

# INFORMATION AND TERMS OF USE FOR THE INTERNET DIALOG FOR THE DEUTSCHE TELEKOM AG SHAREHOLDERS' MEETING ON MARCH 28, 2019

## 1. SCOPE/SUBJECT MATTER

This information and these terms of use apply to all shareholders who register for the shareholders' meeting of Deutsche Telekom AG using our guided Internet Dialog at [www.telekom.com/hv-service](http://www.telekom.com/hv-service) and/or who use the guided Internet Dialog to cast their votes online, grant proxy authorization and issue voting instructions where relevant, or who use any other service available in the guided Internet Dialog. Sections (3) through (7) refer to aspects that apply exclusively to the guided dialog, while section (8) refers to aspects that apply exclusively to the electronic communication channel offered in addition.

This information and these terms of use do not, unless they contain provisions explicitly to the contrary, make any statements on the possibility of registration; postal votes; granting of proxy authorization and, where applicable, issue of voting instructions; revocation of postal votes cast or a proxy authorization or proof of the proxy authorization granted to the Company outside of the guided Internet Dialog.

General information on registration, postal votes, granting proxy authorization to a third party, granting proxy authorization and issuing voting instructions to the Company-appointed proxies, revoking postal votes or a proxy authorization, and providing evidence of the proxy authorization granted to the Company is included in the invitation to the Deutsche Telekom AG shareholders' meeting, which was announced in the Federal Gazette on February 21, 2019.

The Internet Dialog is, first and foremost, a guided dialog via which you can order admission tickets for yourself or for your proxies,

cast your postal vote online, or authorize the Company-appointed proxies to exercise your voting rights and issue corresponding voting instructions. By selecting one of these options, you are also registering yourself for the shareholders' meeting. The guided Internet Dialog is also an electronic communication channel that provides a simple way to, for example, send evidence of the proxy authorization granted to the Company or to revoke a proxy authorization.

This information and these terms of use do not apply in particular to the online service which can be used to grant proxy authorization to participating banks and shareholder associations and, if required, issue voting instructions. Separate terms of use apply to this online service.

## 2. STABILITY AND AVAILABILITY OF THE INTERNET DIALOG FOR THE SHAREHOLDERS' MEETING/DISCLAIMER

We therefore recommend that you use our internet service in good time so that, even in the event of an interruption to service or if the service becomes unavailable, you will still have enough time to register by post or by e-mail. Furthermore, Deutsche Telekom AG accepts no responsibility for errors or defects in the hardware and software used for the guided Internet Dialog, including hardware and software of the service companies involved, provided there has been no intentional wrongdoing or gross negligence. Deutsche Telekom reserves the right to suspend or discontinue its internet services if there are compelling security reasons for doing so. If you have any technical problems, do not hesitate to contact the shareholders' meeting hotline on +49 (0)228 181-55770 or by e-mail to [hv-service@telekom.de](mailto:hv-service@telekom.de).

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### **3. ONLINE REGISTRATION FOR THE SHAREHOLDERS' MEETING**

Registration for the shareholders' meeting is possible up to midnight (CET) on March 25, 2019 (registration deadline). Up until the registration deadline, you can use the guided Internet Dialog to order admission tickets for yourself or for your proxies, cast your postal vote online, or authorize the Company-appointed proxies to exercise your voting rights and issue corresponding voting instructions. If you have not already registered for the shareholders' meeting, by ordering tickets, casting your postal vote online, or granting proxy authorization and issuing voting instructions to the Company-appointed proxies via the guided Internet Dialog, you are also registering for the shareholders' meeting. If you have received multiple invitations with different shareholder numbers and passwords, please register for the shareholders' meeting separately for each of these shareholder numbers.

### **4. ORDERING ADMISSION TICKETS**

You can order admission tickets for yourself or a proxy chosen by you via the guided Internet Dialog. Do this by visiting [www.telekom.com/hv-service](http://www.telekom.com/hv-service) and selecting "Order admission tickets/Online voting/Proxy authorization and instructions."

Then select the option "Order admission tickets." In the event that admission tickets are subsequently ordered online via the guided Internet Dialog, any postal votes we have received prior to this will be disregarded. If we already have a proxy authorization granted to Company-appointed proxies on file, this will no longer be executed if admission tickets are ordered subsequently. If, when ordering admission tickets using the guided Internet Dialog, you have granted proxy authorization to a third party, you can revoke this proxy authorization (subject to section (7)) via the guided Internet Dialog and then appoint another proxy of your choice or select one of the other options available at this point. Admission ticket(s) ordered using the guided Internet Dialog can be printed out directly or sent via e-mail to your smartphone. This option is not available if you are using the guided Internet Dialog to order admission tickets for a proxy.

