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**LIFE'S FOR SHARING**

# DOCUMENT CONTAINING INFORMATION FOR SHAREHOLDERS PURSUANT TO § 4 (1) NO. 4 AND § 4 (2) NO. 5 GERMAN SECURITIES PROSPECTUS ACT (WERTPAPIERPROSPEKTGESETZ – WPPG), DATED APRIL 5, 2013, amended on May 16, 2013 [blue] and on May 31, 2013 [orange] (changes to the document from April 5, 2013 are highlighted)

for the new shares to be issued under the rights issue capital increase for contribution of dividend entitlements, in accordance with the resolution regarding the appropriation of net income ~~to be approved~~ approved by the Deutsche Telekom AG shareholders' meeting on May 16, 2013 (dividends in the form of shares)

## I. Purpose

~~A proposal will be made under agenda item 2 (resolution on the appropriation of net income) at~~ the shareholders' meeting of Deutsche Telekom AG (**"Deutsche Telekom"** or **"Company"**) (more information about Deutsche Telekom can be found at [www.telekom.com/ir](http://www.telekom.com/ir)) ~~resolved~~ on May 16, 2013 ~~under agenda item 2 (resolution on the appropriation of net income)~~ to pay out a dividend of EUR 0.70 per no-par value share (**"resolution on appropriation of net income"**). Shareholders will be able to choose whether to have the dividend paid out in cash or in the form of shares in Deutsche Telekom. The Board of Management and the Supervisory Board intend to create the necessary shares through partial use of authorized capital, pursuant to § 5 (2) of the Deutsche Telekom Articles of Incorporation, which was entered in the commercial register of Deutsche Telekom on May 26, 2009 (**"Authorized Capital 2009/1"**) against non-cash contributions. The dividend entitlements ~~arising~~ in connection with the resolution on appropriation of net income will be transferred as non-cash contributions by those shareholders who choose to receive their dividends in the form of shares.

**This document has been created to fulfill the requirements of § 4 (1) no. 4 and § 4 (2) no. 5 WpPG, which state that there is no obligation to publish a prospectus for the public offering, § 4 (1) no. 4 WpPG, and admission for trading, § 4 (2) no. 5 WpPG, of dividends paid out to shareholders in the form of shares "provided that a document is made available which contains information on the quantity and type of shares and which describes the reasons for and details of the offer."**

Neither the subscription rights nor the new shares are, or will be, registered in accordance with the U.S. Securities Act of 1933 as amended, or with the securities regulators of individual states or other territories of the United States of America. At no time may the subscription rights

and new shares be offered, sold, exercised, pledged, transferred or delivered, either directly or indirectly, to the or within the United States of America, unless an exemption from the registration requirements of the Securities Act applies or unless such a transaction is covered by them and therefore does not constitute a breach of applicable securities legislation in the individual states of the United States of America.

## II. Reasons

The subject matter of this document are the new shares which will be issued in consideration for the contribution of dividend rights by way of the rights issue capital increase. With this step, Deutsche Telekom is giving shareholders who held Deutsche Telekom shares in their securities deposit accounts at 11.59 p.m. CEST on the evening of May 16, 2013, the choice of receiving the dividend on these shares in cash or in the form of shares. Shareholders therefore have the following options:

- The shareholder opts to receive the dividend in cash and notifies his depository bank of this fact, or simply does nothing up to the end of the subscription period for the new shares. In this case, he receives a cash dividend of EUR 0.70 per no-par value share held by him once the subscription period and the handling period required for the technical transaction are over, probably on June 12, 2013.
- The shareholder opts to receive the dividend in the form of shares. In this case, he must notify his depository bank on the form that the bank provides for this purpose in good time and transfer his dividend entitlements to Citigroup Global Markets Limited. Once the subscription period and the handling period required for the technical transaction are over, probably on June 18, 2013, he will receive the new shares, the number of which will depend on the extent to which the dividend entitlements transferred to him (in total) cover the fixed subscription

price per share (total in relation to the number of whole shares to be granted). If contributed dividend entitlements or portions thereof exceed the subscription price (in total) for the shares purchased, the shareholder will receive this balance in cash, probably on June 12, 2013.

