

Notarial Instrument Number 1186
for 2009 - CN -

Executed in C o l o g n e on August 26, 2009.

Before the Notary Public Dr. Christoph N e u h a u s,
of Kattenbug 2, 50667 Cologne

appeared:

Mr. Wolfgang H e r m a n n s, Head Clerk in Notary Public's office,
Date of birth Mar. 31, 1959, residing in Erftstadt,
Place of work Kattenbug 2, 50667 Cologne.

The present person, known personally to the Notary Public, declared:

It is planned that

1. "**Deutsche Telekom AG**" based in Bonn

and

2. "**T-Mobile Deutschland GmbH**" based in Bonn

will conclude a spin-off and take-over agreement.

The Annex to this Instrument as listed below is a document that underlies the spin-off and take-over agreement yet to be concluded and is established here in advance:

Annex 3.5	Companies in which the shares and equity investments held by Deutsche Telekom AG belong to the Spin-off Assets and Liabilities (listed by company, Domicile, registration court and number in the commercial register),
Annex 3.6 (b)	Accounts for which the bank and account agreements belong to the Spin-off Assets and Liabilities (listed by credit institute and account number)
Annex 3.8 (a)	Non-civil servants transferred to T-Mobile Deutschland with benefits from the company pension plan (listed by personnel numbers in the SAP system (P91), client 200 of Deutsche Telekom AG),
Annex 3.9 (e) (i)	Procurement agreements concluded with external third parties that belong to the spin-off assets and liabilities (listed by contract numbers by which these agreements are stored in Deutsche Telekom AG's central SAP system, for example, or in the central SAP system of T-Systems Enterprise Services GmbH, Frankfurt am Main)
Annex 3.9 (e) (ii)	Procurement agreements concluded with subsidiaries that belong to the spin-off assets and liabilities (listed by contract numbers by which these agreements are stored in Deutsche Telekom AG's central SAP system, for example, or in the central SAP system of T-Systems Enterprise Services GmbH, Frankfurt am Main)

Anlage 3.9 (e) (iii)	Sports marketing agreements that belong to the Spin-off Assets and Liabilities (specified by general description and, in part, listed by parties to the agreement),
Annex 3.9 (e) (iv)	Agreements governing linear broadcasting rights for film and TV products included in the spin-off assets and liabilities (listed by parties to the agreement or agreement type from the T-Online agreement archive ("TOVA") and physical archives),
Annex 3.9 (h)	Court cases and administrative procedures allocable to items of the Spin-off Assets and Liabilities or to the newly defined business area T-HOME (listed by reference number at the Regulatory Authority for Telecommunications and Posts/Federal Agency and/or the administrative court/ by reference number and court)
Annex 3.9 (j) (v)	Procurement agreements concluded with external third parties that do not belong to the spin-off assets and liabilities (listed by contract numbers by which these agreements are stored in Deutsche Telekom AG's central SAP system, for example, or in the central SAP system of T-Systems Enterprise Services GmbH, Frankfurt am Main),
Annex 3.9 (j) (vi)	Procurement agreements concluded with subsidiaries that do not belong to the spin-off assets and liabilities (listed by contract numbers by which these agreements are stored in Deutsche Telekom AG's central SAP system, for example, or in the central SAP system of T-Systems Enterprise Services GmbH, Frankfurt am Main)
Annex 4.6 (d)	Entitlements to registration of a limited personal easement secured by reservation (listed by entitlement, land register, land register folio, lot and parcel of land),
Annex 4.7 (e) (i)	Land and buildings for which Deutsche Telekom AG undertakes to grant a limited personal easement to the benefit of T-Mobile Deutschland GmbH to use the land and buildings for the operation of main distribution frames (listed by address)
Annex 4.7 (d) (ii)	Template for the contents of a limited personal easement
Annex 6.2 (a)	Employment contracts to be allocated to the newly defined T-HOME business area (listed by personnel numbers in the SAP System (P91) client 200 of Deutsche Telekom AG).

All Annexes to this written record – with the exception of Annexes 4.7 (d) (ii) – were presented to the person present for acknowledgement. The person present waived the option of having them read out to him. These Annexes are signed on each page by the person present (§ 14 Notarial Recording Act (BeurkG)).

This written record and Annex 4.7 (d) (ii) were read out to the person present, whereupon the written record and the Annex were approved by him and signed by his own hand: