



INVITATION TO THE SHAREHOLDERS' MEETING ON MAY 16, 2013

We believe in a future full of possibilities.



LIFE'S FOR SHARING

OVERVIEW OF ITEMS ON THE AGENDA

- ITEM 1** Submissions to the shareholders' meeting pursuant to § 176 (1) sentence 1 of the AktG (Aktiengesetz – German Stock Corporation Act).
- ITEM 2** Resolution on the appropriation of net income.
- ITEM 3** Resolution on the approval of the actions of the members of the Board of Management for the 2012 financial year.
- ITEM 4** Resolution on the approval of the actions of the members of the Supervisory Board for the 2012 financial year.
- ITEM 5** Resolution on the appointment of the independent auditor and the Group auditor for the 2013 financial year as well as the independent auditor to review the condensed financial statements and the interim management report pursuant to § 37w, § 37y no. 2 WpHG (Wertpapierhandelsgesetz – German Securities Trading Act) in the 2013 financial year.
- ITEM 6** Election of a Supervisory Board member.
- ITEM 7** Election of a Supervisory Board member.
- ITEM 8** Resolution on the amendment to Supervisory Board remuneration and the related amendment to § 13 Articles of Incorporation.
- ITEM 9** Resolution on the cancellation of contingent capital II and the related amendment to § 5 Articles of Incorporation.
- ITEM 10** Resolution on the cancellation of authorized capital 2009/I and the creation of authorized capital 2013 for cash and/or non-cash contributions, with the authorization to exclude subscription rights and the relevant amendment to the Articles of Incorporation.
- ITEM 11** Resolution on approval of a control and profit and loss transfer agreement with PASM Power and Air Condition Solution Management GmbH.
- ITEM 12** Resolution regarding approval of the amendment to the profit and loss transfer agreement with GMG Generalmietgesellschaft mbH.
- ITEM 13** Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeMedien, Deutsche Telekom Medien GmbH.
- ITEM 14** Resolution regarding approval of the amendment to the control agreement with GMG Generalmietgesellschaft mbH.
- ITEM 15** Resolution regarding approval of the amendment to the control agreement with DeTeMedien, Deutsche Telekom Medien GmbH.

OTHER CONTENTS

- Board of Management's report to the shareholders' meeting
- Right to attend, voting rights, and voting by proxy
- Information on shareholder rights pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) AktG
- Further details and information relating to the shareholders' meeting

Deutsche Telekom AG, Bonn

ISIN No. DE0005557508

Securities identification code 555 750

INVITATION TO THE SHAREHOLDERS' MEETING

We hereby invite our shareholders to attend the shareholders' meeting

**on Thursday, May 16, 2013,
at 10:00 a.m. (Central European Summer Time – CEST),**

at the LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne (Germany).

AGENDA

1 Submissions to the shareholders' meeting pursuant to § 176 (1) sentence 1 of the AktG (Aktiengesetz – German Stock Corporation Act).

The Board of Management shall make available to the shareholders' meeting, pursuant to § 176 (1) sentence 1 AktG, the following submissions and the Board of Management explanatory report on the details pursuant to §§ 289 (4) and (5), 315 (4) of the HGB (Handelsgesetzbuch – German Commercial Code):

- The approved annual financial statements of Deutsche Telekom AG as of December 31, 2012,
- The approved consolidated financial statements as of December 31, 2012,
- The combined management and Group management report,
- The Supervisory Board's report, and
- The proposal by the Board of Management on the appropriation of net income.

All aforementioned documents are available on the website:

<http://www.telekom.com/hauptversammlung>

and will also be available for inspection during the shareholders' meeting.

The Supervisory Board approved the annual financial statements and the consolidated financial statements

compiled by the Board of Management pursuant to § 172 AktG on February 27, 2013. With their approval by the Supervisory Board the annual financial statements are adopted. Adoption of the annual financial statements and approval of the consolidated financial statements by the shareholders' meeting pursuant to § 173 AktG is therefore not required. Rather, the submissions relating to agenda item 1 shall be made available and explained at the shareholders' meeting without the necessity (with the exception of the resolution proposal for agenda item 2) for a resolution to be taken within the meaning of AktG.

2 Resolution on the appropriation of net income.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The net income of EUR 3,050,000,000.00 posted in the 2012 financial year shall be used as follows:

Payment of a dividend of EUR 0.70 per no par value share carrying dividend rights with maturity date on June 12, 2013
= EUR 3,010,238,191.10

and carry forward of the remaining balance to unappropriated net income = EUR 39,761,808.90.

The dividend shall be paid out in cash or in the form of shares in Deutsche Telekom AG. Details relating to dividend payment in cash and the possibility for shareholders to opt to receive shares will be explained

in a document which will be made available to shareholders and contains, in particular, information about the quantity and type of shares as well as an explanation about the reasons for and details of the offer.

The total dividend and the remaining balance to be carried forward in the above resolution proposal regarding the appropriation of net income are based on the dividend-bearing capital stock of EUR 11,008,871,098.88 on February 12, 2013, divided up into 4,300,340,273 no par value shares.

The number of shares carrying dividend rights may change up to the date on which the vote on the resolution regarding the appropriation of net income is taken. In this case, the Board of Management and Supervisory Board shall submit to the shareholders' meeting a suitably amended resolution proposal regarding the appropriation of net income, which contains an unchanged payment of EUR 0.70 per no par value share carrying dividend rights; this shall be without prejudice to the offer to receive the dividend in the form of shares in place of cash. The adjustment shall be made as follows: If the number of shares carrying dividend rights and thus the total dividend decreases, the amount to be carried forward to unappropriated net income increases accordingly. If the number of shares carrying dividend rights and thus the total dividend increases, the amount to be carried forward to unappropriated net income decreases accordingly.

If the resolution proposal of the Board of Management and Supervisory Board is accepted, the following shall apply to the tax accounting treatment of the dividend:

As the dividend for the 2012 financial year is to be paid in full from the tax contribution account in accordance with § 27 KStG, Corporation Tax Act (contributions other than into nominal capital), no capital gains tax or solidarity surcharge will be deducted. Dividends paid to shareholders in Germany are not subject to taxation. This applies both to dividends paid in cash and – where available – also to dividends paid in shares. Dividends do not involve tax refunds or tax credits. In the German tax authorities' view, the dividend payment in cash reduces the acquisition costs of the shares for tax purposes.

3 Resolution on the approval of the actions of the members of the Board of Management for the 2012 financial year.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The actions of the Board of Management members holding office in the 2012 financial year shall be approved for this period.

4 Resolution on the approval of the actions of the members of the Supervisory Board for the 2012 financial year.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The actions of the Supervisory Board members holding office in the 2012 financial year shall be approved for this period.

5 Resolution on the appointment of the independent auditor and the Group auditor for the 2013 financial year as well as the independent auditor to review the condensed financial statements and the interim management report pursuant to § 37w, § 37y no. 2 WpHG (Wertpapierhandelsgesetz – German Securities Trading Act) in the 2013 financial year.

The Supervisory Board proposes, based on a corresponding recommendation from the Audit Committee, the adoption of the following resolution:

- a) PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed independent auditor and Group auditor for the 2013 financial year.
- b) PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall, in addition, be appointed as independent auditor to review the condensed financial statements and the interim management report (§ 37w, § 37y no. 2 WpHG) in the 2013 financial year.

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, has declared to the Supervisory Board that there are no business, financial, personal or other relationships existing between them, their executive bodies, and audit managers on the one hand, and the Company and the members of its executive bodies on the other, which may cast doubt on their impartiality.

6 Election of a Supervisory Board member.

By order of the Bonn District Court dated October 24, 2012, Ms. Sari Baldauf was appointed to the Company's Supervisory Board with effect from November 1, 2012 for a limited term up to the end of the shareholders' meeting on May 16, 2013. Ms. Baldauf replaced Mr. Hans Martin Bury, who resigned from office with effect from October 31, 2012. Ms. Sari Baldauf is to be elected to a further term of office on the Supervisory Board by the shareholders' meeting.