- The shareholder opts to receive the dividend in cash for part of his shares and the dividend in the form of shares for the remaining part. In this case, the two processes described above apply, with each being applied to the specific shares for which the shareholder has made the relevant decision.

Giving shareholders the choice between a cash dividend and a dividend in the form of shares is common practice at international level. It gives them the opportunity for easy re-investment of their dividends. If the shareholder opts to receive the dividend in the form of shares, he can prevent his shareholding in Deutsche Telekom being reduced on a percentage basis as a result of the rights issue capital increase. For Deutsche Telekom, dividend payments reduce cash outflow to the extent that dividend entitlements are reinvested in the company and shares delivered instead of a dividend payment in cash.

### III. Details

#### 1. Present capital stock and shares of Deutsche Telekom

Deutsche Telekom's capital stock as per December 31, 2012 totaled EUR 11,062,577,167.36, divided into 4,321,319,206 registered no-par value shares (shares without nominal value) with a pro rata capital stock of EUR 2.56 attributable to one no-par value share.

Each share entitles the holder to one vote at the company's shareholders' meeting.

The existing Deutsche Telekom shares are admitted for trading to the regulated market on the Frankfurt am Main, Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges as well as to the regulated market subsection with additional post-admission obligations (Prime Standard) on the Frankfurt stock exchange.

The existing Deutsche Telekom shares are admitted to the regulated market for trading on the Frankfurt am Main, Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges as well as to the regulated market subsection with additional post-admission obligations (Prime Standard) on the Frankfurt stock exchange.

The existing Deutsche Telekom shares are evidenced in several global certificates deposited with Clearstream Banking AG, Mergenthaler Allee 61, 65760 Eschborn. Pursuant to § 5 (8) of the company's Articles of Incorporation, the right of shareholders to certification of their shares and profit shares is precluded unless certification is required by the regulations for a stock exchange on which the stock is listed.

All shares issued by Deutsche Telekom are assigned the same rights.

The company's shares are freely transferable. Announcements made by the company relating to its shares are published in the German Federal Gazette. Announcements required under stock exchange regulations also appear in the German Federal Gazette.

The settlement agent is Citigroup Global Markets Limited, London, acting through Citibank N.A., London.

#### 2. Details of the rights issue capital increase

##### a) Rights issue capital increase for non-cash contributions from Authorized Capital 2009/I

The Board of Management and the Supervisory Board intend to create the new shares which are the subject matter of this document and which will be issued for contribution of dividend entitlements during the rights issue capital increase by making partial use of Authorized Capital 2009/I.

##### b) Maximum/minimum number of shares offered

The maximum number of new shares that will be created is not yet set. It depends on the extent to which shareholders exercise their right to choose to receive their dividend in the form of shares as well as on the subscription ratio and subscription prices, ~~both of which are not yet fixed.~~

Example based on ~~an~~ the assumed fictive subscription price of EUR 8.75 and subscription ratio of 12.5 : 1.<sup>†</sup>

- If all shareholders opted to receive the dividend for their entire share portfolio in the form of shares, then and if the subscription price were fixed with a subscription ratio of 10.9 : 1 at, e.g., EUR 7.63, with the number of shares existing on December 31, 2012 standing at 4,300,607,068 shares carrying dividend rights<sup>2</sup> and at a subscription price of € 8.75 and subscription ratio of 12.5 : 1 (and assuming all shareholders hold 13 ~~14~~ shares or an integer multiple of 12.5 ~~10.9~~ shares), 344,048,565 ~~394,551,107~~ new shares would be issued (maximum figure).
- On the other hand, if no shareholder opted to receive his dividend in the form of shares, no shares would be issued, with the result that the minimum number of new shares would be 0..

