



Rules of Procedure for the Supervisory Board of Deutsche Telekom AG

Disclaimer: This document is a convenience translation of the German original. In case of discrepancy between the English and German versions, the German version shall prevail.

For reasons of linguistic clarity, we have used gender-neutral language to the greatest extent possible throughout the Rules of Procedure.

Last revised: January 1, 2024

The Supervisory Board adopts the following Rules of Procedure in accordance with § 11 of the Articles of Incorporation of Deutsche Telekom AG:

§ 1 General Provisions

- (1) The Supervisory Board shall carry out its tasks in accordance with statutory provisions, the Articles of Incorporation, these Rules of Procedure, and supplementary resolutions passed by the Supervisory Board. All of its members shall have equal rights and duties and shall not be bound by directives or commissions.
- (2) The Supervisory Board has the task of supervising management. Furthermore, the Supervisory Board shall support management by giving advice and promote the objectives of the Company.
- (3) The Chair of the Supervisory Board shall regularly maintain contact with the Board of Management, with the Chair of the Board of Management in particular, and consult with them on the strategy, business development, and risk management of the Company. The Chair of the Supervisory Board shall be informed by the Chair of the Board of Management without delay of important events that are essential for the assessment of the situation and development as well as for the management of the Company. The Chair of the Supervisory Board shall then inform the Supervisory Board and, after consulting with the Deputy Chair of the Supervisory Board, shall convene a meeting, if required.
- (4) All members of the Supervisory Board are obligated to maintain secrecy on all confidential information and secrets concerning the Company, specifically on business and trade secrets, of which they have gained knowledge as a result of their activity on the Supervisory Board; this shall also apply after the termination of their office as Supervisory Board members.
- (5) Each member of the Supervisory Board shall inform the Supervisory Board of any conflict of interest, in particular of conflicts that may result from an advisory task or a board function with clients, suppliers, lenders, or other business partners. If the Supervisory Board Chair has a conflict of interest, the Deputy Chair shall be notified.

§ 2 Election of the Chair and the Deputy Chair

- (1) The Supervisory Board shall elect from among its members a Supervisory Board Chair and a Deputy Chair. The election shall be chaired by the oldest Supervisory Board member.
- (2) The term of office of the Supervisory Board Chair and Deputy Chair shall correspond to the period for which they have been appointed.

If the Chair or the Deputy Chair resigns prior to expiry of their tenure of office, the Supervisory Board shall without delay elect a new Chair or Deputy Chair for the remaining period of office to replace the Chair or Deputy Chair who has stepped down.

- (3) In the event the Supervisory Board Chair is likely to be unable to carry out their duties, they shall ensure that the Deputy Chair is informed in good time and comprehensively on the tasks to be carried out. This requires close cooperation between the Chair and the Deputy Chair.

§ 3 Meetings

- (1) At least two Supervisory Board meetings each shall take place during both the first and the last six months of a calendar year.
- (2) Supervisory Board meetings shall be convened by the Chair or, if they are unavailable, by the Deputy Chair, giving a period of notice of two weeks prior to the meeting (end of the convening period) in writing by email or other telecommunications media (hereinafter "means of communication"). When determining the period of notice, the day of the dispatch of the invitation and the day of the meeting shall not be counted. In urgent cases, the person convening the meeting may shorten the period of notice and convoke the meeting orally, by telephone, or using other means of communication.
- (3) The invitation shall state the venue, date and time of the meeting, as well as the individual items on the agenda. For resolutions to be adopted outside meetings, the way of voting shall be specified.

Any amendments to the agenda shall be communicated prior to the expiry of the convening period. Amendments communicated after this point in time shall be dealt with during the meeting, unless the majority of the members present object thereto.

- (4) All documents required for resolutions shall be sent to the Supervisory Board members along with the invitation, unless other procedures are advisable for particular reasons.
- (5) After consulting with the Deputy Chair, the Chair may, for an important reason, cancel or postpone a meeting convened. They may interrupt any meeting already in progress. If the meeting is to be interrupted for a longer period, the Supervisory Board shall decide upon a motion of a member whether it is to be continued.
- (6) The Chair shall appoint the person to take the minutes. The Chair shall also decide at their discretion or at the request of the Supervisory Board on the admission of experts and respondents to consultations on individual items on the agenda. The independent auditor appointed shall be admitted to deliberations on the annual financial statements. If the auditor is involved as an expert, the Board of Management will not take part in this meeting unless the Supervisory Board believes its presence is necessary. The members of the Board of Management shall take part in the other meetings of the Supervisory Board, unless the Chair of the Supervisory Board decides otherwise. The Supervisory Board shall decide hereupon following the motion of a member.
- (7) The Board of Management shall report to the Supervisory Board in accordance with statutory provisions. The General Committee may elaborate or specify the reporting duty in more detail. Reports to the Supervisory Board shall generally be submitted in writing, and upon request, provided to the members, unless decided otherwise by the Supervisory Board. Only in the event of particular urgency shall verbal information from the Board of Management to the Chair of the Supervisory Board be sufficient. The Chair shall inform the other members of the Supervisory Board hereof as quickly as possible.