The Supervisory Board therefore proposes

that Ms. Sari Baldauf, non-executive member and Chair of the Board of Directors of Fortum Oyj, Espoo, Finland, resident in Helsinki, Finland, be elected to the Supervisory Board as a shareholder representative for the period up to the end of the shareholders' meeting that passes a resolution on the approval of the Supervisory Board's actions for the 2017 financial year.

Details on agenda item 6 pursuant to § 125 (1) sentence 5 AktG and to section 5.4.1 (4) through (6) DCGK (Deutscher Corporate Governance Kodex – German Corporate Governance Code):

Ms. Sari Baldauf is a member of other statutory supervisory boards in the following companies: Daimler AG, Stuttgart. In addition to the aforementioned office contained in the resolution proposal, Ms. Sari Baldauf is a member of comparable national and international supervisory bodies in the following commercial enterprises: Akzo Nobel N.V.,

Amsterdam, Netherlands, member of the Supervisory Board; F-Secure Oyj, Helsinki, Finland, member of the Board of Directors.

The Supervisory Board is of the opinion that, with the exception of the fact that Ms. Sari Baldauf is already currently a member of the Supervisory Board of Deutsche Telekom AG, no personal or business relationships exist between Ms. Sari Baldauf, on the one hand, and companies in the Deutsche Telekom Group, the executive bodies of Deutsche Telekom AG, or a shareholder with a direct or indirect holding of more than 10% of Deutsche Telekom AG shares carrying voting rights, on the other, which would significantly impact the result of the vote at the shareholders' meeting.

7 Election of a Supervisory Board member.

The current term of office for Prof. Ulrich Lehner, as a member of the Supervisory Board elected by the shareholders' meeting, is due to expire at the end of the shareholders' meeting on May 16, 2013. Prof. Ulrich Lehner is to be elected to a further term of office on the Supervisory Board by the shareholders' meeting.

The Supervisory Board therefore proposes

that Prof. Ulrich Lehner, member of the shareholders' committee of Henkel AG & Co KGaA, Chairman of the Supervisory Board of Deutsche Telekom AG, and a member of further supervisory boards, resident in Düsseldorf, be elected to the Supervisory Board as a shareholder representative for the

period up to the end of the shareholders' meeting that passes a resolution on the approval of the Supervisory Board's actions for the 2017 financial year.

In the event of his re-election, Prof. Ulrich Lehner shall be proposed as candidate for the position of Chairman of the Supervisory Board.

Details on agenda item 7 pursuant to § 125 (1) sentence 5 AktG and to section 5.4.1 (4) through (6) DCGK (Deutscher Corporate Governance Kodex – German Corporate Governance Code):

Prof. Ulrich Lehner is a member of other statutory supervisory boards in the following companies: Porsche Automobil Holding SE, Stuttgart; E.ON SE, Düsseldorf; ThyssenKrupp AG, Duisburg and Essen (Chairman). Prof. Ulrich Lehner is a member of comparable national and international supervisory bodies of the following commercial enterprises: Dr. August Oetker KG, Bielefeld, member of the Advisory Council; Novartis AG, Basle, Switzerland, member and, from February 22 through July 31, 2013, interim President of the Board of Directors. Prof. Ulrich Lehner stated in connection with his election as Chairman of the Supervisory Board of ThyssenKrupp AG in March 2013 that he will step down from at least three of his seats on other statutory supervisory boards or comparable national or international supervisory bodies within a period of 12 to 15 months.

The Supervisory Board is of the opinion that, with the exception of the fact that Prof. Ulrich Lehner is already currently a member of the Supervisory Board of Deutsche Telekom AG, of which committee he is

also Chairman, no personal or business relationships exist between Prof. Ulrich Lehner, on the one hand, and companies in the Deutsche Telekom Group, the executive bodies of Deutsche Telekom AG, or a shareholder with a direct or indirect holding of more than 10% of Deutsche Telekom AG shares carrying voting rights, on the other, which would significantly impact the result of the vote at the shareholders' meeting.

Details on agenda items 6 and 7 in accordance with § 124 (2), sentence 1 AktG:

Pursuant to § 96 (1) and § 101 (1) AktG in conjunction with § 7 (1) sentence 1 no. 3 MitbestG (Mitbestimmungsgesetz – Codetermination Act) of 1976, the Supervisory Board of Deutsche Telekom AG is composed of ten members representing shareholders and ten members representing employees. In the election of Supervisory Board members representing shareholders, the shareholders' meeting is not bound by the nomination proposals.

8 Resolution on the amendment to Supervisory Board remuneration and the related amendment to § 13 Articles of Incorporation.

Remuneration for members of the Supervisory Board is to be changed from the present remuneration comprising fixed and performance-based components to fixed remuneration plus fixed amounts for committee membership. § 13 of the Articles of Incorporation will be amended accordingly.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

a) § 13 Articles of Incorporation is amended as follows:

“§ 13 Remuneration

- (1) In addition to reimbursement for cash expenses and value-added tax paid on remuneration and expenses, the members of the Supervisory Board shall receive fixed annual remuneration amounting to EUR 70,000.
- (2) The Chairman of the Supervisory Board shall receive EUR 70,000 in addition to the remuneration stated in (1) hereof, and the Deputy Chairman EUR 35,000.
- (3) The members of the Supervisory Board shall receive additional remuneration for work on Supervisory Board committees as follows
 - (a) The Chairman of the Audit Committee EUR 80,000, all other Audit Committee members EUR 40,000,
 - (b) The Chairman of the General Committee EUR 35,000, all other General Committee members EUR 25,000,
 - (c) The Chairman of another committee EUR 30,000, all other members of a committee EUR 20,000. Chairmanship and membership of the Nomination Committee and the Mediation Committee shall remain unaffected.

(4) Further, members of the Supervisory Board shall receive an attendance fee amounting to EUR 1,000 for each meeting of the Supervisory Board or its committees attended by them.

(5) Members of the Supervisory Board who are on the Supervisory Board for only part of the financial year in question shall receive one twelfth of the remuneration for every month of membership or part thereof. The same shall apply to the increase in remuneration for the Supervisory Board Chairman and Deputy Chairman pursuant to (2) hereof and to the increase in remuneration for Supervisory Board committee membership or chairmanship pursuant to (3) hereof.

(6) The remuneration pursuant to (1) hereof and the attendance fee shall fall due at the end of the shareholders' meeting to which the consolidated financial statements for the financial year in question are presented or which decides on its approval."

b) The remuneration of the Supervisory Board for the 2013 financial year shall be determined in accordance with the amended remuneration provisions as set out above, provided the above amendment to the Articles of Incorporation is entered into the commercial register in the current financial year.

9

Resolution on the cancellation of contingent capital II and the related amendment to § 5 Articles of Incorporation.

Contingent capital II, which was approved by the shareholders' meeting on May 29, 2001, served the purpose of fulfilling subscription rights from stock options, which, as the result of the authorization for the 2001 stock option plan approved at the same shareholders' meeting, were issued during the period up to December 31, 2003. Stock options carrying subscription rights no longer exist, so that the currently existing contingent capital II is now without function. Contingent capital II is therefore to be canceled and the Articles of Incorporation amended accordingly.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

a) Contingent capital II, created on the basis of a resolution taken by the shareholders' meeting on May 29, 2001 under item 8, shall, to the extent that it still exists, be canceled.

b) Subparagraph 4 shall be deleted in § 5 of the Articles of Incorporation (amount and composition of capital stock). Former subparagraphs 5 through 9 shall be moved forward and become subparagraphs 4 through 8. In the former subparagraph 5 and future subparagraph 4 of § 5 Articles of Incorporation, "(5)" in sentence 4 shall be replaced by "(4)".

