 2007**

**T-Mobile Global Holding Nr. 2 GmbH, Bonn**

**Statement of income for the period from January 1 to December 31, 2007**

	<b>Jan. 1 – Dec. 31, 2007</b>	<b>Jan. 1 – Dec. 31, 2006</b>
	€	€
1. General and administrative costs	-119,384.01	-119,245.98
2. Other operating income	1,314,043.98	907,905.40
3. Other operating expenses	-1,309,663.90	-907,785.00
4. Income related to subsidiaries, associated and related companies (of which from subsidiaries: €142,004 thousand; prior year: €163,017 thousand)	142,003,912.48	163,016,934.20
5. Other interest and similar income (of which from subsidiaries: €14,018 thousand; prior year: €5,857 thousand)	14,017,932.09	5,857,114.96
6. Write-downs on financial assets	-496,000,000.00	0.00
7. Interest and similar expenses (of which to subsidiaries: €0 thousand; prior year: €0 thousand)	-1,079.26	0.00
<b>8. Results from ordinary business activities</b>	<b>-340,094,238.62</b>	<b>168,754,923.58</b>
9. Income taxes	-8,384,593.31	-5,547,816.04
<b>10. Net (loss)/income</b>	<b>-348,478,831.93</b>	<b>163,207,107.54</b>
11. Unappropriated net loss carried forward from previous year	-186,485,943.16	-349,693,050.70
12. Transfer from additional paid-in capital	534,964,775.09	0.00
<b>13. Unappropriated net income</b>	<b>0.00</b>	<b>-186,485,943.16</b>

T-Mobile Global Holding Nr. 2 GmbH, Bonn

Balance sheet as of December 31, 2007

Assets

Liabilities and shareholders' equity

	Dec. 31, 2007	Dec. 31, 2006		Dec. 31, 2007	Dec. 31, 2006
	€	€		€	€
<b>A. Noncurrent assets</b>			<b>A. Shareholders' equity</b>		
Financial assets			I. Capital stock	25,000.00	25,000.00
Investments in subsidiaries	<b>3,996,232,481.35</b>	<b>4,492,232,481.35</b>	II. Additional paid-in capital	4,438,336,224.91	4,973,301,000.00
			III. Net accumulated income/loss	0.00	-186,485,943.16
				<b>4,438,361,224.91</b>	<b>4,786,840,056.84</b>
<b>B. Current assets</b>			<b>B. Accruals</b>		
I. Receivables and other assets	445,390,846.79	300,405,784.17	1. Tax accruals	2,839,013.25	5,476,118.65
Receivables from subsidiaries			2. Other accruals	100,000.00	67,581.85
(of which from shareholders: €445 million; prior year: €300 million)				<b>2,939,013.25</b>	<b>5,543,700.50</b>
II. Cash and cash equivalents	0.00	444.32			
	<b>445,390,846.79</b>	<b>300,406,228.49</b>	<b>C. Liabilities</b>		
			1. Liabilities to banks	812.48	0.00
			2. Payables to subsidiaries	322,277.50	254,952.50
			(of which with a remaining maturity of up to one year: €322 thousand; prior year: €255 thousand)		
			(of which from shareholders: €322 thousand; prior year: €255 thousand)		
				<b>323,089.98</b>	<b>254,952.50</b>
	<b>4,441,623,328.14</b>	<b>4,792,638,709.84</b>		<b>4,441,623,328.14</b>	<b>4,792,638,709.84</b>