Auditor's reports pursuant to § 170 (3) sentence 2 German Stock Corporation Act shall be submitted to all Supervisory Board members or, where decided by the Supervisory Board, the members of a specific committee.

- (8) Once a year, the Supervisory Board shall advise the Board of Management on the preparation of the medium-term plan, including the strategic orientation and key budgetary figures, including human resources, financial, investment, and divestment planning for the following year. The Board of Management shall make its decision taking the comments of the Supervisory Board into account.

§ 4 Adoption of Resolutions

- (1) Supervisory Board resolutions shall be passed, as a rule, in meetings. The participation of individual Supervisory Board members by videoconference or telephone is considered the same as participation in person. Participation by videoconference or telephone shall take place only in exceptional cases and with the consent of the Chair of the Supervisory Board. The Chair shall determine the order of discussion of agenda items as well as the manner and order of voting. Resolutions on items on the agenda not announced in due time may only be passed if no member objects to such procedure. In such an event, absent members shall be given the opportunity, within an appropriate period to be determined by the Chair, to object to the adoption of the resolution or to cast their vote subsequently; such a resolution shall only become effective if no absent member has objected within the prescribed period.
- (2) Resolutions may also be adopted outside meetings by votes cast in writing, by telephone, via videoconferences, or by email using recognized methods to provide authentication and to keep unauthorized third parties from gaining knowledge of the content. The Chair shall decide freely after due assessment of the circumstances whether and how a vote is to be taken on a resolution outside meetings. In such an event, the members of the Supervisory Board shall be given the opportunity, within an appropriate period to be determined by the Chair, to object to the adoption of a resolution in this way; such resolution shall only become effective if no member has objected within the prescribed period. Participation in the vote shall be deemed the same as approving the way in which the vote is taken. The voting results shall be documented in writing and the Supervisory Board members informed thereof. Resolutions adopted in such a manner shall be recorded in the minutes of the next Supervisory Board meeting.
- (3) The Supervisory Board shall constitute a quorum when at least half of the total number of members participates in the vote on a resolution in person, via videoconference, or using other means of communication. A member is also deemed to have participated in the vote if they abstain from voting.
- (4) On the motion of two members, the Chair may postpone the vote on individual or on all items on the agenda by four weeks at the most, if an equal number of shareholders' and employees' representatives would not participate in the vote or there is otherwise a major reason for such postponement. The Chair shall not be authorized to effect a further postponement.
- (5) Supervisory Board resolutions shall require a majority of votes cast, unless another majority is required by law. Where voting results in a tie, the Chair shall have two votes in a new vote on the same subject, if such voting again ends in a tie. The second vote may also be cast in accordance with (1) and (2) above. The Chair of the Supervisory Board shall only exercise their right to a second vote after being advised by the committee in charge of the matter in question.
- (6) The Chair and – in case of the Chair being prevented – the Deputy Chair shall be authorized to make, on behalf of the Supervisory Board, the declarations of intent required to implement the resolutions of the Supervisory Board and its committees and to accept statements for the Supervisory Board.

§ 5 Minutes of Meetings

- (1) Minutes shall be taken at the meeting of the Supervisory Board and its committees; these minutes shall be signed by the meeting's chair. Each member shall be provided with a copy of the minutes of the meeting. The content of the minutes of the meeting shall be approved at the subsequent Supervisory Board meeting.
- (2) The minutes shall specify the place and date of the meeting, the names of the persons taking part, the items on the agenda, the essential contents of the proceedings, and the resolutions of the Supervisory Board.
- (3) If different opinions are expressed in the Supervisory Board on individual items on the agenda, the minutes shall be formulated in such a way that the depiction of the essential contents of the proceedings reflects this fact.

Each Supervisory Board member shall have the right to request the recording of any objection to a resolution of the Supervisory Board.