Resolution on the cancellation of Authorized capital 2009/I and the creation of Authorized capital 2013 for cash and/or non-cash contributions, with the authorization to exclude subscription rights and the relevant amendment to the Articles of Incorporation.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

- a) Authorized capital 2009/I in § 5 (2) Articles of Incorporation shall, to the extent that it still exists on this date, be canceled with effect from the date of entry of authorized capital 2013 as set out below in the commercial register.
- b) The Board of Management shall be authorized to increase capital stock with the approval of the Supervisory Board by up to EUR 2,176,000,000 by issuing up to 850,000,000 registered no par value shares for cash and/or non-cash contributions in the period up to May 15, 2018. The authorization may be exercised as a whole or on one or more occasions in partial amounts.
- c) The following new subparagraph 2 shall be inserted in place of (2) in § 5 Articles of Incorporation:

assets eligible for contribution in conjunction with such acquisitions, including receivables from the Corporation.

Further, the Board of Management shall be authorized, subject to the approval of the Supervisory Board, to determine the further content of share rights and the conditions order which shares are issued (Authorized capital 2013).

“The Board of Management is authorized to increase the capital stock with the approval of the Supervisory Board by up to EUR 2,176,000,000 by issuing up to 850,000,000 registered no par value shares for cash and/or non-cash contributions in the period up to May 15, 2018. The authorization may be exercised as a whole or on one or more occasions in partial amounts. The Board of Management is authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from shareholders’ subscription rights. Further, the Board of Management is authorized, subject to the approval of the Supervisory Board, to exclude shareholders’ subscription rights when increasing capital stock for non-cash contributions in order to issue new shares for mergers or acquisitions of companies, business units, or interests in companies, including increasing existing investment holdings, or other assets eligible for contribution in conjunction with such acquisitions, including receivables from the Corporation.

The Board of Management is authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from shareholders’ subscription rights. Additionally, the Board of Management shall be authorized, subject to the approval of the Supervisory Board, to exclude shareholders’ subscription rights when increasing capital stock for non-cash contributions in order to issue new shares for mergers or acquisition of companies, business units, or interests in companies, including increasing existing investment holdings, or other

Further, the Board of Management is authorized, subject to the approval of the Supervisory Board, to determine the further content of share rights and the conditions under which shares are issued (authorized capital 2013).”

- d) The Board of Management shall be instructed not to apply for entry of the above Authorized capital 2013 in the commercial register until (i) the existing Authorized capital 2009/I (or the necessary partial amount thereof) has been utilized to grant shareholders the possibility to opt for shares in place of a cash dividend payment, as described under agenda item 2, and completion of the related increase in capital stock has been entered or (ii) the dividend has been paid out in full in cash.

11

Resolution on approval of a control and profit and loss transfer agreement with PASM Power and Air Condition Solution Management GmbH.

Deutsche Telekom AG and PASM Power and Air Condition Solution Management GmbH with its registered office in Munich (the result of a change in the legal form of PASM Power and Air Condition Solution Management GmbH & Co. KG with its registered office in Munich; hereinafter: the Subsidiary), concluded a control and profit and loss transfer agreement on February 28, 2013.

In essence, the control and profit and loss transfer agreement between Deutsche Telekom AG and the Subsidiary contains the following:

- The Subsidiary shall submit the management of its enterprise to Deutsche Telekom AG (§ 1 of the control and profit and loss transfer agreement).
- Deutsche Telekom AG shall be entitled to give instructions to the management of the Subsidiary with regard to how the Subsidiary should be managed. The authority to give instructions notwithstanding, the Subsidiary’s senior management shall continue to be responsible for managing the business and representing the Subsidiary. The right to give instructions shall not apply to the amendment, maintenance, or termination of the control and profit and loss transfer agreement (§ 2 (1) through (2) of the control and profit and loss transfer agreement).
- For the term of the agreement the Subsidiary shall be obligated to transfer its entire profits to Deutsche Telekom AG, pursuant to the provisions of § 301 AktG in their entirety, as amended. In all other respects, the provisions of § 301 AktG, as amended, shall apply analogously (§ 3 (1) and (2) of the control and profit and loss transfer agreement). (The current applicable version of § 301 AktG reads as follows: “Irrespective of any agreements made regarding the calculation of the amount of profit to be transferred, a company may in no event transfer as profit an amount exceeding the net income accruing with no transfer of profits, after deducting any loss carried forward from the previous year, the amount to be transferred to the legal reserve pursuant to § 300 and the amount blocked from distribution pursuant to § 268 (8) HGB. If amounts have been allocated to other retained earnings during the term of the agreement,

these amounts can be taken from other retained earnings and transferred as profit.”)

- The Subsidiary may, subject to the approval of Deutsche Telekom AG, allocate amounts from net income to retained earnings to the extent that this is permissible under commercial law and economically justifiable, based on a reasonable commercial assessment (§ 3 (3) of the control and profit and loss transfer agreement).
 - The right to transfer profits shall arise at the end of the financial year. It shall be due with this value date (§ 3 (4) of the control and profit and loss transfer agreement).
 - Pursuant to the provisions of § 302 AktG in their entirety, as amended, Deutsche Telekom AG shall be obligated to transfer all losses from the Subsidiary (§ 4 (1) of the control and profit and loss transfer agreement). (The current applicable version of the relevant subparagraphs 1, 3, and 4 of § 302 AktG read as follows: “(1) In the case of a control or profit and loss transfer agreement, the other contracting party shall compensate any annual net loss occurring during the term of the agreement to the extent that such loss is not compensated by taking amounts from other retained earnings, which have been allocated to them during the term of the agreement. (3) The subsidiary may waive or settle any claim for compensation after the expiration of three years from the date on which the registration of the cancellation or termination of the agreement in the commercial register shall be deemed to have been announced pursuant to § 10 HGB.
- The foregoing shall not apply if the party liable for compensation is unable to make payments when due and enters into composition with its creditors to avoid insolvency proceedings or if the liability for compensation is subject to an insolvency plan. The waiving or settlement shall only enter into effect if the external shareholders approve by means of a special resolution, and if a minority whose shares collectively make up one tenth of the capital stock represented with the resolution does not request that an objection be recorded in the minutes. (4) The claims arising from these provisions shall expire after ten years from the date on which the registration of the cancellation or termination of the agreement in the commercial register has been announced pursuant to § 10 HGB.”)
- The entitlement to loss transfer shall take effect at the end of the financial year. It shall be due with this value date (§ 4 (2) of the control and profit and loss transfer agreement).
 - The control and profit and loss transfer agreement shall take effect as soon as it is entered in the commercial register at the Subsidiary’s registered office. Profits and losses shall be transferred for the first time at the end of the financial year in which the control and profit and loss transfer agreement enters into effect (§ 5 (1) of the control and profit and loss transfer agreement).
 - To become effective, the control and profit and loss transfer agreement requires the approval of the shareholders’ meeting of Deutsche Telekom AG and the shareholders’ meeting of the Subsidiary (§ 5 (2) of the control and profit and loss transfer agreement).

- The control and profit and loss transfer agreement may be terminated in writing by giving one month's notice to the end of a financial year, however not before the end of the year after which the fiscal unit established by this control and profit and loss transfer agreement for German corporate income tax purposes has existed for the minimum period required for taxation purposes (five years as the law stands at present, § 14 (1) sentence 1 no. 3 in conjunction with § 17 KStG. If the control and profit and loss transfer agreement is not terminated, it shall be automatically extended for one further year with the same notice period. Furthermore, the parties shall be entitled to terminate the control and profit and loss transfer agreement in writing for good cause. Good cause shall mean especially the sale or contribution of the Subsidiary by Deutsche Telekom AG or the merger, split-up, or liquidation of one of the two parties (§ 5 (3) and (4) of the control and profit and loss transfer agreement).
- If individual provisions of the control and profit and loss transfer agreement are, or become, invalid or unenforceable, this shall not affect the validity of the remaining provisions of the control and profit and loss transfer agreement. Any invalid or unenforceable provision shall be replaced by one that is legally permissible and most closely approximates the economic purpose of the invalid or unenforceable clause (§ 6 of the control and profit and loss transfer agreement).

