

# INVITATION TO THE SHAREHOLDERS' MEETING ON MAY 15, 2014

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**Deutsche Telekom AG, Bonn, Germany**

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 15, 2014,  
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 German Stock Corporation Act (Aktiengesetz – AktG).**

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) German Commercial Code (Handelsgesetzbuch – HGB):

- The approved annual financial statements of Deutsche Telekom AG as of December 31, 2013,
- The approved consolidated financial statements as of December 31, 2013,
- 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/agm>

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 March 5, 2014. 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 2,876,553,429.88 posted in the 2013 financial year shall be used as follows:

Payment of a dividend of EUR 0.50 per no par value share carrying dividend rights with maturity date on June 11, 2014 = EUR 2,215,098,381.50

and carry forward the remaining balance to unappropriated net income = EUR 661,455,048.38.

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 that 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 11,341,303,713.28 on February 18, 2014, divided up into 4,430,196,763 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 0.50 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 payment of the dividend:

As the dividend for the 2013 financial year is to 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 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 entail tax refunds or tax credits. In the German tax authorities view, the dividend payment 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 2013 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 2013 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 2013 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 2013 financial year shall be approved for this period.

**5 Resolution on the appointment of the independent auditor and the Group auditor for the 2014 financial year as well as the independent auditor to review the condensed financial statements and the interim management report (§ 37w, § 37y no. 2 German Securities Trading Act (Wertpapierhandelsgesetz – WpHG)) in the 2014 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 2014 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 2014 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 January 31, 2014, Johannes Geismann was appointed to the Company's Supervisory Board with effect from February 6, 2014, for a limited term up to the end of the shareholders' meeting on May 15, 2014. Johannes Geismann replaced Dr. Bernhard Beus, who resigned from office with effect from February 5, 2014. Johannes Geismann is to be elected to a further term of office on the Supervisory Board by the shareholders' meeting.

The Supervisory Board therefore proposes

that Johannes Geismann, State Secretary in the German Federal Ministry of Finance, Berlin, resident in Berlin, 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 2018 financial year.

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

Johannes Geismann is a member of other statutory supervisory boards in the following companies: KFW IPEX-Bank GmbH, Frankfurt am Main. In addition, Johannes Geismann is a member of comparable domestic and foreign supervisory bodies of the following commercial entities: Bundesanstalt für Immobilienaufgaben, Bonn, chairman of the Administrative Board.

The Supervisory Board is of the opinion that, with the exception of the fact that Johannes Geismann is already currently a member of the Supervisory Board of Deutsche Telekom AG and that the Federal Republic of Germany, in whose employ Johannes Geismann serves as State Secretary in the German Federal Ministry of Finance, holds an interest of more than 10% in Deutsche Telekom AG, no personal or business relationships exist between Johannes Geismann, 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.**

By order of the Bonn District Court dated September 23, 2013, Lars Hinrichs was appointed to the Company's Supervisory Board with effect from October 1, 2013, for a limited term up to the end of the shareholders' meeting on May 15, 2014. Lars Hinrichs replaced Lawrence H. Guffey, who resigned from office with effect from October 1, 2013. Lars Hinrichs is to be elected to a further term of office on the Supervisory Board by the shareholders' meeting.

The Supervisory Board therefore proposes

that Lars Hinrichs, Managing Director of Cinco Capital GmbH, Hamburg, resident in Hamburg, 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 2018 financial year.

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

Lars Hinrichs is not a member of any other statutory supervisory boards or of comparable domestic or foreign supervisory bodies of commercial entities.

The Supervisory Board is of the opinion that, with the exception of the fact that Lars Hinrichs is already currently a member of the Supervisory Board of Deutsche Telekom AG, no personal or business relationships exist between Mr. Lars Hinrichs, 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.

## **8 Election of a Supervisory Board member.**

The current term of office for Dr. Ulrich Schröder, member of the Supervisory Board elected by the shareholders' meeting, expires at the end of the shareholders' meeting on May 15, 2014.

Dr. Ulrich Schröder is to be elected to a further term of office on the Supervisory Board by the shareholders' meeting.

The Supervisory Board therefore proposes

that Dr. Ulrich Schröder, Chairman of the Management Board of Kreditanstalt für Wiederaufbau, Frankfurt am Main, 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 2018 financial year.