##### c) Features of the new shares

The new shares, which are the subject matter of this document, will be created in accordance with German law after the shareholders' meeting on May 16, 2013. They will feature the same rights as all other shares of the company and will not confer any rights or advantages beyond this. Each of the company's shares, including the new shares, entitles the holder to one vote at the company's shareholders' meeting. There are no restrictions on voting rights, except in specific cases prescribed by law. Nor are there different voting rights for certain company shareholders. The new shares will carry full dividend entitlements from January 1, 2013. The new shares participate in any liquidation proceeds according to their mathematical share of the capital stock.

Each of the new shares will be evidenced in one or more global certificates, each with an owner's global profit share certificate, and deposited with Clearstream Banking AG, Mergenthaler Allee 61, 65760 Eschborn. The new shares will be delivered via collective safe custody credit. The new shares will be freely transferable.

<sup>†</sup>) Please note that the subscription price and therefore the subscription ratio are dependent on the actual trend in the Deutsche Telekom AG share price and may therefore differ from the assumed fictive figures. As a result, the maximum number of shares offered may also differ from the figure shown in the example.

<sup>2</sup>) Quantity not identical to the total number of shares existing on December 31, 2012, since the number of treasury shares must be deducted from this figure. According to the law, they do not carry dividend and subscription rights.

## d) Rights issue capital increase

The capital increase to create the new shares will take the form of a rights issue. To simplify the transaction, each shareholder will only be able to exercise his subscription right by commissioning and authorizing Citigroup Global Markets Limited within the subscription period as third-party trustee to act as specified in the subscription offer. For contribution of the shareholder's dividend entitlements Citigroup Global Markets Limited will subscribe to the new shares in accordance with the shareholder's choice to receive his dividend in the form of shares, at the determined subscription ratio and at the determined subscription price which are still to be determined, and will do so in its own name but on the shareholder's account. Following subscription and entry of execution of the rights issue capital increase in the commercial register, it will transfer the new shares acquired in this process to the shareholder. Citigroup Global Markets Limited will also be obliged to contribute the dividend entitlements transferred to the trusteeship of Citigroup Global Markets Limited to Deutsche Telekom AG and to transfer the shares subscribed to under its trusteeship to the shareholders, according to the choice they have made and on the basis of the subscription ratio and subscription price, both of which have yet to be determined. If applicable, they will also return any dividend entitlements that are not required to purchase shares, with the assistance of the depository banks. The subscription price of EUR 8.75 will be fixed three days before the subscription period expires, probably was published on Friday, May 31, 2013, and published in the German Federal Gazette and on the Deutsche Telekom Internet site (www.telekom.com/hv). It is the result in EUR of dividing the reference price by EUR 0.70, less 2.0% of this result, then rounded down to one decimal place and multiplied by EUR 0.70 (the "subscription price"). The reference price is the volume-weighted average price of Deutsche Telekom AG shares in EUR in the XETRA trading system on the Frankfurt stock exchange on the last trading day before the date on which the subscription price is set, i.e., (expected to be Thursday May 30, 2013) ("reference price"). It is EUR 8.9454. The number of dividend entitlements required to purchase one new share therefore equals the determined subscription price divided by EUR 0.70. The subscription ratio is the relationship between the result of dividing the reference price by EUR 0.70, less 2.0% of this result and rounded to one decimal place, to one new share (the "subscription ratio"). It is 12.5 : 1. The subscription ratio will also be published three days before the subscription period expires, probably on Friday, May 31, 2013, and published in the German Federal Gazette and on the Deutsche Telekom Internet site (www.telekom.com/hv).

### Sample Calculation:

Reference Price<sup>3</sup>: e.g., EUR 8.9454 EUR 7.81

Subscription Price: EUR 8.75 EUR 7.63. Calculation: Result of dividing EUR 8.9454 EUR 7.81 by 0.7: 12.77914... 11,15714..., less 2.0%, equals 12.52356 10,934, rounded down to one decimal place: 12.5 10.9, multiplied by EUR 0.70.<sup>4</sup>

Subscription Ratio: 12.5 10.9 : 1, i.e., 1 new share can be purchased for 12.5 10.9 old shares (and dividend entitlements as non-cash contributions).