§ 6 Transactions Requiring the Consent of the Supervisory Board

- (1) The Board of Management must obtain the consent of the Supervisory Board before taking any of the following actions:
 1. Key financial aspects of the budget of the Group, its segments, and the Company, as well as the Group's annual financing plan.
 2. The establishment, dissolution, acquisition, or sale of companies, parts of companies, and participating interests, as well as any changes in the direct interests by the Company if the value of the specific measure exceeds EUR 125 million.
 3. Acquisition and sale of real property and real estate property rights as well as any other disposition thereof if the value exceeds EUR 125 million in each individual case.
 4. Assumption of securities, bonds, guarantees, and comparable liability commitments outside ordinary business operations for the benefit of third parties (legal entities that are not affiliated companies as defined in §§ 15 et seq. German Stock Corporation Act or natural persons) if such obligation of the Company exceeds EUR 125 million in each case.
 5. Granting of loans with a value of over EUR 125 million for the benefit of third parties outside ordinary business operations.
 6. Exceeding the approved investment budget by more than EUR 300 million.
 7. Group financing measures, the value of which in each individual case exceeds five percent of the Company's capital stock and which are not included in the Group's annual financing plan.
 8. Issue of the Rules of Procedure for the Board of Management including the Schedule of Responsibilities.
 9. Assumption of sideline activities by a Board of Management member, particularly if they join the supervisory board, board of directors, or advisory council of a company that is not a Group company within the meaning of § 18 German Stock Corporation Act.

10. Granting of loans within the meaning of § 89 and § 115 German Stock Corporation Act.
 11. Transactions between the Company and persons associated with the Company within the meaning of § 111b German Stock Corporation Act.
 12. Conclusion of agreements with Supervisory Board members within the meaning of § 114 German Stock Corporation Act.
 13. Conclusion of inter-company agreements pursuant to §§ 291 et seq. German Stock Corporation Act.
 14. Transactions between members of the Board of Management or related persons or companies and the Company or its affiliated companies within the meaning of § 15 et seq. German Stock Corporation Act if these transactions are significant.
- (3) Any transactions or measures pursuant to (1), nos. 2 to 5 hereof effected by a direct or indirect holding that is controlled by the Corporation as defined in § 17 German Stock Corporation Act shall likewise require the approval of the Supervisory Board.
 - (4) The Supervisory Board may at any time make any further transactions contingent upon its consent. It may give revocable consent in advance with regard to a specific group of transactions in general or with regard to an individual transaction meeting certain requirements.

§ 7 Formation of Committees

- (1) The Supervisory Board may form committees within the framework of statutory provisions and the Articles of Incorporation. In any case, it shall form a
 1. Mediation Committee (§ 8)
 2. Staff Committee (§ 9)
 3. Audit and Finance Committee (§ 10)
 4. General Committee (§ 11)
 5. Nomination Committee (§ 12)
 6. Strategy, ESG, and Innovation Committee (§ 13).
- (2) The committee members shall be elected from among the Supervisory Board members with due regard to statutory provisions, the Articles of Incorporation, and the Rules of Procedure. Each committee shall be headed by a chair who – unless otherwise stipulated by the Articles of Incorporation, Rule of Procedure, or statutory provisions – shall be elected by the Supervisory Board.
- (3) If the vote on a subject assigned to a committee with equal representation for resolution instead of the Supervisory Board results in a tie, the subject is submitted to the Supervisory Board for resolution.
- (4) The work and the results of deliberations in the committees shall be reported to the Supervisory Board.

§ 8 Mediation Committee

The tasks defined in § 31 (3) sentence 1 of the 1976 Codetermination Act shall be assumed by the Mediation Committee.

§ 9 Staff Committee

- (1) The Staff Committee shall have equal representation. It shall have eight members.
- (2) The Committee shall be chaired by a Supervisory Board member representing the employees.
- (3) The following measures must be debated in the Staff Committee before the Board of Management adopts a corresponding resolution:
 1. Principles of human resources management in the Company, its subsidiaries, associated, and related companies. These shall include, among other things:
 - the structure of conditions of employment for executives and employees not covered by collective agreements,
 - employee share-purchase principles, including in the case of direct and indirect majority stakes in companies with listed shares or plans to list shares,
 - the alteration of corporate principles,
 - the principles for securing equal opportunities.
 2. Principles and structures of human resources development and human resources planning, and on ensuring the training of future management staff within the Deutsche Telekom Group. These shall include, among other things:
 - the introduction of new, or amendment of existing, management principles,
 - concepts of further and advanced training,
 - the principles and instruments of human resources management and staff promotion.