Deutsche Telekom AG is the sole shareholder of the Subsidiary. For this reason, the control and profit and loss transfer agreement need not provide

for compensation or settlement payments to external shareholders.

The shareholders' meeting of the Subsidiary has already approved the control and profit and loss transfer agreement.

The control and profit and loss transfer agreement shall only enter into effect subject to its approval at the shareholders' meeting of Deutsche Telekom AG and only when its existence has been entered in the commercial register at the Subsidiary's registered office.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The control and profit and loss transfer agreement dated February 28, 2013 between Deutsche Telekom AG and PASM Power and Air Condition Solution Management GmbH with its registered office in Munich shall be approved.

12 Resolution regarding approval of the amendment to the profit and loss transfer agreement with GMG Generalmietgesellschaft mbH.

Deutsche Telekom AG and GMG Generalmietgesellschaft mbH with its registered office in Bonn (previously operating as DeTe Immobilien, Deutsche Telekom Immobilien und Service GmbH; hereinafter: the Subsidiary) amended on February 28, 2013 the profit and loss transfer agreement concluded between them on April 15/18, 1996.

In essence, the amended profit and loss transfer agreement between Deutsche Telekom AG and the Subsidiary contains the following:

- The Subsidiary shall be obligated to transfer its entire profits to Deutsche Telekom AG during the term of the agreement. Profit shall be deemed to be the net income for the year that would have arisen with no transfer of profits, reduced by any loss carried forward from the previous year, and by the amount to be appropriated to statutory reserves and to reserves under the terms of the Articles of Incorporation (§ 1 (1) of the amended profit and loss transfer agreement).
- The amount to be appropriated to statutory reserves shall be limited to the amount required by law (§ 1 (2) of the amended profit and loss transfer agreement).
- The amount to be transferred to reserves in accordance with the Articles of Incorporation shall

only be permitted at a level which is economically justifiable based on a reasonable commercial assessment (§ 1 (3) of the amended profit and loss transfer agreement).

- Beyond that, commercially reasonable amounts and amounts permissible under commercial law shall only be appropriated to retained earnings subject to the approval of Deutsche Telekom AG (§ 1 (4) of the amended profit and loss transfer agreement).
- Pursuant to the provisions of § 302 AktG in their entirety, as amended, Deutsche Telekom AG shall be obligated to transfer all losses from the Subsidiary (§ 2 of the amended profit and loss transfer agreement). (The wording of the current applicable versions of the relevant subparagraphs 1, 3, and 4 of § 302 AktG can be found under agenda item 11.)
- The control agreement shall take effect as soon as it is entered in the commercial register at the Subsidiary's registered office (§ 3 (1) of the amended profit and loss transfer agreement).
- To become effective, the profit and loss transfer agreement requires the approval of all the Subsidiary's shareholders as well as the shareholders' meeting of Deutsche Telekom AG (§ 3 (2) of the amended profit and loss transfer agreement).
- Notwithstanding the right to terminate for good cause, the profit and loss transfer agreement shall be in effect until the end of the fifth year following the year when it first came into effect, and shall

be extended in each case by one year unless it is terminated in writing before the start of the final year of the term of the agreement (§ 3 (3) of the amended profit and loss transfer agreement).

Deutsche Telekom AG is the sole shareholder of the Subsidiary. For this reason, the profit and loss transfer agreement need not provide for compensation or settlement payments to external shareholders.

The shareholders' meeting of the Subsidiary has already approved the amendment to the profit and loss transfer agreement.

The amendment to the profit and loss transfer agreement shall only enter into effect subject to its approval at the shareholders' meeting of Deutsche Telekom AG and only when its existence has been entered in the commercial register at the Subsidiary's registered office.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The amendment to the profit and loss transfer agreement dated February 28, 2013 between Deutsche Telekom AG and GMG Generalmietgesellschaft mbH with its registered office in Bonn shall be approved.

13 Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeMedien, Deutsche Telekom Medien GmbH.

Deutsche Telekom AG and DeTeMedien, Deutsche Telekom Medien GmbH, with its registered office in Frankfurt am Main (hereinafter: the Subsidiary) amended on February 28, 2013 the profit and loss transfer agreement concluded between them on March 29/April 18, 1996.

The essential content and structure (in articles and sections) of the amended profit and loss transfer agreement correspond to the essential content and structure of the amended profit and loss transfer agreement concluded with GMG Generalmietgesellschaft mbH described under agenda item 12.

Deutsche Telekom AG is the sole shareholder of the Subsidiary. For this reason, the profit and loss transfer agreement need not provide for compensation or settlement payments to external shareholders.

The shareholders' meeting of the Subsidiary has already approved the amendment to the profit and loss transfer agreement.

The amendment to the profit and loss transfer agreement shall only enter into effect subject to its approval at the shareholders' meeting of Deutsche Telekom AG and only when its existence has been entered in the commercial register at the Subsidiary's registered office.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The amendment to the profit and loss transfer agreement dated February 28, 2013 between Deutsche Telekom AG and DeTeMedien, Deutsche Telekom Medien GmbH, with its registered office in Frankfurt am Main shall be approved.

14 Resolution regarding approval of the amendment to the control agreement with GMG Generalmietgesellschaft mbH.

Deutsche Telekom AG and GMG Generalmietgesellschaft mbH with its registered office in Bonn (previously operating as DeTe Immobilien, Deutsche Telekom Immobilien und Service GmbH; hereinafter: the Subsidiary) amended on February 28, 2013 the control agreement concluded between them on May 27, 2002.

In essence, the amended control agreement between Deutsche Telekom AG and the Subsidiary contains the following:

- The Subsidiary shall submit the management of its enterprise to Deutsche Telekom AG (§ 1 of the amended control agreement).
- Deutsche Telekom AG shall be entitled to give all instructions that seem appropriate to the management of the Subsidiary. The Board of Management of Deutsche Telekom AG shall be entitled to transfer the right of instruction by

means of official authority to persons authorized to act in its name – insofar as this is permitted by law, stating the extent and term of their instruction authority (§ 2 (1) of the amended control agreement).

- The right to issue instructions shall not apply to the amendment, maintenance, or termination of the control agreement (§ 2 (2) of the amended control agreement).
- Pursuant to the provisions of § 302 AktG in their entirety, as amended, Deutsche Telekom AG shall be obligated to transfer all losses from the Subsidiary (§ 3 of the amended control agreement). (The wording of the current applicable versions of the relevant subparagraphs 1, 3, and 4 of § 302 AktG can be found under agenda item 11.)
- The control agreement shall take effect as soon as it is entered in the commercial register at the Subsidiary's registered office. Notwithstanding the right to terminate for good cause, the control agreement shall be in effect until the end of the fifth year following the year when it first came into effect, and shall be extended in each case by one year unless it is terminated in writing before the start of the final year of the term of the agreement with a notice period of 6 months. Notice of termination shall be submitted by registered letter (§ 4 of the amended control agreement).

Deutsche Telekom AG is the sole shareholder of the Subsidiary. For this reason, the control agreement need not provide for compensation or settlement payments to external shareholders.

The shareholders' meeting of the Subsidiary has already approved the amendment to the control agreement.

The amendment to the control agreement shall only enter into effect subject to its approval at the shareholders' meeting of Deutsche Telekom AG and only when its existence has been entered in the commercial register at the Subsidiary's registered office.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The amendment to the control agreement dated February 28, 2013 between Deutsche Telekom AG and GMG Generalmietgesellschaft mbH with its registered office in Bonn shall be approved.