Residual balance: If a shareholder transfers dividend entitlements from 13 11 shares, he transfers 0.5 0.1 dividend entitlements too many in according to this sample calculation. 0.5 0.1 dividend entitlements are equal to EUR 0.35 0.07 (0.5 0.1 x EUR 0.70 = EUR 0.35 EUR 0.07). This amount is paid out to the shareholder in cash. In this example, the shareholder therefore receives one new share and EUR 0.35 EUR 0.07 in cash in exchange for 13 11 dividend entitlements.

Although the subscription rights will be transferable, they can only be transferred together with the dividend entitlement, because the subscription right can only be exercised if the corresponding dividend entitlement is also transferred.

There are no plans for allowing the subscription rights to be traded on the stock exchange.

The dividend entitlements and associated subscription rights from the company's shares, all of which are held in collective safe custody, will be booked automatically to the depository banks, probably with effect on the evening of May 16, 2013 by Clearstream Banking AG, Mergenthaler Allee 61, 65760 Eschborn. The dividend entitlement posting (ISIN DE000A1TNRX5 / WKN A1TNRX) automatically include the associated subscription rights. The existing shares of the company are expected to be listed "ex dividend" and hence also "ex subscription right" on the regulated markets of the Frankfurt am Main, Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges from May 17, 2013.

The subscription period is expected to last from May 17, 2013 to June 3, 2013 (inclusively in each case). Subscription rights that are not exercised within the prescribed period will expire without compensation – in this case shareholders will receive the cash dividend. The subscription agent will be Citigroup Global Markets Limited.

## 3. Costs and benefits of the offer for Deutsche Telekom

Deutsche Telekom will not acquire new cash assets as a result of the rights issue capital increase but will receive the dividend entitlements as non-cash contributions. To the extent that shareholders opt to receive the dividend in the form of shares, they contribute their dividend entitlements (after transferring their dividend entitlements to Citigroup Global Markets Limited), which will reduce the dividend to be paid out in cash by Deutsche Telekom for the 2012 financial year. How high the contributed dividend amount will be depends on the extent to which shareholders exercise their right to receive their dividend in the form of shares, as well as on the subscription ratio and subscription price for the new shares, which are not yet fixed. If all shareholders opted for their entire share portfolio to receive the dividend in the form of shares, and if the subscription price then at a subscription price of € 8.75 and a subscription ratio of 12.5 : 1 were and set with an assumed and fictive subscription ratio of 10.9 : 1 at, e.g., EUR 7.63; with the number of shares existing on December 31, 2012 standing at 4,300,607,068 shares carrying dividend rights (and assuming all shareholders hold 13 11 shares or an integer multiple of 12.5 10.9 shares), some EUR 3,010,424,943.75 EUR 3,010,424,946.41 in dividend

<sup>3</sup>Please note that the Reference Price is determined on the basis of stock exchange prices which already contain the dividend reduction. Please also note that the Subscription Price and therefore the Subscription Ratio are dependent on the actual trend in the Deutsche Telekom AG share price and may therefore differ from the assumed fictive figures.

<sup>4</sup>Dividing by 0.7 and, after deducting 2% and rounding down to one decimal place, multiplication by 0.7 take place to ensure that the subscription price which must be paid for the share when dividend entitlements are contributed results in an amount that can be expressed in eurocents; the same applies to the residual sum to be paid out to the shareholder.

entitlements would be contributed; the dividend that Deutsche Telekom would have to pay out in cash would be reduced to the same extent.

The costs of the offer for Deutsche Telekom including the remuneration to be paid to Citigroup Global Markets Limited, who are supporting the transaction, will amount to around EUR 1.4 million (net).

#### 4. Information about exercising the right of choice

##### a) Entitled shareholders

###### aa) Shareholders

The right to opt to have dividends paid out in cash or in new shares exists for all holders of no-par value registered shares in Deutsche Telekom.

