



**INVITATION TO THE
SHAREHOLDERS' MEETING**
ON MAY 21, 2015

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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 21, 2015,
at 10:00 a.m. (Central European Summer Time – CEST),**

at the LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne (Germany).

This document is a convenience translation of the German original.

In case of discrepancy between the English and German versions, the German version shall prevail.

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, 2014,
- The approved consolidated financial statements as of December 31, 2014,
- 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/hauptversammlung>

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 February 25, 2015. 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 are 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 4,666,823,501.86 posted in the 2014 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 17, 2015 = EUR 2,257,346,821.00

and carry forward the remaining balance to unappropriated net income = EUR 2,409,476,680.86

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 which 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 11,557,615,723.52 on February 10, 2015, divided up into 4,514,693,642 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 amendment 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 2014 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 2014 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 2014 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 2014 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 2014 financial year shall be approved for this period.

5 Resolution on the appointment of the independent auditor and the Group auditor for the 2015 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 2015 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 as the independent auditor and Group auditor for the 2015 financial year.
- b) PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall, in addition, be appointed as the independent auditor to review the condensed financial statements and the interim management report (§ 37w, § 37y no. 2 WpHG) in the 2015 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.

The current term of office for Dr. Wulf H. Bernotat, member of the Supervisory Board elected by the shareholders' meeting, expires at the end of the shareholders' meeting on May 21, 2015. Dr. Wulf H. Bernotat 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. Wulf H. Bernotat, managing director and partner of Bernotat & Cie. GmbH, Essen, and former Chairman of the Board of Management of E.ON AG, Dusseldorf, resident in Essen, be elected to the Supervisory Board as a shareholder representative for the period up to the end of the shareholders' meeting which passes a resolution on the approval of the Supervisory Board's actions for the 2019 financial year.

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

Dr. Wulf H. Bernotat is a member of other statutory supervisory boards in the following companies:

- Allianz SE, Munich
- Bertelsmann Management SE, Gütersloh
- Bertelsmann SE & Co. KGaA, Gütersloh
- Deutsche Annington Immobilien SE, Dusseldorf (Chairman)
- Metro AG, Dusseldorf

Dr. Wulf H. Bernotat is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

The Supervisory Board is of the opinion that, with the exception of the fact that Dr. Wulf H. Bernotat is already currently a member of the Supervisory Board of Deutsche Telekom AG, no personal or business relationships exist between Dr. Wulf H. Bernotat, 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.

Supervisory Board member Dr. h. c. Bernhard Walter passed away on January 11, 2015. A new member was then appointed to the Supervisory Board by court order, however, this member has since resigned his seat. The shareholders' meeting is now to elect Prof. Dr. Michael Kaschke as a Supervisory Board member. An application for the appointment of Prof. Dr. Michael Kaschke by court order for the period up to the end of the shareholders' meeting on May 21, 2015 has already been made.

The Supervisory Board therefore proposes

that Prof. Dr. Michael Kaschke, Chairman of the Management Board of Carl Zeiss AG, Oberkochen, resident in Oberkochen, be elected to the Supervisory Board as a shareholder representative for the period up to the end of the shareholders' meeting which passes a resolution on the approval of the Supervisory Board's actions for the 2019 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:

Prof. Dr. Michael Kaschke is a member of other statutory supervisory boards in the following companies:

- Carl Zeiss Meditec AG, Jena (Chairman/group body)
- Carl Zeiss Microscopy GmbH, Jena (Chairman/group body)
- Carl Zeiss Industrielle Messtechnik GmbH, Oberkochen (Chairman/group body)
- Carl Zeiss SMT GmbH, Oberkochen (Chairman/group body)
- Henkel AG & Co. KGaA, Dusseldorf

Furthermore, Prof. Dr. Michael Kaschke is a member of comparable domestic or foreign supervisory bodies for the following commercial enterprises:

- Carl Zeiss (Bangalore) India Pvt. Ltd., Bangalore, India (Chairman/group body)
- Carl Zeiss de México S.A. de C.V., México D.F., Mexico (Chairman/group body)

- Carl Zeiss Far East Co. Ltd., Hong Kong, China
(Chairman/group body)
- Carl Zeiss Pty. Ltd., North Ryde, Australia
(Chairman/group body)
- Carl Zeiss (Pty.) Ltd., Randburg, South Africa
(Chairman/group body)
- Carl Zeiss Pte. Ltd., Singapore (group body)

The Supervisory Board is of the opinion that no personal or business relationships exist between Prof. Dr. Michael Kaschke on the one hand, and companies in the Deutsche Telekom Group, the executive bodies of the 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 7 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 – MitbestG) 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.

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 14, 2015, 24:00 (CEST), at the latest,

with such registration being addressed to the Company at:

**DTAG Hauptversammlung 2015
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/hv-service>

Registrations must be received by the above date in order to be deemed to have been made on time. If the password-protected Internet Dialog is used, the requirements and restrictions stated under "Using the password-protected Internet Dialog" shall be observed.

Pursuant to § 67 (2) sentence 1 German Stock Corporation Act (Aktiengesetz – 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 shall be material in determining the number of voting rights which a shareholder may exercise. For administrative reasons, however, no transfers may be carried out in the shareholders' register in the period from Friday, May 15, 2015, (inclusive) to the day of the shareholders' meeting, i.e., Thursday, May 21, 2015, (inclusive). 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 14, 2015 (referred to as the technical record date).

Banks and shareholders' associations, as well as persons and associations which 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 which 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.