**Details on agenda item 8 pursuant to § 125 (1) sentence 5 AktG and to section 5.4.1 (4) through (6) German Corporate Governance Code (Deutscher Corporate Governance Kodex – DCGK):**

Dr. Ulrich Schröder is a member of other statutory supervisory boards in the following companies: DEG – Deutsche Investitions- und Entwicklungsgesellschaft mbH, Cologne; Deutsche Post AG, Bonn. In addition, Dr. Ulrich Schröder is a member of comparable domestic and foreign supervisory bodies of the following commercial entities: 2020 European Fund for Energy, Climate Change and Infrastructure ("Fonds Marguerite"), Luxemburg, member of the Supervisory Board.

The Supervisory Board is of the opinion that, with the exception of the fact that Dr. Ulrich Schröder is already currently a member of the Supervisory Board of Deutsche Telekom AG and that Kreditanstalt für Wiederaufbau, Frankfurt am Main, of which Dr. Ulrich Schröder is Chairman, holds an interest of more than 10% in Deutsche Telekom AG, no personal or business relationships exist between Dr. Ulrich Schröder, 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.

9

**Election of a Supervisory Board member.**

By order of the Bonn District Court dated September 23, 2013, Karl-Heinz Streibich was appointed to the Company's Supervisory Board with effect from October 1, 2013, for a limited term up to the end of the shareholders' meeting on May 15, 2014. Karl-Heinz Streibich replaced Prof. h. c. (CHN) Dr.-Ing. E. h. Dr. rer. oec. Ulrich Middelman, who died on July 2, 2013. Karl-Heinz Streibich is to be elected to a further term of office on the Supervisory Board by the shareholders' meeting.

The Supervisory Board therefore proposes

that Karl-Heinz Streibich, Managing Director of Software AG, Darmstadt, resident in Frankfurt am Main, 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 2018 financial year.

**Details on agenda item 9 pursuant to § 125 (1) sentence 5 AktG and to section 5.4.1 (4) through (6) German Corporate Governance Code (Deutscher Corporate Governance Kodex – DCGK):**



Karl-Heinz Streibich is a member of other statutory supervisory boards in the following companies: Deutsche Messe AG, Hanover; Dürr AG, Bietigheim-Bissingen. Karl-Heinz Streibich is not a member of comparable domestic or foreign supervisory bodies of commercial entities.

The Supervisory Board is of the opinion that, with the exception of the fact that Karl-Heinz Streibich is already currently a member of the Supervisory Board of Deutsche Telekom AG, no personal or business relationships exist between Karl-Heinz Streibich, 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 through 9 pursuant to § 124 (2) sentence 1 AktG:**

Pursuant to § 96 (1) and § 101 (1) AktG in conjunction with § 7 (1) sentence 1 no. 3 of the Codetermination Act (Mitbestimmungsgesetz – MBG) 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.

#### **10 Authorization to issue bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) with the option of excluding subscription rights, creation of new contingent capital with the cancelation of the contingent capital pursuant to § 5 (4) of the Articles of Incorporation and corresponding amendment to § 5 of the Articles of Incorporation (contingent capital 2014).**

The authorization of the Board of Management by the shareholders' meeting on May 3, 2010, to issue bonds with warrants or convertible bonds carrying option and/or conversion rights to shares of the Company, expires on May 2, 2015. This authorization has not yet been used. A new resolution is to be adopted so that this opportunity for raising capital can be utilized in future. To service the option or conversion rights, and/or the option or conversion obligations, in the event that use is made of the new authorization, a resolution is to be adopted regarding new contingent capital (contingent capital 2014), along with the corresponding amendment to § 5 of the Articles of Incorporation, subject to cancelation of the previous contingent capital (contingent capital 2010) pursuant to § 5 (4) of the Articles of Incorporation.

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

- I. Authorization to issue bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments)

1. Authorization period, par value, number of shares, term, interest

The Board of Management shall be authorized, with the approval of the Supervisory Board, to issue on one or more occasions up until May 14, 2019, bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) (hereinafter collectively also referred to as "bonds") having a total par value of up to EUR 6,500,000,000 and to grant the holders or creditors (hereinafter collectively referred to as "holders") of the respective partial bonds with equal rights, option or conversion rights to shares of the Company up to a maximum of 429,687,500 shares and with a maximum proportion of the capital stock of EUR 1,100,000,000 in accordance with the terms and conditions of the bonds. The bonds as well as option and conversion rights can be issued with or without a limited term. The bonds can carry fixed or variable interest. Moreover, the interest, as with a participating bond, can also depend partially or completely on the amount of the Company's dividend.