###### bb) Relevant date

Shareholders who held no-par value registered shares of Deutsche Telekom at 11.59 p.m. CEST on the evening of May 16, 2013 will receive ~~d per registered share~~ a dividend entitlement which is inseparably linked to the subscription right for each share. The deciding factor is that individual shareholders ~~must heldhold~~ the shares on their securities deposit account at 11.59 p.m. CEST on the evening of May 16, 2013; subsequent additions to or with drawals from the securities deposit account have no impact on the ownership of the dividend entitlement and subscription right.

##### b) Schedule

May 16, 2013	Deutsche Telekom shareholders' meeting
May 16, 2013	Resolution by the Board of Management with the approval of the Supervisory Board to raise capital stock by up to EUR 2,176,000,000.00 <sup>5</sup> <del>[anticipated number of shares carrying dividend entitlements multiplied by 0.7, divided by the expected Subscription Price, rounded to an integer number, multiplied by the pro-rata capital stock of EUR 2.56 per new share]</del> by issuing new shares.
May 17, 2013	The subscription offer is published in the German Federal Gazette.
May 17, 2013	Cash dividend entitlements are posted to securities deposit account customers with their associated subscription rights according to the depository account balance on the evening of May 16, 2013.
May 17, 2013	Subscription period starts
As of May 17, 2013	Ex dividend Deutsche Telekom share trading
May 30, 2013	Day on which the reference price for the subscription ratio is fixed (WVAP)
May 31, 2013	The subscription price and subscription ratio are fixed and announced in the German Federal Gazette and on the Deutsche Telekom website (www.telekom.com/hv)
June 3, 2013	End of the subscription period, end of the period during which shareholders have the right to exercise a choice
June 11, 2013	The total number of new shares to be issued is determined; a resolution adopted by the Board

June 12, 2013

June 12, 2013

June 13, 2013

June 18, 2013

June 18, 2013

of Management and Supervisory Board details the partial use of Authorized Capital 2009/1.

Payout of the cash dividend for those shares for which a cash dividend was chosen or for which the right of choice was not exercised, as well as the cash dividend for those shares which, when totaled, were not sufficient to purchase one share.

Conclusion of the transfer agreement on contributed dividend entitlements with Citigroup Global Markets Limited and subscription to the new shares by Citigroup Global Markets Limited. Expected date for entry of execution of the rights issue capital increase in the commercial register at the Bonn district court.

Expected date for admission of the new shares to the regulated market for trading on the Frankfurt am Main (Prime Standard), Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges.

Book transfer of the newly subscribed shares  
Expected first day of trading, incorporation of the new shares in the existing listing

##### c) Partial exercise of right of choice

Shareholders need not make the choice uniformly for all their shares (even if they are held on a single securities deposit account) but are free to choose to receive the dividend in cash or in shares for the dividend of each share separately.

##### d) Irrevocability of choice

Shareholders who have exercised their right of choice cannot revoke their choice once it has been made.

##### e) Information on choosing the dividend in cash

###### aa) Information about the dividend in cash

The shareholders' meeting of Deutsche Telekom AG on May 16, 2013 ~~will propose~~ resolved that a dividend of EUR 0.70 be paid out on each Deutsche Telekom share.

The dividend is expected to be paid out on June 12, 2013 through the depository banks.

###### bb) Exercising the right of choice to receive the dividend in cash

Shareholders who opt to receive their dividend in cash need take no special steps to do so.

##### f) Information on choosing the dividend in the form of shares

###### aa) Information about the new shares

For information about the new shares, see III 2 above.

###### bb) Calculating the subscription price for the new shares

The subscription price ~~will was published be fixed three days before the subscription period expires, probably~~ on Friday, May 31, 2013;

<sup>5</sup> This corresponds to the maximum volume of Authorized Capital 2009/1; please note that the volume of the capital increase implemented is in fact likely to actually be lower than this figure.

and published in the German Federal Gazette and on the Deutsche Telekom Internet site (www.telekom.com/hv). It is the result in EUR of dividing the reference price by EUR 0.70, less 2.0% of this result, rounded to one decimal place and multiplied by EUR 0.70, and is EUR 8.75.