15 Resolution regarding approval of the amendment to the control agreement with DeTeMedien, Deutsche Telekom Medien GmbH.

Deutsche Telekom AG and DeTeMedien, Deutsche Telekom Medien GmbH, with its registered office in Frankfurt am Main (hereinafter: the Subsidiary) amended on February 28, 2013 the control agreement concluded between them on March 9/10, 2005.

In essence, the amended control agreement between Deutsche Telekom AG and the Subsidiary contains the following:

- The Subsidiary shall submit the management of its enterprise to Deutsche Telekom AG (§ 1 of the amended control agreement).
- Deutsche Telekom AG shall be entitled to instruct the management of the Subsidiary with regard to how the Subsidiary should be managed (§ 2 (1) of the amended control agreement).
- The right to issue instructions shall not apply to the amendment, maintenance, or termination of the control agreement (§ 2 (2) of the amended control agreement).
- Pursuant to the provisions of § 302 AktG in their entirety, as amended, Deutsche Telekom AG shall be obligated to transfer all losses from the Subsidiary (§ 3 of the amended control agreement). (The wording of the current applicable versions of the relevant subparagraphs 1, 3, and 4 of § 302 AktG can be found under agenda item 11.)
- The control agreement shall take effect as soon as it is entered in the commercial register at the Subsidiary's registered office (§ 4 (1) of the amended control agreement).
- To become effective, the control agreement requires the approval of the shareholders' meeting of Deutsche Telekom AG and the shareholders' meeting of the Subsidiary (§ 4 (2) of the amended control agreement).
- The control agreement shall be concluded for an unlimited term. It may only be terminated with effect from the end of the Subsidiary's financial

year. Retroactive rescission is not permissible. Rescission of the agreement shall be made in writing (§ 4 (3) of the amended control agreement).

- Furthermore, the parties shall be entitled to terminate the Agreement for good cause in writing. Good cause shall mean especially the sale or contribution of the Subsidiary by Deutsche Telekom AG or the merger, split-up, or liquidation of one of the two parties (§ 4 (4) of the amended control agreement).

Deutsche Telekom AG is the sole shareholder of the Subsidiary. For this reason, the control agreement need not provide for compensation or settlement payments to external shareholders.

The shareholders' meeting of the Subsidiary has already approved the amendment to the control agreement.

The amendment to the control agreement shall only enter into effect subject to its approval at the shareholders' meeting of Deutsche Telekom AG and only when its existence has been entered in the commercial register at the Subsidiary's registered office.

The Board of Management and the Supervisory Board propose the adoption of the following resolution:

The amendment to the control agreement dated February 28, 2013 between Deutsche Telekom AG and DeTeMedien, Deutsche Telekom Medien GmbH with its registered office in Frankfurt am Main shall be approved.

Information on agenda items 11 through 15:

The essential content of the amendments and/or amended agreements submitted for approval under agenda items 12 through 13 is

- An adjustment to the wording of the profit and loss transfer agreements, bringing them into line with current legislation and formulations regarding transfer of losses, and rendering modifications of the agreement text unnecessary in the case of future legislative amendments (dynamic referencing),
- The regulation that the amendment shall enter into effect retroactively from the beginning of the financial year in which all the requirements for the validity of this amending agreement are satisfied for the first time.

The essential contractual duties of the two parties, namely transfer of profits by the Subsidiary and assumption of losses by Deutsche Telekom AG, shall remain unaffected.

The essential content of the amendments and/or amended agreements submitted for approval under agenda items 14 through 15 is

- An adjustment to the wording of the control agreements regarding formulation of the obligation to transfer losses, bringing them into line with the changed rendering of the profit and loss transfer agreements stated in agenda items 12 through 13 (as described above),

- The regulation that the amendment shall enter into effect retroactively from the beginning of the financial year in which all the requirements for the validity of this amending agreement are satisfied for the first time.

The essential contractual duties of the two parties, namely the following of instructions by the Subsidiary and the assumption of losses by Deutsche Telekom AG, shall remain unaffected.

The following documents are available on the website

<http://www.telekom.com/hauptversammlung>

and will also be available for inspection during the shareholders' meeting.

- The control and profit and loss transfer agreement with the subsidiary named under agenda item 11,
- The profit and loss transfer agreements with the subsidiaries named under agenda items 12 through 13, in the version valid prior to the proposed amendment submitted to the shareholders' meeting for approval,
- The agreements on amendments to the profit and loss transfer agreements with the subsidiaries named under agenda items 12 through 13, each including a consolidated version of the amended profit and loss transfer agreement,
- The control agreements with the subsidiaries named under agenda items 14 through 15, in the

version valid prior to the proposed amendment submitted to the shareholders' meeting for approval,

- The agreements on amendments to the control agreements with the subsidiaries named under agenda items 14 through 15, each including a consolidated version of the amended control agreement,
- The annual financial statements, consolidated financial statements and the combined management and Group management reports of Deutsche Telekom AG for the 2010, 2011, and 2012 financial years,
- The annual financial statements and, where available, management reports of the subsidiaries named under agenda items 11 through 15 for the 2010, 2011, and 2012 financial years,
- The joint report of the Board of Management of Deutsche Telekom AG and the managing board of the subsidiary named under agenda item 11, compiled in accordance with § 293a AktG,
- The joint reports of the Board of Management of Deutsche Telekom AG and the managing boards of the subsidiaries named under agenda items 12 through 15, compiled in accordance with § 295 (1) in conjunction with § 293a AktG.

BOARD OF MANAGEMENT'S REPORT TO THE SHAREHOLDERS' MEETING

Report on agenda item 10: Report on the authorization to exclude subscription rights in the case of Authorized capital 2013 pursuant to § 186 (4), sentence 2, § 203 (2) sentence 2 AktG.

Authorized capital 2009/I in § 5 (2) Articles of Incorporation is due to expire on April 29, 2014 and therefore probably before the 2014 shareholders' meeting is held. It will – to the extent that it still exists – be canceled and new Authorized capital, Authorized capital 2013, created, with which new shares can be issued for cash and/or non-cash contributions. This will ensure that the Company always has Authorized capital available in future and, with it, the associated flexibility for cash and non-cash capital increases.

The Articles of Incorporation currently include two Authorized capitals: As already mentioned, § 5 (2) of the Articles of Incorporation includes Authorized capital 2009/I, which provides the authorization to increase the capital stock for non-cash contributions with the possibility of excluding subscription rights to use the new shares for certain merger or acquisition purposes. The Board of Management has so far made no use of the original authorization amounting to EUR 2,176,000,000 from Authorized capital 2009/I. However, plans exist to utilize the Authorized capital 2009/I to give shareholders the possibility mentioned under agenda item 2 to opt for shares in place of a dividend payment in cash. § 5 (3) of the Articles of Incorporation contains the Authorized capital 2009/II with the authorization to issue employee shares for cash and non-cash contributions to the exclusion of shareholder subscription rights.

The Authorized capital 2009/II still comprises the original amount of EUR 38,400,000 and expires on April 29, 2014.

The new Authorized capital requested for 2013 and amounting to EUR 2,176,000,000 constitutes approx. 20 percent of the current capital stock amounting to EUR 11,062,577,167.36. The Authorized capital 2013 will give the Board of Management authority to increase capital stock, subject to the approval of the Supervisory Board, by up to EUR 2,176,000,000 by issuing up to 850,000,000 registered no par value shares for cash or non-cash contributions in the period up to May 15, 2018. The authorization will be exercised as a whole or on one or more occasions in partial amounts.

In the event of capital increases for non-cash contributions, the Board of Management will be authorized, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights when issuing new shares for mergers or acquisitions of companies, business units, or interests in companies, including increases in existing investment holdings, or other assets eligible for contribution in conjunction with such acquisitions, including receivables from the Company.

Deutsche Telekom AG is engaged in national and global competition. It must therefore always be in a position to act swiftly and flexibly on national and international markets. In particular, this includes the opportunity to improve its competitive position through mergers with other companies or the acquisition of companies, business units, and interests in companies.

This also includes increasing investments in Group companies.

The optimal use of this opportunity in the interest of shareholders and the Company involves, in individual cases, carrying out the merger or the acquisition of companies, business units, or interests in companies by offering shares of the acquiring company. It has proved that mergers and acquisitions of companies, business units, or interests in such companies frequently involve large units, requiring the provision of substantial considerations. In many cases, these considerations cannot or should not be paid in cash. In fact, to ensure that the liquidity of the Company is not endangered, it may be more beneficial if the consideration that the Company is required to provide for a merger or the acquisition of a company, a business unit, or an interest in another company can be provided wholly or partially in new shares of the acquirer. It has been seen in practice both on international and national markets that the acquirer's shares are often requested as consideration for attractive acquisitions. For this reason, Deutsche Telekom AG must be given the opportunity to offer new shares as consideration for mergers or acquisitions of companies, business units, or interests in companies. In this respect, non-cash contributions include companies, business units, and interests in companies.

Furthermore, the resolution proposal makes express provision, subject to the approval of the Supervisory Board, for the exclusion of shareholders' subscription rights in order to issue new shares to acquire assets eligible for contribution in connection with

the acquisition of companies, business units, or interests in companies.

In the case of an intended acquisition, it can make economic sense to acquire other assets in addition to the actual object acquired, for example those that serve the economic purposes of the acquired object. This applies in particular if a company that is being acquired does not own the industrial or intangible property rights relating to its operations. In such and comparable cases, Deutsche Telekom AG must be in a position to acquire assets related to the intended acquisition, and – either to protect liquidity or at the request of the seller – to offer shares as a consideration for this, assuming that the relevant assets are eligible for contribution. In this respect, Deutsche Telekom AG should therefore also have the option of increasing its capital stock against non-cash contributions while excluding shareholders' subscription rights. Non-cash contributions are considered in such cases to be assets in conjunction with the acquisition.

The Board of Management will, in particular, also be entitled, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights when using Authorized capital 2013 in order to grant the owners of receivables against Deutsche Telekom AG – whether securitized or unsecuritized – arising in connection with the sale of companies, business units, or interests in companies to Deutsche Telekom AG shares in Deutsche Telekom AG wholly or partially in lieu of the cash payments. In cases where, for example, the Company has initially agreed to pay in cash for

the acquisition of a company or an interest in a company, this may give the Company the added flexibility of subsequently offering shares in lieu of cash, thus protecting its liquidity. In such cases, non-cash contributions when using Authorized capital 2013 comprise receivables against Deutsche Telekom AG.

While the granting of shares in the context of mergers or acquisitions of companies, business units, or interests in companies, including increases in existing investment holdings, or of other assets eligible for contribution in conjunction with such acquisitions, including receivables from the Company, serves the authorization for use provided in g) of the authorization resolution relating to the purchase and use of own shares approved under item 7 of the agenda for the shareholders' meeting on May 24, 2012, one of the requirements for using own shares as acquisition currency is that they have been previously acquired. The use of own shares as acquisition currency may therefore prove disadvantageous for the use of Authorized capital in some circumstances, mainly because of the liquidity needed to buy back the shares. Furthermore, the purchase authorization is limited to 10% of the capital stock. Authorized capital can be used by Deutsche Telekom AG to offer shares as consideration independently of a repurchase of own shares. The proposed authorization will give Deutsche Telekom AG the leeway it requires to flexibly exploit opportunities for mergers or the acquisition of companies, business units, or interests in companies, or to acquire other assets eligible for contribution in conjunction with

such acquisitions. The authorization will enable Deutsche Telekom AG to use the Authorized capital to grant new shares as consideration in the context of mergers and acquisitions of companies, business units, and interests in companies, or to acquire other assets eligible for contribution in conjunction with such acquisitions, where this is appropriate.

In order to perform such transactions swiftly and with the necessary flexibility, Deutsche Telekom AG must have the option of increasing its capital stock for non-cash contributions while excluding shareholders' subscription rights. This is why it is imperative that the Board of Management be authorized to exclude shareholders' subscription rights when issuing new shares. Such a decision by the Board of Management shall be contingent on the Supervisory Board's approval, however. When subscription rights are granted, mergers and the acquisition of companies, business units, or interests in companies, or other assets eligible for contribution in conjunction with such acquisitions, are not possible in exchange for the issue of new shares, and the Company and its shareholders cannot benefit from the associated advantages.

At present, the Company does not have any concrete merger or acquisition plans for using Authorized capital 2013 and the opportunity for a non-cash capital increase with the exclusion of shareholders' subscription rights that such capital entails. When specific opportunities arise for mergers or acquisition of companies, business units, or interests in companies, or there is an opportunity to acquire other assets

eligible for contribution in conjunction with such acquisitions, the Board of Management will examine each case to decide whether to use the option of increasing capital for non-cash contributions while excluding subscription rights. It will only use the authorization if it is convinced that issuing new Deutsche Telekom AG shares to make an acquisition is in the best interests of the Company. In such cases, the Board of Management shall also carefully review and ascertain that the value of the contribution in kind is commensurate with the value of the shares.

Further, the Board of Management is to be authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from shareholders' subscription rights. This serves the purpose of enabling the Company to use rounded amounts for Authorized capital 2013 in order to establish a practicable subscription ratio and to facilitate practical implementation of the capital increase. Shares that become free as a result of the exclusion of shareholders' subscription rights are realized by selling them on the stock exchange or in some other way at the best price obtainable for the Company. Due to the limitation to fractional amounts, the potential dilution effect as a result of the exclusion of shareholders' rights is low.

Considering all the above-mentioned facts and circumstances, the Board of Management, in agreement with the Supervisory Board, regards the authorizations to exclude subscription rights, also making allowance for the potential dilution effect arising from the exercise of the authorizations

in question to the disadvantage of the shareholders, as justified and reasonable for the reasons given. The Board of Management will report to the shareholders' meeting on each use of Authorized capital 2013.

RIGHT TO ATTEND, VOTING RIGHTS, AND VOTING BY PROXY

Conditions for attendance and exercising voting rights

Under § 16 (1) of the Articles of Incorporation, shareholders are eligible to attend the shareholders' meeting and to exercise their voting rights if they have been entered in the shareholders' register and have registered for attendance by

Thursday May 9, 2013, 24:00 (CEST) at the latest,

with such registration being addressed to the Company at:

**DTAG Hauptversammlung 2013
c/o ADEUS Aktienregister-Service-GmbH
20683 Hamburg
Germany**

or sent by **fax** to **+49-228-181-78879**

or by **e-mail** to **hauptversammlung.bonn@telekom.de**

or by using the password-protected **Internet Dialog** in accordance with the system provided for this purpose on the website

<http://www.hv-telekom.com>

The registration must be received by the above date in order to be deemed to have been made on time.

An online password is required in addition to the shareholder number to register using the

password-protected Internet Dialog. Shareholders who have already registered for electronic transmission of the documents relating to the shareholders' meeting may use the online password they have selected for this purpose. All other shareholders will be sent an online password with the invitation to the shareholders' meeting, provided they have been entered in the shareholders' register before the beginning of May 2, 2013. In order to use the system allowing them to register using the password-protected Internet Dialog, shareholders must have been entered in the shareholders' register before the beginning of May 2, 2013. The password-protected Internet Dialog will be available from April 19, 2013 onwards. Further information on the procedure for registering using the password-protected Internet Dialog is available on the aforementioned website.