2. Currency, issue by companies in which Deutsche Telekom has a majority holding

The bonds may be issued both in euros and in the legal tender of an OECD country, to be limited to the equivalent of the price in euros. The bonds may also be issued by direct or indirect majority shareholdings of Deutsche Telekom AG (companies in which

Deutsche Telekom AG has a direct or indirect majority share of the votes and capital). In this case, the Board of Management shall be authorized, with the approval of the Supervisory Board, to provide the guarantee for the bonds for Deutsche Telekom AG and to grant or guarantee option or conversion rights to Deutsche Telekom AG shares to the holders of such bonds.

3. Option and conversion rights

If bonds with warrants are issued, one or more warrants shall be attached to each partial bond that entitle the holder to subscribe to shares of Deutsche Telekom AG in accordance with the terms and conditions of the warrant. The terms and conditions of the warrant may also provide for the possibility that the option price can be furnished in full or in part by transferring partial bonds. The subscription ratio is the result of dividing the par value of a partial bond by the option price for a share of Deutsche Telekom AG. Any resulting arithmetic fractional shares can be compensated in a monetary payment. The proportion of the capital stock represented by the shares to be subscribed for each partial bond in the event of the option being exercised may not exceed the par value of the individual partial bond.

If convertible bonds are issued, the holders of the bonds shall have the right to convert their partial bonds into shares of Deutsche Telekom AG in accordance with the terms and conditions of the convertible bond. The subscription ratio is the result of dividing

the par value of a partial bond by the conversion price for a share of Deutsche Telekom AG. Any resulting arithmetic fractional shares can be compensated in a monetary payment. The proportion of the capital stock represented by the shares to be issued for each partial bond in the event of the conversion may not exceed the par value of the individual partial bond.

#### 4. Option and conversion obligations

The terms and conditions of the bonds may also constitute an option or conversion obligation (mandatory convertible) at the end of the term or earlier (hereinafter also referred to as "final due date") or make a provision for the right of Deutsche Telekom AG, when the final due date of the bond is reached, to grant the holders of bonds shares of Deutsche Telekom AG completely or partially in lieu of payment of the amount due. In this case, the option or conversion price for a share may correspond to the (unweighted) average closing price of the Deutsche Telekom AG share in the Xetra trading system (or a subsequent system) of Deutsche Börse AG during the ten trading days before or after the final due date, even if this is below the minimum price stated under 6. The proportion of the capital stock represented by the shares to be issued for each partial bond on the final due date may not exceed the par value of the individual partial bond in this case.

#### 5. Granting of new or existing shares; cash payments

In the event of an option being exercised or of a conversion, and in the event of fulfillment of option or conversion obligations, the Company may at its discretion either grant new shares from contingent capital, or existing Company shares, or shares of another listed company. The terms and conditions of the bonds may also provide for the right of the Company, in the event of an option being exercised or of a conversion, and in the event of fulfillment of option or conversion obligations, not to grant shares, but rather to pay the equivalent value in cash.

#### 6. Option price, conversion price, adjustment of the option or conversion price to retain value

The option or conversion price for a share, determined on the basis of the ratio of the par value of a partial bond to the number of subscribed shares, shall – with the exception of the cases in which an option or conversion obligation is provided for (above under 4) –

- (a) be at least 80% of the (unweighted) average closing price of the Deutsche Telekom AG share in the Xetra trading system (or a subsequent system) of Deutsche Börse AG on the last ten trading days before the date on which the resolution on the issue of the bonds is adopted by the Board of Management,

or

(b) in the event of subscription rights being granted, at least 80% of the (unweighted) average closing price of the Deutsche Telekom AG share in the Xetra trading system (or a subsequent system) of Deutsche Börse AG in the period from the start of the subscription period up to and including the day before notification is given of the definitive terms and conditions of the bonds pursuant to § 186 (2) AktG.

§ 9 (1) AktG shall remain unaffected.