#### cc) Calculating the dividend entitlements required for subscription and the subscription ratio

The number of dividend entitlements required to purchase one new share therefore equals the determined subscription price divided by EUR 0.70. The subscription ratio is the relationship between the result of dividing the reference price by EUR 0.70, less 2.0% of this result and rounded to one decimal place, to one new share, i.e., 12.5 : 1.

A shareholder's "residual balance", which is not sufficient to cover subscription to one full new share, is compensated by making a dividend payment in cash. This means that shareholders whose dividend entitlements for which a dividend in new shares was chosen are not sufficient for one full new share will receive their dividend in cash, i.e., if the subscription ratio is, 12.5 e.g., 10.9 : 1, one new share will be granted for 13 shares for which the dividend in the form of shares was chosen plus a dividend payment on a percentage basis totaling 0.50 x EUR 0.70 = EUR 0.35.

#### dd) Fees and costs of share subscription

Shareholders who opt to receive the dividend in new shares may incur depository bank fees. Please consult your depository bank about the details. Costs which you are charged as securities deposit account customers by depository banks cannot be refunded by Deutsche Telekom or by Citigroup Global Markets Limited.

#### ee) Exercising the right of choice to receive the dividend in new shares

Shareholders who opt to receive their dividend in new shares must notify their depository bank on the form provided by their depository bank by June 3, 2013 during normal bank business hours of the fact that they want to exercise their subscription right and that they are transferring the dividend entitlements for subscription rights that they want to exercise to Citigroup Global Markets Limited, London. The dividend entitlements are transferred to Citigroup Global Markets Limited as third-party trustee on condition that Citigroups Global Markets Limited transfers the transferred dividend entitlements as non-cash contributions to Deutsche Telekom for subscription to new shares at the subscription ratio and subscription price still to be determined; in its own name but on the shareholder's account, with the obligation, following subscription and entry of execution of the rights issue capital increase in the commercial register, to transfer the shares to the individual shareholders.

#### ff) Posting the new shares

It is expected that the new shares will be delivered to the acquiring shareholders on June 18, 2013.

#### 5. Admission to trading on the stock exchange

Admission of the new shares to the regulated market for trading on the Frankfurt am Main, Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges as well as to the regulated market subsection with additional post-admission obligations (Prime Standard) on the Frankfurt stock exchange is expected to take place on June 13, 2013. Listing for the new shares on the regulated markets of the above stock exchanges is expected to start on June 18, 2013 when the new shares are incorporated in the listing for existing shares.

#### 6. Tax treatment

The following concise statement does not claim to provide all the necessary information on tax treatment of the dividend and is no substitute for consultation with a tax adviser.

##### a) Tax treatment of the dividend paid out in cash

Since the dividend for the 2012 financial year will be paid in full from the tax contribution account in accordance with § 27 Corporation Tax Act (Körperschaftsteuergesetz - KStG) (contributions other than into nominal capital), no capital gains tax or solidarity surcharge will be deducted. Dividends paid out in cash to shareholders in Germany are not subject to taxation. Dividends do not entitle recipients to tax refunds or tax credits. In the German tax authorities' view the dividend payment reduces the acquisition costs of the shares for tax purposes.

##### b) Tax treatment of the dividend paid out in new shares

Since the dividend for the 2012 financial year will be paid in full from the tax contribution account in accordance with § 27 Corporation Tax Act (Körperschaftsteuergesetz - KStG) (contributions other than into nominal capital), no capital gains tax or solidarity surcharge will be deducted. Dividends paid out in the form of shares to shareholders in Germany are not subject to taxation. Dividends do not entitle recipients to tax refunds or tax credits.

#### 7. Later submission of confidential information

The details which were originally have been left open in this information document pursuant to § 4 (1) no. 4 and § 4 (2) no. 5 WpPG such as subscription price and the number of subscription rights necessary to purchase one new share will be also published in the German Federal Gazette and on the Deutsche Telekom website at www.telekom.com/hv.

Bonn, May 31, 2013

Deutsche Telekom AG

Timotheus Höttges

Dr. Thomas Kremer