Pursuant to § 67 (2) sentence 1 of the German Stock Corporation Act (Aktengesetz, AktG), a person is deemed to be a shareholder in relation to the Company only if registered as such in the shareholders' register. Accordingly, the right to attend and vote at the shareholders' meeting is also conditional upon the shareholder still being registered as a shareholder in the shareholder register on the day of the shareholders' meeting. The number of shares registered in the shareholders' register on the day of the shareholders' meeting will be material in determining the number of voting rights that a person eligible to attend the shareholders' meeting may exercise. For administrative reasons, however, no transfers may be effected in the shareholders' register in the period from (and including) May 10, 2013 to (and including) the day of the shareholders' meeting, i.e., May 16, 2013.

The status of entries in the shareholders' register on the day of the shareholders' meeting is thus identical to the status of entries following the last transfer on May 9, 2013 (referred to as the technical record date).

Banks and shareholders' associations, as well as persons and associations that have the status of banks according to § 135 (8) AktG and institutions and companies with the status of banks according to § 135 (10) in conjunction with § 125 (5) AktG, may only exercise voting rights pertaining to registered shares which they do not own but in respect of which they are entered in the shareholders' register as the bearer if they have been granted appropriate authorization. For more details of this authorization, please consult § 135 AktG.

Voting by proxy

Shareholders are able to have their voting rights exercised by a proxy, e.g., by a bank, shareholders' association, or by proxies appointed by the Company. Timely registration is also required in such cases (see "Conditions for attendance and exercising voting rights" above). It is possible to appoint a proxy both prior to and during the shareholders' meeting, and such proxy may even be appointed prior to registration. Proxies may be appointed by way of the shareholder making a declaration either to the relevant proxy or to the Company. The proxy attending the shareholders' meeting may in principle, i.e., insofar as neither the law, nor the relevant shareholder, nor the proxy provides for restrictions or other qualifications, exercise the voting right in the same way as the shareholder could.

With the exception of the special provisions set out in c) below, neither any provision of law, nor the Articles of Incorporation, nor any other requirements specified by the Company demand that certain forms are used in order to grant proxy authorization. In the interests of smooth processing, however, we ask that the forms provided are always used when granting proxy authorizations if such authorization is granted by way of a declaration vis-à-vis the Company. Forms that can be used to appoint a proxy already during the registration process will be sent to shareholders together with the invitation to the shareholders' meeting. At the same time, shareholders will receive a registration and proxy form, which inter alia can be used in the context of a) and c) below to order admission tickets for a proxy or to grant authorization and issue voting instructions to a Company-appointed proxy. The password-protected Internet Dialog also includes electronic forms, which can be used in the context of a) and c) below for appointing a proxy and, as necessary, issuing instructions either at the time of registration (ordering admission tickets for a proxy or granting authorization and issuing instructions to a Company-appointed proxy) or at a later stage. The admission tickets issued in response to a corresponding order or self-generated via the password-protected Internet Dialog contain a form for granting authorization. Moreover, the block of voting cards that shareholders attending the shareholders' meeting receive on being admitted to the meeting contains cards for granting authorization and, as necessary, issuing instructions during the shareholders' meeting. A form is also available on the Internet, that can be used for granting authorization and issuing instructions (see "Further information and notes on the shareholders' meeting").

Shareholders wishing to make use of the opportunity to vote by proxy should in particular note the following:

a) If the appointment of a proxy does not fall within the scope of application of § 135 AktG, (i.e., if the proxy appointed is not a bank, shareholders' association, or other person or association that has the status of a bank according to § 135 (8) AktG or an institution or company with the status of a bank according to § 135 (10) in conjunction with § 125 (5) AktG, and the appointment of the proxy does not fall within the scope of application of § 135 AktG on any other grounds), the following applies: The granting of the proxy, its revocation, and evidence of authorization must be supplied to the Company in text form in accordance with § 134 (3) sentence 3 AktG (§ 126b BGB (Bürgerliches Gesetzbuch – German Civil Code)). Pursuant to § 134 (3) sentence 3 AktG in conjunction with § 16 (2) sentence 2 of the Articles of Incorporation, the authorization may also be granted or revoked and evidence of the proxy authorization provided to the Company by fax (+49 (0)228 181-78879) or via the password-protected Internet Dialog using the system provided for this purpose on the above website (<http://www.hv-telekom.com>). Pursuant to § 16 (2) sentence 3 of the Articles of Incorporation, this does not affect any other forms of granting or revoking authorization or providing evidence of proxy authorization to the Company, which are permitted directly by law. An online password is required in addition to the shareholder number in order to use the password-protected Internet Dialog. Shareholders who have already registered for electronic

transmission of the documents relating to the shareholders' meeting may use the online password they have selected for this purpose. All other shareholders will be sent an online password with the invitation to the shareholders' meeting, provided they have been entered in the shareholders' register before the beginning of May 2, 2013. In order to use the password-protected Internet Dialog, shareholders must have been entered in the shareholders' register before the beginning of May 2, 2013. The password-protected Internet Dialog will be available from April 19, 2013 onwards. The special provisions set out in c) below apply where authorization is granted to Company-appointed proxies.

b) If the appointment of a proxy falls within the scope of application of § 135 AktG, (i.e., if the proxy appointed is a bank, shareholders' association, or other person or association that has the status of a bank according to § 135 (8) AktG or an institution or company with the status of a bank according to § 135 (10) in conjunction with § 125 (5) AktG, or if the appointment of the proxy falls within the scope of application of § 135 AktG on other grounds), text form is not required pursuant to § 134 (3) sentence 3 AktG, nor do the Articles of Incorporation contain a specific provision governing such case. Banks, shareholders' associations, as well as other persons and associations, which have the status of banks according to § 135 (8) AktG or institutions and companies with the status of banks according to § 135 (10) in conjunction with § 125 (5) AktG, may therefore provide forms with which they can

be appointed proxy and such forms need only comply with the statutory provisions that apply to the granting of such authorization, in particular those contained in § 135 AktG. Reference is hereby made to the special procedure pursuant to § 135 (1) sentence 5 AktG.

Shareholders will again this year in particular also have the opportunity to grant authorization and, if desired, issue instructions to a bank or shareholders' association via the password-protected online service that is accessible on the website mentioned above (<http://www.hv-telekom.com>), provided that the bank or shareholders' association participates in such online service. An online password is required in addition to the shareholder number in order to use the password-protected online service. Shareholders who have already registered for electronic transmission of the documents relating to the shareholders' meeting may use the online password they have selected for this purpose. Other shareholders will be sent an online password, which can also be used for this online service, together with the invitation to the shareholders' meeting, provided they have been registered in the shareholders' register before the beginning of May 2, 2013. In order to use the password-protected online service, shareholders must have been entered in the shareholders' register before the beginning of May 2, 2013. The password-protected online service will be available from April 19, 2013 onwards.

c) The information contained in a) above also applies if authorization is granted to a Company-appointed proxy, subject to the following special

provisions: If authorization is granted to a Company-appointed proxy, such proxy will only exercise the corresponding voting right if express instructions have been issued. For administrative reasons, only proxy authorizations and instructions that were granted or issued using the forms provided for this purpose by the Company (including electronic forms, see above) can be taken into account. In this context, instructions can only be issued in respect of resolutions proposed by the Company's administrative bodies, which have been published by the Company prior to the shareholders' meeting, although this includes any proposal on the appropriation of net income that is adjusted during the shareholders' meeting in line with the published proposal, and in respect of resolutions proposed by shareholders that were published by the Company prior to the shareholders' meeting on the basis of a minority request pursuant to § 122 (2) AktG or as a counter-motion pursuant to § 126 (1) AktG or a nomination pursuant to § 127 AktG. Instructions issued to the Company-appointed proxies may be changed at any time up to and including the day of the shareholders' meeting, right up to shortly before the votes are cast.