If, during the term of bonds that grant or stipulate an option or conversion right or option or conversion obligation, the financial value of the existing option or conversion rights and obligations is diluted and no subscription rights are granted as compensation, the option or conversion rights and obligations may – notwithstanding § 9 (1) AktG – be adjusted to retain value insofar as the adjustment is not already covered by statute. In any case, the proportion of the capital stock represented by the shares to be subscribed for each partial bond may not exceed the par value of the individual partial bond.

Instead of adjusting the option or conversion price to retain value, in accordance with the terms and conditions of the bonds in all these cases, provision can be made for the payment of a corresponding amount in cash by the Company in the event of exercising the option or conversion right or in the event of fulfillment of the option or conversion obligation.

## 7. Granting of subscription rights, exclusion of subscription rights

Shareholders have, in principle, subscription rights to the bonds. The bonds may also be acquired by one or several banks, by members of a consortium of banks or by equivalent companies pursuant to § 186 (5) sentence 1 AktG, subject to the obligation to offer them to shareholders for subscription. If the bonds are issued by a direct or indirect majority shareholding of Deutsche Telekom AG, Deutsche Telekom AG shall ensure that shareholders of Deutsche Telekom AG are granted subscription rights in accordance with the foregoing sentences.

However, the Board of Management shall be authorized, with the approval of the Supervisory Board, to exclude statutory subscription rights of shareholders to the bonds

(a) if the bonds are issued with option or conversion rights and/or with option or conversion obligations for a cash payment and are thus structured so that their issue price is not significantly lower than the theoretical market price determined in accordance with recognized financial methods. This authorization for excluding subscription rights shall, however, only apply to bonds carrying option or conversion rights and/or option or conversion obligations to shares with a proportionate amount of the capital stock, which must not exceed 10% of Deutsche Telekom AG's capital

stock. The 10% limit is calculated on the basis of the amount of capital stock on the date of the shareholders' meeting resolution regarding this authorization, or – if this value is lower – on the date of exercising this authorization. The authorized volume decreases by the proportion of capital stock that is accounted for by the shares or that relates to option or conversion rights and option or conversion obligations from bonds issued or sold since this authorization was granted, directly pursuant to, in accordance with, or analogous to § 186 (3) sentence 4 AktG;

- (b) for fractional amounts that arise as a result of the subscription ratio;
- (c) where this is necessary to grant holders of previously issued bonds subscription rights to the extent that they would be entitled to as shareholders after exercising option or conversion rights or after fulfilling option or conversion obligations.

However, the total proportion of capital stock accounted for by shares with conversion or option rights and obligations from bonds for which subscription rights are excluded on the basis of these authorizations, together with the proportion of capital stock accounted for by treasury shares or new shares from contingent capital that are sold or issued after the beginning of May 15, 2014, subject to the exclusion of shareholders' subscription rights, shall not exceed 20% of the capital stock of Deutsche Telekom AG. This 20%

limit is calculated on the basis of the amount of capital stock on the date of the shareholders' meeting resolution regarding this authorization, or – if this value is lower – on the date of exercising this authorization. The shareholders' subscription rights are also deemed to be excluded if the shares are sold or issued by direct or appropriate application of §186 (3) sentence 4 AktG.

To the extent that profit participation rights or participating bonds are issued that do not carry option or conversion rights and/or option or conversion obligations, the Board of Management shall be authorized, with the approval of the Supervisory Board, to exclude subscription rights of shareholders overall if these profit participation rights or participating bonds are structured in the same way as bonds, i.e., do not constitute any membership rights in the company, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of net income, unappropriated net income, or the dividend. In this case, the interest and the issue price of the profit participation rights or participating bonds shall also correspond to comparable borrowings under current market conditions on the issue date.

#### 8. Authorization for determination of further details

The Board of Management shall be authorized, with the approval of the Supervisory Board, to stipulate further particulars and terms of the bond issues and of the option or conversion

rights and option or conversion obligations within the given parameters, in particular the interest rate, type of interest, issue price, maturity term, and denominational units, as well as option or conversion period and a possible variability of the conversion ratio, or to make such determinations in coordination with the executive bodies of the majority holdings of Deutsche Telekom AG issuing the bonds.