Using the password-protected Internet Dialog

The password-protected Internet Dialog can be used for the aforementioned registration. It is also available for optional use in the postal voting and proxy voting procedures, both of which are described below. 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 to receive their invitation to the shareholders' meeting by e-mail may also use the online password they selected on registration for this purpose. All other shareholders will be sent an online password together with the invitation to the shareholders' meeting, provided they have been entered in the shareholders' register before the beginning of May 7, 2015. In order to use the password-protected Internet Dialog, shareholders must have been entered in the shareholders' register before the beginning of May 7, 2015. The password-protected Internet Dialog will be available from April 22, 2015, onwards. The password-protected Internet Dialog comprises a predefined interaction sequence covering standard situations. If, however, specific situations are not catered for by the predefined interaction sequence, the password-protected Internet Dialog can still be used, since it also enables documents to be transmitted to the Company. Further information on the registration procedure using the password-protected Internet Dialog is available on the aforementioned website (<http://www.telekom.com/hv-service>).

Postal voting

Insofar as the requirements stated under "Conditions for attendance and exercising voting rights" are fulfilled, shareholders can choose to cast their vote by post without attending the shareholders' meeting. Shareholders casting their votes by post can do so either in text form (§ 126b BGB) sent to the address, fax number, or e-mail address specified for registration or via the password-protected Internet Dialog using the system provided for this purpose (subject to the requirements and restrictions stated under "Using the password-protected Internet Dialog") at the address stated above (<http://www.telekom.com/hv-service>) (postal votes). For administrative reasons, postal votes should be cast using the forms provided by the Company for this specific purpose (including electronic forms).

Postal votes can only be cast in respect of resolutions proposed by the Company's administrative bodies and published by the Company prior to the shareholders' meeting, but including any proposal on the appropriation of net income that is adjusted during the shareholders' meeting in line with the published proposal, and in respect of resolutions proposed by shareholders that were published by the Company prior to the shareholders' meeting on the basis of a minority request pursuant to § 122 (2) AktG, as a counter-motion pursuant to § 126 (1) AktG, or as a nomination pursuant to § 127 AktG. Postal votes cast may be changed or revoked at any time up to and including the day of the shareholders' meeting, right up to shortly before voting commences.

Shareholders who use the postal voting procedure shall nonetheless be entitled to attend the shareholders' meeting, either in person or through a proxy.

Voting by proxy

Insofar as the requirements stated under "Conditions for attendance and exercising voting rights" are fulfilled, shareholders have the possibility to vote by proxy, for example through a financial institution, a shareholders' association, or through the Company-appointed proxies. 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. In principle, i.e., insofar as neither the law, nor the relevant shareholder, nor the proxy provides for restrictions or other qualifications, the proxy may exercise the voting right in the same way as the shareholder himself could.

Neither any provision of law, nor the Articles of Incorporation, nor any other requirements specified by the Company demand that specific forms be 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 by way of a declaration to 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 to appoint a proxy and, as necessary, issue 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 situations covered there – to grant authorization and, if necessary, issue instructions 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 during the shareholders' meeting. A form is also available on the Internet that can be used for granting authorization and, as necessary, 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 which 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 pursuant to § 134 (3) sentence 3 AktG (§ 126b 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 (subject to the requirements and restrictions stated under “Using the password-protected Internet Dialog”) at the address stated above (<http://www.telekom.com/hv-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. 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 which 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 special provisions governing such a case. Banks and 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://www.telekom.com/hv-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, as for the password-protected Internet Dialog. Shareholders who have

already registered to receive their invitation to the shareholders' meeting by e-mail may also use the online password they selected on registration for this purpose. All 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 entered in the shareholders' register before the beginning of May 7, 2015. In order to use the password-protected online service, shareholders must have been entered in the shareholders' register before the beginning of May 7, 2015. The password-protected online service will be available from April 22, 2015, onwards.

- c) The information provided under a) above shall also apply, with the following special provisions, when authorization is granted to the Company-appointed proxies: If authorization is granted to the proxies appointed by the Company, these proxies shall exercise their voting rights only to the extent they have received explicit voting instructions. For administrative reasons, the forms provided by the Company for granting authorizations and issuing instructions to Company-appointed proxies (including electronic forms, see above) should be used for this purpose. 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 to the Company, no additional evidence of authorization is required. If, however, authorization is granted by way of declaration to 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. We offer the following electronic communication channels for shareholders providing evidence of proxy authorization pursuant to § 134 (3) sentence 4 AktG: Evidence of proxy authorization can be supplied to the Company via the password-protected Internet Dialog using the system provided for this purpose (subject to the requirements and restrictions stated under "Using the password-protected Internet Dialog") at the address stated above (<http://www.telekom.com/hv-service>), or sent by e-mail to 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 SHAREHOLDERS' 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. Requests shall be submitted to the Company's Board of Management in written form (pursuant to § 122 (2) in conjunction with (1) sentence 1 AktG) to arrive by Monday, April 20, 2015, 24:00 (CEST), at the latest. All requests can be sent to the following address: Deutsche Telekom AG, Vorstand, Postfach 1929, 53009 Bonn, Germany.

§ 142 (2) sentence 2 AktG, which stipulates that 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 21, 2015, 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 which 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/hauptversammlung>

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/gegantraege>

provided they are received by the Company by

Wednesday, May 6, 2015, 24:00 (CEST), at the latest,

and are addressed to

**Gegenträge zur Hauptversammlung DTAG
Postfach 19 29
53009 Bonn
Germany**

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

or by **e-mail to gegentraege.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/hauptversammlung>

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/hauptversammlung>

On April 10, 2015, 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/hauptversammlung>

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 4,535,571,247 (calculated in accordance with § 30b (1) sentence 1 no. 1 2nd option WpHG).

Bonn, April 2015

**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. Christian P. Illek, Dr. Thomas Kremer, Claudia Nemat

Commercial register: Local court Bonn HRB 6794

Registered office: Bonn

VAT identification no. DE 123475223