**T-Mobile Global Holding Nr. 2 GmbH, Bonn**  
**Statement of noncurrent assets as of December 31, 2007**

	<i>Cost</i>				<i>Depreciation, amortization and write-downs</i>				<i>Net carrying amounts</i>	
	Jan. 1, 2007	Additions	Disposals	Dec. 31, 2007	Jan. 1, 2007	Additions	Disposals	Dec. 31, 2007	Dec. 31, 2007	Dec. 31, 2006
	€	€	€	€	€	€	€	€	€	€
<b><i>Financial assets</i></b>										
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	353,019,000.00	496,000,000.00	0.00	849,019,000.00	2,816,000,000.00	3,312,000,000.00
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
<b>Total</b>	<b>4,845,251,481.35</b>	<b>0.00</b>	<b>0.00</b>	<b>4,845,251,481.35</b>	<b>353,019,000.00</b>	<b>496,000,000.00</b>	<b>0.00</b>	<b>849,019,000.00</b>	<b>3,996,232,481.35</b>	<b>4,492,232,481.35</b>

**Full list of investment holdings in accordance with § 285 No. 11 HGB of T-Mobile Global Holding Nr. 2 GmbH as of December 31, 2007,  
including indirect investment holdings**

Name and registered office	Shareholders' equity at Dec. 31, 2007	Proportion of capital stock Direct investment holding		Proportion of capital stock Indirect investment holding		Net income (+) 2007	
		Nominal value		Nominal value		Net loss (-) 2007	
		%		%			
Subsidiaries							
CMobil B.V., Brummen	€ 755,208,491.50	100.00	€ 30,403.27			€ 142,004,240.27	
T-Mobile Czech Republic a.s., Prague	CZK 24,521,101,000.00			60.77	CZK 316,000,000.00	CZK 5,701,926,000.00	1)
T-Mobile Austria GmbH, Vienna	€ 640,055,800.65			100.00	€ 60,000,000.00	€ -176,508,670.58	1)
T-Mobile Service GmbH, Vienna	€ 99,332.94	100.00	€ 35,000.00			€ 31,106.69	1)
T-Mobile International Austria GmbH, Vienna	€ -1,027,800.06			100.00	€ 37,000.00	€ -105,142.66	1)
T-Mobile Austria Holding GmbH, Vienna	€ 1,232,173,866.48	100.00	€ 15,000,000.00			€ -8,437,421.79	1)
F-Call Telecom Service GmbH, Vienna	€ 34,832.43			100.00	€ 35,000.00	-167.57	1)
EKOM 3G Mobilfunk GmbH i.L., Vienna	€ 32,203.30			100.00	€ 36,336.42	€ 1,306.30	1)
1012-Festnetz-Service GmbH, Vienna	€ n.a.			100.00	€ 35,000.00	€ n.a.	2)
TRS Netzbetrieb GmbH, Vienna	€ 34,922.59			100.00	€ 35,000.00	€ -125.02	1)

1) - Shareholders' equity and net income are figures as of December 31, 2006

2) - Establishment in 2007, no figures available for shareholders' equity and net income/loss as of December 31, 2007

**T-Mobile Global Holding Nr. 2 GmbH, Bonn – Statement of changes in shareholders' equity as of December 31, 2007**

	Capital stock	Additional paid-in capital	Net accumulated income/loss		Total
			Unappropriated net loss/profit carried forward	Net (loss)/income	
	€	€	€	€	€
<b>Balance at December 31, 2006</b>	<b>25,000.00</b>	<b>4,973,301,000.00</b>	<b>-349,693,050.70</b>	<b>163,207,107.54</b>	<b>4,786,840,056.84</b>
Balance carried forward	0.00	0.00	163,207,107.54	-163,207,107.54	0.00
Net loss	0.00	0.00	0.00	-348,478,831.93	-348,478,831.93
Transfer from additional paid-in capital to cover unappropriated net loss carried forward from previous year					
Net operating loss carryforwards	0.00	-186,485,943.16	186,485,943.16	0.00	0.00
Transfer from additional paid-in capital to cover unappropriated net loss carried forward from previous year					
Net loss	0.00	-348,478,831.93	0.00	348,478,831.93	0.00
<b>Balance at December 31, 2007</b>	<b>25,000.00</b>	<b>4,438,336,224.91</b>	<b>0.00</b>	<b>0.00</b>	<b>4,438,361,224.91</b>



**T-Mobile Global Holding Nr. 2 GmbH****Notes to the 2007 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 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 disclosures**

The financial statements for the 2007 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.