d) If authorization is granted by way of a declaration vis-à-vis the Company, no additional evidence of authorization is required. If, however, authorization is granted by way of a declaration vis-à-vis the proxy, the Company may demand to see evidence of the authorization, unless otherwise provided for under § 135 AktG (this applies to the case described in b) above). It is possible to send the Company evidence of authorization prior to the

shareholders' meeting. In accordance with § 134 (3) sentence 4 AktG, the following means of electronic communication are available for the conveyance of the evidence of authorization (to the shareholder or the proxy): The evidence of appointment of a proxy may be sent to the Company via the password-protected Internet Dialog using the process designed for this purpose (subject to the conditions and restrictions set out in a) above) on the above website (<http://www.hv-telekom.com>) or via e-mail to: hauptversammlung.bonn@telekom.de. Documents sent as Word, .pdf, .jpg, .txt, or .tif files can be transmitted via the Internet Dialog, and we will guarantee that Word, .pdf, .jpg, .txt, and .tif files sent as e-mail attachments (with the possibility of existing e-mails being forwarded) will be taken into account. The Company can only link the evidence of proxy authorization sent by e-mail to a specific registration application if the document evidencing such authorization or the corresponding e-mail states either the name, date of birth, and address of the relevant shareholder or the corresponding shareholder number. The above does not affect the fact that declarations relating to proxy authorizations (granting, revocation), if made to the Company, and any evidence to be provided to the Company may in particular be sent to the postal address or fax number given above.

- e) If the shareholder appoints more than one proxy, the Company is entitled under § 134 (3) sentence 2 AktG to refuse one or more of them.

INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO § 122 (2), § 126 (1), § 127, AND § 131 (1) AKTG

Requests for additional agenda items pursuant to § 122 (2) AktG

Under § 122 (2) AktG, shareholders collectively holding at least one twentieth of the capital stock or at least EUR 500,000 in total (the latter corresponds to 195,313 shares) may request that additional items be added to the agenda and published. Each new item must be accompanied by a corresponding statement of grounds or a resolution proposal. Such requests must be made in writing to the Company's Board of Management and must have been received by the Company by 24:00 (CEST) on April 15, 2013 at the latest. They should be sent to the following address: Deutsche Telekom AG, Vorstand, Postfach 1929, 53009 Bonn, Germany.

§ 142 (2) sentence 2 AktG, which stipulates that the applicants must provide evidence of having held the shares for at least three months prior to the date of the shareholders' meeting and of continuing to hold the shares up to the date on which a decision relating to the application is taken, applies *mutatis mutandis*, i.e., the provision will apply subject to the appropriate adjustments. In this respect, the Company will accept evidence that applicants have been holding their shares at least since the beginning of February 16, 2013 and continue to hold their shares in any event until the beginning of the day on which the request for an additional agenda item is dispatched. Certain third-party shareholding periods will be taken into account in this context in accordance with § 70 AktG.

Any additions to the agenda that require publication and were not published with the notice of convocation will be published in the German Federal Gazette (*Bundesanzeiger*) as soon as they have been received by the Company and will be forwarded to those media services, which can be expected to publish the information across the entire European Union. Any requests for additional items to be added to the agenda that are received by the Company once notice of convocation of the shareholders' meeting has been issued will also be made available at the following address and communicated to the shareholders as soon as they have been received by the Company:

<http://www.telekom.com/hauptversammlung>

Counter-motions and nominations pursuant to § 126 (1) and § 127 AktG

At the shareholders' meeting, shareholders may make applications and, as necessary, nominations relating to particular agenda items and the rules of procedure without any notice, publication, or other special action being required prior to the shareholders' meeting.

Counter-motions within the meaning of § 126 of the German Stock Corporation Act (*Aktiengesetz* – AktG) and nominations within the meaning of § 127 AktG, together with the shareholder's name, the corresponding grounds (which are not required in the case of nominations), and any response by

the Company's administrative bodies, will be published on the following website:

<http://www.telekom.com/gegantraege>

provided they are received by the Company by

Wednesday, May 1, 2013, 24:00 (CEST) at the latest,

and are addressed to

**Gegenträge zur Hauptversammlung DTAG
Postfach 19 29
53009 Bonn
Germany**

or sent by **fax** to **+49-228-181-88259**

or by **e-mail** to **gegentraege.bonn@telekom.de**

and all other conditions triggering the Company's obligation to publish such information under § 126 and/or § 127 AktG have been met.

Shareholders' right to information pursuant to § 131 (1) AktG

Under § 131 (1), any shareholder who makes a corresponding request at the shareholders' meeting must be provided with information relating to the Company's affairs, including its legal and business relations to an affiliate, the financial position of the Group, and any other companies included in the consolidated financial statements, the Board of

Management provided such information is necessary in order to make an informed judgment in respect of an agenda item and the Board of Management does not have the right to refuse such information. Furthermore, the Board of Management is obliged to provide information in response to a request made by any shareholder at the shareholders' meeting relating to all matters of importance for the conclusion of agreements and amendments to agreements with the subsidiaries named under the following agenda items: agenda item 11 pursuant to § 293g (3) AktG and agenda items 12 through 15 pursuant to § 295 (1) in conjunction with § 293g (3) AktG.

Further information

Further information on the shareholders' rights pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) AktG, in particular information relating to additional requirements above and beyond compliance with relevant deadlines, is available on the following website:

<http://www.telekom.com/hauptversammlung>

FURTHER DETAILS AND INFORMATION RELATING TO THE SHAREHOLDERS' MEETING

Information for bearers of ADSs

Bearers of American Depositary Shares (ADS) who intend to attend the shareholders' meeting may contact Deutsche Bank Trust Company Americas, New York, USA, for more information.

Documents relating to the shareholders' meeting, website with information pursuant to § 124a AktG

The content of the notice of convocation, together with an explanation of why no resolution is to be passed on agenda item 1, the documents to be made available at the shareholders' meeting, the total number of shares and voting rights existing at the time the convocation notice was issued, a form for granting proxy and for issuing instructions, as necessary, and any applications for additional agenda items within the meaning of § 122 (2) AktG are available on the website:

<http://www.telekom.com/hauptversammlung>

On April 5, 2013, the notice of convocation, together with the full agenda and the resolution proposals of the Board of Management and the Supervisory Board, was published in the German Federal Gazette and also forwarded for publication to media services which can be expected to publish the information across the entire European Union.

Public broadcast of the shareholders' meeting

Based on a corresponding resolution by the Board of Management, an audio/video transmission of the shareholders' meeting will be available. All shareholders and the interested public may follow the shareholders' meeting live on the following website:

<http://www.telekom.com/hauptversammlung>

The shareholders' meeting will be broadcast live in audio and video in the foyer of the Deutsche Telekom AG Headquarters, Friedrich-Ebert-Allee 140, 53113 Bonn, Germany.

Total number of shares and voting rights

The total number of shares issued, each of which carries one voting right, existing at the time of the notice of convocation is 4,321,319,206 (calculated in accordance with § 30b (1) sentence 1 no. 1 2nd option WpHG (Wertpapierhandelsgesetz – German Securities Trading Act). This total includes the 2,461,529 own shares held by the Company on the date the notice of convocation was issued, which do not, however, attribute any rights to the Company in accordance with § 71 b AktG).

Bonn, April 2013

**Deutsche Telekom AG,
Board of Management**

Deutsche Telekom AG

Supervisory Board: Prof. Dr. Ulrich Lehner (Chairman)

Board of Management: René Obermann (Chairman),
Reinhard Clemens, Niek Jan van Damme, Timotheus Höttges,

Dr. Thomas Kremer, Claudia Nemat, Prof. Dr. Marion Schick

Commercial register: Local court Bonn HRB 6794,

Registered office: Bonn

VAT identification no. DE 123475223