II. Cancellation of contingent capital pursuant to § 5 (4) of the Company's Articles of Incorporation and the creation of new contingent capital 2014

1. The contingent capital increase (contingent capital 2010) approved by the shareholders' meeting on May 3, 2010, and included in § 5 (4) of the Company's Articles of Incorporation shall be canceled.
2. The Corporation's capital stock shall be conditionally increased by up to EUR 1,100,000,000 by issuing up to 429,687,500 no par value shares (contingent capital 2014). The contingent capital increase shall be used to grant shares when options or conversion rights are exercised or option or conversion obligations are fulfilled vis-à-vis the holders or creditors of the bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "bonds") issued on the basis of the authorization granted by the shareholders' meeting on May 15, 2014.

The new shares shall be issued at the option and conversion price to be stipulated in each instance in accordance with the aforementioned authorization. The contingent capital increase shall only be implemented to the extent to which the holders or creditors of bonds that are issued or guaranteed by Deutsche Telekom AG or its direct or indirect majority holdings up until May 14, 2019, on the basis of the authorization resolution granted by the shareholders' meeting on May 15, 2014, make use of their option or conversion rights or fulfill the option or conversion obligations arising out of such bonds, and insofar as other forms of fulfillment are not used. The new shares issued as a result of the exercising of option or conversion rights or the fulfillment of option or conversion obligations shall participate in the profits, starting at the beginning of the financial year in which they are issued.

The Board of Management shall be authorized, with the approval of the Supervisory Board, to determine any other details concerning implementation of the contingent capital increase. The Supervisory Board shall be authorized to amend § 5 (4) of the Articles of Incorporation to reflect utilization of the contingent capital and after expiry of all option or conversion periods.

### III. Amendments to the Articles of Incorporation

§ 5 (4) of the Articles of Incorporation shall be amended as follows:

“(4)The Corporation’s capital stock is conditionally increased by up to EUR 1,100,000,000, divided into up to 429,687,500 no par value shares (contingent capital 2014). The contingent capital increase shall be implemented only to the extent that

(a) the holders or creditors of bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) with options or conversion rights, which are issued or guaranteed by Deutsche Telekom AG or its direct or indirect majority holdings by May 14, 2019, on the basis of the authorization resolution granted by the ordinary shareholders’ meeting on May 15, 2014, make use of their option and/or conversion rights or

(b) persons obligated under bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments), which are issued or guaranteed by Deutsche Telekom or its direct or indirect majority holdings by May 14, 2019, on the basis of the authorization resolution granted by the ordinary shareholders’ meeting on May 15, 2014, fulfill their option or conversion obligations

and other forms of fulfillment are not used. The new shares shall participate in profits starting at the beginning of the financial year in which they are issued as the result of the exercise of any option or conversion rights or the fulfillment of any option or conversion obligations. The Supervisory Board is authorized to amend § 5 (4) of the Articles of Incorporation to reflect the utilization of the contingent capital and after the expiry of all option or conversion periods.”

# BOARD OF MANAGEMENT'S REPORT TO THE SHAREHOLDERS' MEETING

**Report on agenda item 10: Report on the exclusion of subscription rights when issuing bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) pursuant to § 221 (4) sentence 2 and § 186 (4) sentence 2 AktG.**

The issue of bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) (hereinafter collectively also referred to as "bonds") provides attractive financing options. The previous authorization granted by the shareholders' meeting on May 3, 2010, to issue bonds with warrants or convertible bonds, which has not yet been used, expires on May 2, 2015, and therefore probably immediately before the date of the shareholders' meeting in 2015. Therefore, it shall now be replaced by a new authorization. To service the option or conversion rights, and/or the option or conversion obligations, in the event that use is made of the new authorization, a resolution is to be adopted regarding new contingent capital (contingent capital 2014), along with the corresponding amendment to § 5 of the Articles of Incorporation, subject to cancellation of the previous contingent capital (contingent capital 2010) pursuant to § 5 (4) of the Articles of Incorporation.

In addition to the traditional methods of borrowing and raising shareholders' equity, the issue of bonds offers Deutsche Telekom AG the chance to utilize attractive financing alternatives on the capital market, depending on the market situation, and thus to establish ideal conditions for future business

development. The issue of bonds enables the borrowing of funds under attractive conditions. Furthermore, the granting of option or conversion rights provides the Company with the opportunity to retain funds raised through the issue of bonds, in full or in part, as shareholders' equity or, depending on their structuring, to classify such funds as shareholders' equity or equivalent to shareholders' equity for creditworthiness checks and for balance sheet purposes even before the option is exercised or the bonds are converted. The option and conversion premiums obtained and classification as shareholders' equity accrue to the Company's capital base. The additional option of combining bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds provides even greater leeway for structuring these financing instruments. Hybrid financing instruments increasingly include forms of financing that also provide for an unlimited maturity term and as such the authorization makes no provisions for any limited term for the issue of bonds. Furthermore, the authorization gives the Company the flexibility it needs, depending on the market situation, to tap the German capital market or, in particular via majority holdings, the international capital market.