## **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 €15 thousand mainly comprise costs for the contribution to the German Chamber of Industry and Commerce in 2007, 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 2007 financial year.

## **T-Mobile Global Holding Nr. 2 GmbH**

### **3. Personnel costs**

As the Company did not employ any staff in the 2007 financial year, no personnel costs were incurred.

### **4. Other operating income**

Other operating income relates to allocations of trademark license fees (€1.3 million).

### **5. Other operating expenses**

Other operating expenses of €1.3 million relate to the invoicing of trademark license fees with T-Mobile International AG.

### **6. Income related to subsidiaries, associated and related companies**

Income related to subsidiaries, associated and related companies in the amount of €142 million concerns a dividend payment in 2007 by CMobil B.V., Brummen, for the 2006 financial year.

### **7. Other interest and similar income**

Interest expense results from 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 €196 million being charged on the carrying amount of the investment in T-Mobile Austria Holding GmbH, Vienna.

## T-Mobile Global Holding Nr. 2 GmbH

### 9. Income taxes

Income taxes comprise the following items:

	<b>2007</b>
Corporate income tax/solidarity surcharge for 2007	€4,519,525.25
Corporate income tax/solidarity surcharge for prior years	€-1.22
Trade income tax for 2007	€3,855,510.00
Trade income tax for prior years	€-1,334.50
Other income taxes	€10,893.78
	<b>€3,384,593.31</b>

## 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, impairment losses of €496 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 V).

### 2. Receivables and other assets

The receivables reported at the balance sheet date are due within one year. Receivables from subsidiaries (€445.4 million) principally relate to credits from cash management due from the shareholder in the amount of €445.1 million, receivables from trademark license fees of €313 thousand, and receivables from VAT credits of €3 thousand.

## **T-Mobile Global Holding Nr. 2 GmbH**

### **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 €1,973 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 interests in the companies transferred in 2003 as well as to the transfer of €1,000 million to T-Mobile Austria Holding GmbH in the previous year. In accordance with a resolution by the shareholders' meeting on January 9, 2008, an amount of €86.5 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.

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 €348.5 million in the 2007 financial year.

### **6. Tax accruals**

In the 2007 financial year, accruals of €1.3 million were recognized for trade taxes, while accruals of €1.5 million were recognized for corporate income tax and the solidarity surcharge.

### **7. Other accruals**

Other accruals (€100 thousand) result from costs incurred for preparation of the annual financial statements and contributions to the German Chamber of Industry and Commerce.

**T-Mobile Global Holding Nr. 2 GmbH****8. Liabilities**

Liabilities have a remaining maturity of up to one year. These relate to all liabilities to T-Mobile International AG and concern liabilities from the invoicing of trademark license fees and from invoicing on the basis of the joint service agreement. The liabilities are not secured.

**E. Other disclosures****1. Disclosures on subsidiaries**

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, and other financial obligations**

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

The annual commitments from the service agreement concluded with T-Mobile International AG amounted to €8 thousand.

**3. Disclosures on management's remuneration**

The managing directors did not receive any remuneration from the Company in the 2007 financial year.

**4. Executive bodies of the Company**

**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, January 30, 2008

T-Mobile Global Holding Nr. 2 GmbH  
The Management

.....  
Detlef Markowski

.....  
Michael Schroth

.....  
Roman Zitz

## **Auditors' report**

To T-Mobile Global Holding Nr. 2 GmbH, Bonn

We have audited the annual financial statements, consisting of the statement of income, the balance sheet, 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, 2007. 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, January 30, 2008

**PricewaterhouseCoopers**  
**Aktiengesellschaft (stock corporation under German law)**  
**Wirtschaftsprüfungsgesellschaft**

(Reinhard Haas)  
External auditor

(Rainer Kroker)  
External auditor