§ 10 Audit and Finance Committee

- (1) The Audit and Finance Committee shall have equal representation. It shall have eight members.
- (2) The Committee is chaired by a Supervisory Board member representing the shareholders.
- (3) The members of the Committee may not receive any remuneration or other benefits for consultancy or other business agency activities from either the Company or a Group company. This shall not apply to remuneration for the members of the Supervisory Board pursuant to § 113 German Stock Corporation Act stipulated in the Articles of Incorporation or approved by the shareholders' meeting, the reimbursement of expenses and pension payments which are paid solely for services rendered in the past and are independent of future services.

- (4) The Audit and Finance Committee shall carry out its task in accordance with statutory provisions, the Articles of Incorporation, these Rules of Procedure, and resolutions passed by the Supervisory Board, taking into account the recommendations of the German Corporate Governance Code.
- (5) Given the respective resolution adopted by the Committee, the members of the Committee are authorized to examine all books, documents, and assets.
- (6) The Audit and Finance Committee shall also deal with complex corporate financial and business activities passed on to it by the Supervisory Board Chair or by the Supervisory Board for examination and discussion.
- (7) The Audit and Finance Committee shall be responsible for preparing the resolution of the Supervisory Board concerning key financial aspects of the budget of the Group, its segments, and the Company, as well as the Group's annual financing plan.
- (8) The Supervisory Board shall transfer to the Audit and Finance Committee the task of passing resolutions on the following matters:
 1. Acquisition and sale of real property and real estate property rights as well as any other disposition thereof if the value exceeds EUR 125 million in each individual case (cases according to § 6 (1) no. 3 (where necessary in combination with (2)) of these Rules of Procedure).
 2. Assumption of securities, bonds, guarantees, and comparable liability commitments outside ordinary business operations for the benefit of third parties (legal entities that are not affiliated companies as defined in §§ 15 et seq. German Stock Corporation Act or natural persons) if the obligation thereof exceeds EUR 125 million in each case (cases according to § 6 (1) no. 4 (where necessary in combination with (2)) of these Rules of Procedure).
 3. Granting of loans with a value of over EUR 125 million for the benefit of third parties outside ordinary business operations (cases according to § 6 (1) 5 (where necessary in combination with (2)) of these Rules of Procedure).
 4. Exceeding the approved investment budget by more than EUR 300 million.
 5. Group financing measures, the value of which in each individual case exceeds five percent of the Company's capital stock and which are not included in the Group's annual financing plan.
- (9) The Board of Management shall keep the Audit and Finance Committee informed about the Group's financing structure, especially about capital market measures if the value of such measures exceeds five percent of the Company's capital stock in each individual case.
- (10) The Committee may adopt its own Rules of Procedure within the limits of the law, the Articles of Incorporation, and these Rules of Procedure¹.

§ 11 General Committee

- (1) The General Committee shall have equal representation. It shall have six members, including the Chair and Deputy Chair of the Supervisory Board.
- (2) The General Committee shall be chaired by the Chair of the Supervisory Board.

¹ Audit and Finance Committee Rules of Procedure, Last revised: January 1, 2024

(3) The General Committee shall be responsible for the preparation of resolutions by the Supervisory Board on the following matters:

1. Appointment and dismissal of Board of Management members,
2. Determination and regular review of the remuneration system for the Board of Management, including the main contract elements,
3. Determination of the remuneration of individual members of the Board of Management,
4. Conclusion of agreements with Supervisory Board members within the meaning of § 114 German Stock Corporation Act.
5. Other Supervisory Board resolutions regarding Board of Management matters,
6. If the Board of Management intends to initiate a legal, internal investigation measure against a member of the Supervisory Board based on specific suspicion of a breach of legal duties towards the Company, it shall consult the General Committee before doing so. The Committee shall be informed in detail of the reason, the nature, the duration, and the intensity of the intended measure. The General Committee may make recommendations to the Board of Management. The Board of Management shall reach its decision with due consideration of the recommendation of the General Committee. Once the measure has been concluded, the Board of Management shall inform the General Committee of the results, duration, and intensity. The legal obligations of the Board of Management shall remain unaffected; as far as legally required, the person concerned shall also be informed by the Board of Management. Legal measures other than those described in sentence 1 shall not be carried out.

If the specific suspicion is directed towards a member of the General Committee, the Chair of the Committee shall decide whether the procedure previously described should be held with the exclusion of the member concerned. Should the Chair be the person concerned or be otherwise prevented from deciding, the Deputy Chair of the Supervisory Board shall take the decision; should the latter be the person concerned or be otherwise prevented from deciding, the longest-serving member of the Supervisory Board shall take the decision. The member prevented from involvement shall be replaced by another member of the Supervisory Board. Shareholder representatives shall be replaced by shareholder representatives and employee representatives by employee representatives. For this purpose and as a precaution for this case, the Supervisory Board shall in advance elect one member each of the shareholder representatives and the employee representatives.