With regard to the authorization resolution proposed for this agenda item, a distinction shall be drawn in respect of the exclusion of subscription rights: The Board of Management shall primarily be authorized, with the approval of the Supervisory Board, to issue bonds on one or more occasions up until May 14, 2019, and to attach option or conversion rights to the respective partial bonds, which, in accordance with



the terms and conditions of the bond, entitle the buyers to subscribe to Deutsche Telekom AG shares with a proportionate share in capital stock of up to EUR 1,100,000,000. Insofar, the authorization shall not affect shareholders' statutory subscription rights. To make the process easier, use shall however be made of the option of issuing the bonds to one or several banks or the members of a consortium of banks or to issue these pursuant to § 186 (5) sentence 1 AktG to equivalent companies with an obligation to offer the bonds to shareholders in accordance with their subscription rights (indirect subscription right within the meaning of § 186 (5) AktG).

Under the terms of this general authorization, the Board of Management shall further be authorized to exclude the statutory right of shareholders to subscribe to the bonds, however only within certain limits, namely only to a limited extent for two specific purposes and to a greater extent only under certain strict conditions. In the case of exclusion only to a limited extent, the subscription right shall only be excluded to the extent required to offset any fractional amounts produced when stipulating the subscription ratio, or to grant subscription rights to holders or creditors (hereinafter collectively referred to as "holders") of bonds that have already been issued. Fractional amounts may result from the respective volume of issue and the implementation of a practicable subscription ratio. In such cases, the exclusion of subscription rights makes it easier to handle capital measures, in particular subscription rights of shareholders. The exclusion of subscription rights in favor of the holders of issued bonds shall take

into consideration the protection against dilution of capital, to which they are generally entitled under the terms and conditions of the bonds. Exercising this authority to exclude subscription rights is an alternative to adjusting the option or conversion price, which may otherwise be necessary. Overall, this approach makes it possible to increase the cash inflow to the Company.

In the case of a further exclusion of subscription rights for bonds carrying option or conversion rights and/or option or conversion obligations, use is made of the possibility provided for by the legislator in § 221 (4) sentence 2, § 186 (3) sentence 4 AktG of excluding subscription rights "if the capital increase against cash contributions does not exceed ten percent of the capital stock and the issue price is not significantly lower than the market price" (hereinafter also referred to as "simplified exclusion of subscription rights"). The number of shares accounted for by bonds for which subscription rights can be excluded pursuant to § 221 (4) sentence 2, § 186 (3) sentence 4 AktG is limited to 10% of the capital stock. That is currently EUR 1,139,500,826.36. In principle, the Company's capital stock on the date on which the resolution is adopted at the shareholders' meeting on May 15, 2014 is decisive. Should the capital stock be reduced, for example through the redemption of repurchased treasury shares, the amount of capital stock on the date the authorization is exercised shall be decisive. The authorized volume should be decreased by the proportion of capital stock that is accounted for by shares or that relates to option and/or conversion rights and obligations from bonds issued or sold

since the authorization was granted directly pursuant to, in accordance with, or analogous to § 186 (3) sentence 4 AktG. This should ensure that the 10% limit provided for in § 186 (3) sentence 4 AktG is observed, taking into account all authorizations with the possibility of excluding subscription rights in accordance with § 186 (3) sentence 4 AktG.

In the case of the simplified exclusion of subscription rights, the Board of Management shall not stipulate an issue price that is significantly lower than the theoretical market value of the bonds, determined in accordance with recognized financial methods, thus ensuring compliance in this respect with the provisions of § 186 (3) sentence 4 AktG.