### **5. PROCEDURE FOR CASTING POSTAL VOTES ONLINE**

As an alternative to ordering admission tickets or authorizing the Company-appointed proxies, you can also cast your postal vote online. Do this by visiting [www.telekom.com/hv-service](http://www.telekom.com/hv-service) and selecting "Order admission tickets/Online voting/Proxy authorization and instructions."

Then select the option "Online voting" in the guided Internet Dialog at [www.telekom.com/hv-service](http://www.telekom.com/hv-service). If you order admission tickets, the guided Internet Dialog is then blocked to prevent postal votes from being cast online. If we already have a proxy authorization granted to Company-appointed proxies on file, this will no longer be executed if postal votes are cast subsequently.

In the event that postal votes are cast subsequently, any (differing) postal votes we have received prior to this will be disregarded. Postal votes can only be cast in respect of resolutions proposed by the Company's administrative bodies and published by the Company prior to the shareholders' meeting, but including 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) German Stock Corporation Act (AktG), as a counter-motion pursuant to § 126(1) AktG, or as a nomination pursuant to § 127 AktG. If you would like to cast your postal vote using the guided Internet Dialog, irrespective of the possibility of modifying postal votes issued via the guided Internet Dialog right up to shortly before the votes are cast, the postal vote must be cast by the registration deadline on midnight (CET) on March 25, 2019. Postal votes cast before this deadline can be changed or revoked via the guided Internet Dialog up to shortly before the votes are cast on the day of the shareholders' meeting. You can revoke the postal votes you have cast by accessing the "Postbox" in the guided Internet Dialog and then (subject to section (7)) selecting one of the alternative options available in the guided Internet Dialog at this point.

If you have cast postal votes using both the guided Internet Dialog and other channels, in case of doubt the most recent postal votes received via the guided Internet Dialog will take priority over postal votes cast elsewhere.

Shareholders who use the online postal voting procedure in the guided Internet Dialog are nonetheless entitled to attend the shareholders' meeting, either in person or through a proxy.

### **6. REPRESENTATION BY A VOTING PROXY APPOINTED BY DEUTSCHE TELEKOM AG**

As an alternative to ordering admission tickets or casting postal votes online, you can also use the guided Internet Dialog to grant proxy authorization and issue voting instructions to the Company-appointed proxies by visiting [www.telekom.com/hv-service](http://www.telekom.com/hv-service) and selecting "Order admission tickets/Online voting/Proxy authorization and instructions."

Then select the option "Representation by a voting proxy appointed by Deutsche Telekom." If you order admission tickets, the guided Internet Dialog is then blocked to prevent proxy authorization from being granted and voting instructions issued to Company-appointed proxies online.

In the event that proxy authorization is granted subsequently and voting instructions issued to the Company-appointed proxies using the guided Internet Dialog, any postal votes on file will be disregarded, i.e., these postal votes will be deleted in the system if proxy authorization is granted and voting instructions issued to the Company-appointed proxies using the guided Internet Dialog. In the event that proxy authorization is granted subsequently and voting

instructions issued to the Company-appointed proxies using the guided Internet Dialog, any voting instructions issued to the Company-appointed proxies on file will be disregarded, i.e., the voting instructions issued previously will change as a result of the subsequent granting of proxy authorization and issue of voting instructions to the Company-appointed proxies.

The Company-appointed proxies are neutral and exercise the right to vote solely on the basis of the instructions issued by you. If there is a separate vote on the approval of the actions of the Board of Management and/or Supervisory Board, the Company-appointed proxies will vote on the approval of the actions of all members of the Board of Management or Supervisory Board proposed by the management in accordance with the boxes you have checked.

The granting of proxy authorization to the Company-appointed proxies allows the assertion of your shareholder rights by and large in the shareholders' meeting. Please note, however, that it cannot fully substitute your attending the shareholders' meeting in person. Hence the Company-appointed proxies will not accept any requests to speak, to raise objections against shareholders' meeting resolutions, or to ask questions or put forward motions. The Company-appointed proxies neither participate in votes on motions put forward at the shareholders' meeting concerning procedural issues, nor do they participate in votes on shareholders' counter-motions and nominations for election that have not been published in accordance with § 126 and § 127 AktG. Via the guided Internet Dialog, Company-appointed proxies can only be issued instructions 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. The Company-appointed proxies represent you anonymously, i.e., without disclosing your name.

If you would like to grant proxy authorization and issue voting instructions to the Company-appointed proxies via the guided Internet Dialog, irrespective of the possibility of modifying voting instructions issued via the guided Internet Dialog right up to shortly before the votes are cast, the proxy authorization and voting instructions must be granted/issued by the registration deadline on midnight (CET) on March 25, 2019. Once proxy authorizations have been duly granted and voting instructions duly issued, you can still modify voting instructions issued to the Company-appointed proxies right up until shortly before the votes are cast.