(4) The Supervisory Board shall transfer to the General Committee the task of passing resolutions on the following matters:

1. The conclusion, amendment, and termination of agreements with Board of Management members within the framework of the remuneration system, including the main contract elements, defined in (3) no. 2. as well as the remuneration set by the Supervisory Board for the individual members of the Board of Management.
2. Assumption of sideline activities by a Board of Management member, particularly if they join the supervisory board, board of directors, or advisory council of a company that is not a Group company within the meaning of § 18 German Stock Corporation Act.
3. Granting of loans within the meaning of § 89 and § 115 German Stock Corporation Act;
4. Transactions between the Company and persons associated with the Company within the meaning of § 111b German Stock Corporation Act provided that no law or another provision of these

Rules of Procedure assigns the affected transaction to the Audit Committee or a different committee.

5. Transactions conducted by members of the Board of Management or related persons, or companies with which they have a personal association, on the one hand, with the Company or its affiliated companies within the meaning of § 15 et seq. German Stock Corporation Act, on the other, if these transactions are significant.
 6. An elaboration or specification of the Board of Management's duty to report pursuant to § 3 (7) of these Rules of Procedure.
 7. The execution of other legal transactions with the Board of Management pursuant to § 112 German Stock Corporation Act.
- (5) The Chair of the Committee shall be responsible for long-term succession planning for the Board of Management in concert with the Chair of the Board of Management.

§ 12 Nomination Committee

- (1) The Nomination Committee shall consist only of shareholder representatives. It shall have three members. The Nomination Committee shall be chaired by the Chair of the General Committee.
- (2) The Nomination Committee shall propose to the Supervisory Board suitable candidates for recommendation to the shareholders' meeting for election.

§ 13 Strategy, ESG, and Innovation Committee

- (1) The Strategy, ESG, and Innovation Committee shall have equal representation. It shall have eight members.
- (2) The Committee shall be chaired by a Supervisory Board member representing the shareholders.
- (3) Tasks of the Strategy, ESG, and Innovation Committee include deliberations on key questions regarding the strategy of the Company and its segments as well as the strategic development of the company, including the preparation of the required approval resolutions of the Supervisory Board. Furthermore, the Committee shall deal with the sustainable governance of the Company as well as the Company's ESG activities (Environment, Social, Governance), subject to the responsibility of other committees of the Supervisory Board. The Committee shall also support the Board of Management with respect to the development and evaluation of innovations and technological developments at infrastructure and product level. It shall advise the Board of Management on issues concerning the tapping of new growth areas.
- (4) The Strategy, ESG, and Innovation Committee shall be responsible for the preparation of resolutions by the Supervisory Board on the following matters:

The establishment, dissolution, acquisition, or sale of companies, parts of companies, and participating interests, as well as any changes in the interests by the Company in the cases of § 6 (1) no. 2 (where necessary in combination with § 6 (2) of these Rules of Procedure. If, in the individual case, the value of the specific measure does not exceed EUR 400 million, the Strategy, ESG, and Innovation Committee shall resolve on behalf of the Supervisory Board.

- (5) The Committee may adopt its own Rules of Procedure within the limits of the law, the Articles of Incorporation, and these Rules of Procedure.

§ 14 Declarations of Intent

- (1) The Chair and – in case of the Chair being prevented – the Deputy Chair shall be authorized to make, on behalf of the Supervisory Board, the declarations of intent required to implement the resolutions of the Supervisory Board and its committees and to accept statements for the Supervisory Board.
- (2) Public announcements of the Supervisory Board shall be made so as to include the designation “The Supervisory Board” with the Company’s corporate name as well as the signature of the Chair of the Supervisory Board or, in the event of unavailability, the Deputy Chair.

§ 15 Internal Order of Committees

The regulations laid down for the Supervisory Board in the Articles of Incorporation and in these Rules of Procedure shall apply analogously for the committees of the Supervisory Board, unless other provisions have expressly been made. § 108 (3) and (4) as well as § 109 German Stock Corporation Act shall remain unaffected.

§ 16 Office

The business of the Supervisory Board shall be run by its own office at the headquarters of the Company. The Board of Management shall make the office staff and equipment available in agreement with the Chair of the Supervisory Board.