The simplified exclusion of subscription rights enables the Board of Management, with the approval of the Supervisory Board, to tap capital markets quickly and at short notice in order to bolster the Company's capital base and to achieve optimal conditions by establishing standard market terms. Placement under simplified exclusion of subscription rights opens up the opportunity of a higher inflow of cash per bond than in the case of an issue with subscription rights. The decisive factor here is that the exclusion of subscription rights gives the Company the flexibility it needs to take advantage of favorable stock market conditions at short notice. Although § 186 (2) AktG permits announcement of the subscription price (and therefore the conditions associated with bonds) when subscription rights are granted no later than three days before the expiry of the subscription period, this nonetheless entails a market risk – in view of stock market volatility –

in particular, the risk of prices changing over several days, which can lead to safety margins being deducted when fixing the terms and conditions of bonds and hence to sub-optimal conditions. If a subscription right exists, successful placement among new investors is also jeopardized, and in any event involves additional expense, due to the uncertainty about whether this right will be exercised (subscription behavior). Ultimately, when the Company grants subscription rights, it is unable to respond quickly to favorable or unfavorable market conditions due to the length of the subscription period. Moreover, this type of placement using the simplified exclusion of subscription rights can help secure new investors in Germany and abroad. When allocating the bonds to one or more investors, the Board of Management will focus solely on the Company's interests.

The shareholders' need for protection in the case of simplified exclusion of subscription rights – in addition to the limited scope of the authorization – shall be taken into account by fixing an issue price that is not significantly lower than the market value of the respective bond. This is designed to prevent any significant economic dilution in the value of the Company's shares. Whether or not such a dilution effect has occurred can be determined by calculating the hypothetical market value of the respective bond according to recognized financial methods, and comparing this with the issue price. If, after the compulsory Board of Management review, this issue price is only insignificantly lower than the hypothetical market price (market value) on the date of the issue of the bond, simplified

exclusion of subscription rights is permissible for the purposes of § 221 (4) sentence 2 and § 186 (3) sentence 4 AktG. In this case, the value of a subscription right is virtually zero. Consequently, shareholders do not suffer any significant economic disadvantage as a result of exclusion of the subscription right. If, in certain situations, the Board of Management considers it appropriate to seek competent advice, it shall be permitted to apply to third parties for support. A bank involved in the issue or an expert third party may have a suitable means of ensuring that a significant dilution in the aforementioned sense is not to be expected. Moreover, shareholders have the chance to maintain their share of the Company's capital stock by purchasing the shares needed for this on the stock exchange on approximately the same terms. Around 68% of the shares of Deutsche Telekom AG are in free float. The total trading volume in the 2013 calendar year corresponded to over 80.5% of the Company's capital stock.

Furthermore, an appropriate clause should, in the interest of shareholders, guarantee that the aforementioned authorizations to exclude subscription rights, including all other authorizations to exclude subscription rights, is limited to a share volume equivalent to a total of 20% of the capital stock of Deutsche Telekom AG.

To the extent that profit participation rights or participating bonds are to be issued that do not carry option or conversion rights and/or option or conversion obligations, the Board of Management shall be authorized, with the approval of the

Supervisory Board, to exclude subscription rights of shareholders overall if these profit participation rights or participating bonds are structured in the same way as bonds, i.e., do not constitute any membership rights in the company, do not grant any participation in liquidation proceeds, and the amount of interest is not calculated on the basis of the amount of net income, unappropriated net income, or the dividend. In this case, the interest and the issue price of the profit participation rights or participating bonds shall also correspond to comparable borrowings under current market conditions on the issue date. If the aforementioned prerequisites are met, shareholders do not suffer any disadvantages as a result of the exclusion of subscription rights, since the profit participation rights or participating bonds do not constitute any membership rights nor grant any portion of the liquidation proceeds or of Company profit. Provisions can be made so that interest depends on the existence of net profit, unappropriated net income, or a dividend. By contrast, a provision would be inadmissible under which a higher net income, higher unappropriated net income, or a higher dividend led to higher interest. Consequently, the issue of profit participation rights or participating bonds does not modify or dilute the voting rights or the participation of shareholders in the Company and its profits. Furthermore, the market-conformant terms of issue, which are mandatory for this case of exclusion of subscription rights, do not result in any significant subscription right value.

The proposed contingent increase of the capital stock by up to EUR 1,100,000,000 (contingent

capital 2014) is designed solely to ensure issue of the necessary Deutsche Telekom AG shares when option or conversion rights are exercised and/or option or conversion obligations are fulfilled, insofar as these are required, and authorized capital or treasury shares or other forms of fulfillment are not used.

