

Note regarding information pursuant to §§ 289 (4) and 315 (4) of the German Commercial Code (Handelsgesetzbuch – HGB).

Composition of issued capital: As at December 31, 2006, the share capital of Deutsche Telekom AG amounted to EUR 11,164 million, and was composed of 4,361 million no par value registered ordinary shares. Each share entitles the holder to one vote.

- (a) Restrictions on voting rights conferred by Deutsche Telekom shares apply both to treasury shares and to so-called trust shares:

1,881,508 treasury shares were held at December 31, 2006. No voting rights are attached to the treasury shares.

21,519,255 trust shares were held at December 31, 2006. As regards the shares issued to trusts, the trustees in question waived voting rights and subscription rights and, in general, dividend rights for the duration of the trust's existence. The shares issued to the trusts can be sold on the stock exchange on the instructions of Deutsche Telekom if the beneficiaries do not exercise their options or conversion rights or if these expire. The proceeds from the sale accrue to Deutsche Telekom AG.

The trust shares are connected with the acquisition of VoiceStream and Powertel in 2001. As part of the acquisition of VoiceStream, Deutsche Telekom AG issued 33,701,977 new shares from authorized capital to trusts, in favor of (i) holders of VoiceStream options entitling them to purchase VoiceStream shares, including employees of VoiceStream to whom options to purchase shares in Deutsche Telekom AG after the closing date may be granted under an agreement between Deutsche Telekom AG and VoiceStream as an incentive to remain with VoiceStream, (ii) holders of conversion rights on VoiceStream shares, and (iii) former holders of VoiceStream shares who exercised their right to a cash settlement as part of the takeover. Deutsche Telekom AG also issued 9,917,284 new shares to trusts in favor of holders of warrants, options and conversion rights entitling them to purchase Powertel shares.

- (b) There are also restrictions on the transfer of shares arising from the agreement between shareholders. The Blackstone Group has given an undertaking to KfW Bankengruppe under a lock-up agreement to retain its shareholding acquired in April 2006 for at least two years. In addition, KfW Bankengruppe has agreed to a one-year lock-up with respect to further sales of its shares in Deutsche Telekom.

Equity interests exceeding 10 percent of voting rights: Deutsche Telekom AG, Bonn, is the parent of the Deutsche Telekom Group and also its largest operating company. Its shares are traded on several stock exchanges, including Frankfurt, New York, and Tokyo. At December 31, 2006, 63.72 percent of the shares were in free float (2005: 62.51 percent), 14.83 percent were held by the Federal Republic of Germany (2005: 15.40 percent), and 16.87 percent were held by KfW Bankengruppe (2005: 22.09 percent). Accordingly, the shareholding attributable to the Federal Republic amounted to 31.70 percent (2005: 37.49 percent).

There are no **shares with special rights conferring powers of control**.
There is no **voting control in accordance with § 289 (4) No. 5 or § 315 (4) No. 5 HGB**.

Rules on the appointment and dismissal of members of the Board of Management and on amendments to the Articles of Incorporation: Members of the Board of Management are appointed and dismissed on the basis of §§ 84, 85 AktG. Amendments to the Articles of Incorporation are made pursuant to § 179 and § 133 AktG; the Supervisory Board is also authorized, without a resolution by the shareholders' meeting, to adjust the Articles of Incorporation to comply with new legal provisions that become binding for the Company and to make changes that merely affect the wording.

Authority of the Board of Management to issue and buy back shares:

- (a) The Articles of Incorporation authorize the Board of Management to increase the share capital with the approval of the Supervisory Board by up to EUR 2,399,410,734.08 by issuing up to 937,269,818 registered no par value shares for non-cash contributions in the period ending on May 17, 2009 (2004 authorized capital). The Articles of Incorporation also give the Board of Management the authority to increase the share capital, with the consent of the Supervisory Board, by up to EUR 38,400,000 by issuing up to 15,000,000 registered no par value shares for cash and/or non-cash contributions in the period ending on May 2, 2011. The new shares are to be issued for the sole purpose of granting shares to employees of Deutsche Telekom AG and lower-tier affiliated companies (employee shares) (2006 authorized capital).
- (b) The shareholders' meeting on May 3, 2006 authorized the Board of Management to purchase up to 419,807,790 shares in the Company by November 2, 2007, with the amount of share capital accounted for by these shares totaling up to EUR 1,074,707,942.40, subject to the proviso that the shares to be purchased on the basis of this authorization in conjunction with the other shares of the Company which the Company has already purchased and still possesses or are to be assigned to it under § 71d and § 71e AktG do not at any time account for more than 10 percent of the Company's share capital. The shares may also be purchased by dependent Group companies of Deutsche Telekom AG within the meaning of § 17 AktG or by third parties for the account of Deutsche Telekom AG or for the account of the dependent Group companies of Deutsche Telekom pursuant to § 17 AktG. The purchase may take place without prejudice to the principle of equal treatment through the stock exchange or a public purchase offer addressed to all shareholders. By resolution of the shareholders' meeting of May 3, 2006, the Board of Management is authorized, with the consent of the Supervisory Board, to redeem Deutsche Telekom AG's shares purchased on the basis of the above authorization, without such redemption or its implementation requiring a further resolution of the shareholders' meeting.

Change of control clauses in key agreements entered into by the Company:

The agreements entered into by Deutsche Telekom AG, which include a clause in the event of a takeover of Deutsche Telekom AG (change of control), principally relate to bilateral credit lines as well as to two loan agreements. In the event of a takeover, the individual lenders have the right to terminate the credit line and, if necessary, serve

notice on it or demand repayment of the loan. A takeover is assumed when a third party, which can also be a group acting jointly, acquires control over Deutsche Telekom AG.

In addition, the members of the Toll Collect consortium (DaimlerChrysler Services AG and Cofiroute SA) have a call option in the event that the ownership structure of Deutsche Telekom AG changes such that over 50 percent of its share capital or voting rights are held by a new shareholder who previously did not hold them, and this change was not approved by the other members of the consortium. § 22 (1) of the Securities Trading Act (Wertpapierhandelsgesetz – WpHG) applies by analogy to the allocation of voting rights.

There are no **compensation agreements in the event of a takeover bid.**

Deutsche Telekom AG,
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