The guided Internet Dialog can be used to revoke proxy authorization granted by you to the Company-appointed proxies and then (subject to section (7)) to select one of the options available at this point (order admission tickets for yourself or a proxy, or cast your vote online).

If you have granted proxy authorization and issued voting instructions to the Company-appointed proxies both via the guided Internet Dialog and via another channel, in case of doubt your most recent instructions via the guided Internet Dialog take priority over instructions issued elsewhere.

## **7. CHANGING THE PROXY HOLDER/SUBSEQUENT ORDERING OF ADMISSION TICKETS VIA THE INTERNET DIALOG/ REVOCATION OF PROXY AUTHORIZATION**

- a) Up to the registration deadline on midnight (CET) on March 25, 2019 you can use the guided Internet Dialog to change the proxy holder in the case of proxy authorizations granted (ordering admission tickets for a proxy).
- b) You can still order admission tickets for yourself or a proxy up until the registration deadline on midnight (CET) on March 25, 2019 using the guided Internet Dialog even after casting your postal vote and authorizing the Company-appointed proxies.

If the admission ticket was issued in the shareholder's name, it is no longer possible to subsequently use the online postal vote option or grant proxy authorization to a third party or the Company-appointed proxies via the guided Internet Dialog or to subsequently grant proxy authorization to a bank or a shareholders' association via the online service.

If we already have postal votes or a proxy authorization granted to the Company-appointed proxies on file, these will no longer be considered if admission tickets are ordered subsequently.

After ordering your admission ticket(s), you can make use of the existing options outside of the guided Internet Dialog for casting a postal vote, granting proxy authorization, and issuing voting instructions.

- c) You can revoke postal votes, proxy authorization granted to the Company-appointed proxies, or proxy authorization granted to a third party when ordering admission tickets by visiting [www.telekom.com/hv-service](http://www.telekom.com/hv-service) and accessing the "Postbox."

In this case, the votes are not represented unless subsequently or by other means cast as postal votes, represented by another proxy, or by the shareholder attending in person.

## **8. SEPARATE PROXY AUTHORIZATION DECLARATIONS/ SEPARATE REVOCATION DECLARATION**

In addition to the options described in sections (3) through (7), the guided Internet Dialog is also (via [www.telekom.com/hv-service](http://www.telekom.com/hv-service) under the menu item "Evidence of proxy authorization/Transmission of other documents") an electronic communications channel that provides a simple way to, for example, send evidence of the proxy authorization granted to the Company or to revoke a proxy authorization. Documents can be sent as evidence of the proxy authorization granted to the Company in the following formats: .doc, .docx, .txt, and .pdf.

## **9. GROUPS OF PERSONS/LEGAL ENTITIES**

Please note that when shareholders are entered in the shareholders' register as a group of persons (e.g., married couples), partnership, or legal entity, the individual who orders the admission tickets, casts or changes votes using the postal voting procedure, authorizes the Company-appointed proxies, issues or modifies voting instructions, or revokes a postal vote or proxy authorization granted via the guided Internet Dialog must have obtained the authorization of all members of the group of persons or the legal entity/partnership for whom that individual is acting, in order to act on their behalf or must be the authorized representative of the legal entity/partnership.

## **10. DUTIES OF CARE OF THE USER**

Please do not allow unauthorized persons to gain access to your shareholder number and your online password so as to ensure that no third party can use your access.

If you suspect your details have been misused, you should have your access blocked by calling the dedicated hotline on +49 (0)228 181-55770, Monday to Friday (except on public holidays) from 8:00 to 18:00 or, if you have registered to receive the shareholders' meeting invitation by electronic means, at least change your access password and the security question. Once your access has been blocked, you may need to register again, while complying with the formal and deadline requirements, using another channel so you are authorized to take part.

Please also ensure that you close/exit the guided Internet Dialog properly. Admission ticket orders, changes to proxy holders, the casting of or changes to postal votes, the issue of or changes to voting instructions, or revocation of postal votes cast or a proxy authorization have only been registered if the confirmation screen is displayed. If the program is terminated at an earlier point in time (e.g., by clicking on the "Cancel" button or by closing the window), the transaction will not be registered. Properly closing the program also prevents unauthorized persons from viewing or tampering with your details during your absence.

## **11. DATA PROTECTION INFORMATION**

In order to enable the shareholders to exercise the rights to which they are entitled in connection with the shareholders' meeting and to meet the statutory provisions associated with the shareholders' meeting, Deutsche Telekom AG processes personal data of the shareholders and their proxies. Further information is available at the bottom of the invitation to the shareholders' meeting published in the Federal Gazette (Bundesanzeiger) and made available to the shareholders in accordance with § 125 of the Stock Corporation Act as well as at [www.telekom.com/hv-service](http://www.telekom.com/hv-service). We would be happy to send you a printed version of this information on request.

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