In consideration of all the aforementioned facts and circumstances, the Board of Management, in agreement with the Supervisory Board, regards the authorization to exclude subscription rights in said cases, also making allowance for the potential dilution effect arising from exercise of the authorizations in question to the disadvantage of shareholders, as justified and reasonable for the reasons given.

# 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 8, 2014, 24:00 (CEST), at the latest,**

with such registration being addressed to the Company at:

**DTAG Hauptversammlung 2014  
c/o ADEUS Aktienregister-Service-GmbH  
20683 Hamburg, Germany**

or sent by **fax** to **+49 (0) 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.telekom.com/agm-service>**

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 to receive their invitation to the

shareholders' meeting by e-mail 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 1, 2014. 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 1, 2014. The password-protected Internet Dialog will be available from April 16, 2014 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 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) Friday, May 9, 2014, to (and including) the day of the shareholders' meeting, i.e., Thursday, May 15, 2014. 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 Thursday, May 8, 2014 (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 that 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.

Neither any provision of law, nor the Articles of Incorporation, nor any other requirements specified by the Company demand that specific 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. Shareholders will be sent forms with their invitation which they can use to grant proxy authorization during the registration process. 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 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 – in the cases provided for – 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 which shareholders attending the shareholders' meeting receive on being admitted to the meeting contains cards for granting authorization and, as necessary, issuing instructions, as necessary, 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 German Civil Code (Bürgerliches Gesetzbuch – BGB)). 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 and in the cases provided for on the above website (<http://www.telekom.com/agm-service>). 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 receiving their invitation to the shareholders' meeting by e-mail 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 1, 2014. In order to use the password-protected Internet Dialog, shareholders must have been entered in the shareholders' register before the beginning of May 1, 2014. The password-protected Internet Dialog will be available from April 16, 2014 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 the appointment of the proxy falls within the scope of application of § 135 AktG on any other grounds), text form is not required pursuant to § 134 (3) sentence 3 AktG, nor do the Articles of Incorporation contain a provision governing such a 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 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 aforementioned website (<http://telekom.com/agm-service>), 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 to receive their invitation to the shareholders' meeting by e-mail 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 1, 2014. In order to use the password-protected online service, shareholders must have been entered in the shareholders' register before the beginning of May 1, 2014. The password-protected online service will be available from April 16, 2014 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, the forms provided by the Company for this specific purpose should be used to grant proxy authorizations and instructions to Company-appointed proxies (including electronic forms, see above). The proxies appointed by the Company will only take account of 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. 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 evidence of authorization: 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://telekom.com/agm-service>) or via e-mail to: [hauptversammlung.bonn@telekom.de](mailto:hauptversammlung.bonn@telekom.de). Documents can be submitted in Word, PDF, JPG, TXT, or TIF format (in addition to the possibility to forward an existing e-mail). 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 midnight (CEST) on Monday, April 14, 2014, 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 owned their shares at least since the beginning of February 15, 2014, and continue to hold their shares at least 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/agm>

## **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 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/gegengantraege>

provided they are received by the Company by

**Wednesday, April 30, 2014, 24:00 (CEST), at the latest,**

and are addressed to

**Gegenanträge zur Hauptversammlung DTAG  
Postfach 19 29  
53009 Bonn, Germany**

or sent by fax to **+49 (0) 228 181-88259**

or by e-mail to **gegengantraege.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) AktG, the Board of Management must provide any shareholder who makes a corresponding request at the shareholders' meeting 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, 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.

### **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/agm>

# 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/agm>

On April 4, 2014, 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/agm>

The shareholders' meeting will be broadcast live in audio and video in the foyer of 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 4,451,175,103 (calculated in accordance with § 30b (1) sentence 1 no. 1 2nd option WpHG).

**Bonn, April 2014**

**Deutsche Telekom AG  
Board of Management**

## **DEUTSCHE TELEKOM AG**

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

Board of Management: Timotheus Höttges (Chairman),  
Reinhard Clemens, Niek Jan van Damme, Thomas Dannenfeldt,  
Dr. Thomas Kremer, Claudia Nemat, Prof. Dr. Marion Schick

Commercial register: Local court Bonn HRB 6794

Registered office: Bonn

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