



For digital info

# INVITATION TO THE SHAREHOLDERS' MEETING ON MARCH 28, 2019



LIFE IS FOR SHARING.

# OVERVIEW OF ITEMS ON THE AGENDA

- ITEM 1** Submissions to the shareholders' meeting pursuant to § 176 (1) sentence 1 of the German Stock Corporation Act (Aktiengesetz – AktG).
- ITEM 2** Resolution on the appropriation of net income.
- ITEM 3** Resolution on the approval of the actions of the members of the Board of Management for the 2018 financial year.
- ITEM 4** Resolution on the approval of the actions of the members of the Supervisory Board for the 2018 financial year.
- ITEM 5** Resolution on the appointment of the independent auditor and the Group auditor for the 2019 financial year as well as the independent auditor to review the condensed financial statements and the interim management report in the 2019 financial year and perform any review of additional interim financial information.
- ITEM 6** Election of a Supervisory Board member.
- ITEM 7** Election of a Supervisory Board member.
- ITEM 8** Election of a Supervisory Board member.

## OTHER CONTENTS

- More information on agenda items 6 to 8, in particular the resumes of the candidates and details pursuant to § 125 (1) sentence 5 AktG
- Information on shareholders' rights pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) AktG
- Right to attend, voting rights, and voting by proxy
- Further details and information relating to the shareholders' meeting

**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, March 28, 2019,  
at 10:00 a.m. (Central European Time - CET),**

in the World Conference Center Bonn, entrance to the main building,  
Platz der Vereinten Nationen 2, 53113 Bonn, 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 § 289a (1) and § 315a (1) German Commercial Code (Handelsgesetzbuch – HGB):

- The approved annual financial statements of Deutsche Telekom AG as of December 31, 2018,
- The approved consolidated financial statements as of December 31, 2018,
- The combined management and Group management report, including the compensation report contained therein,
- The Supervisory Board's report, and
- The proposal by the Board of Management on the appropriation of net income.

All of the above documents are also available from the date of the notice of convocation of the shareholders' meeting on the website

[www.telekom.com/hv](http://www.telekom.com/hv)

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 20, 2019. 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 on them 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 7,031,250,356.18 posted in the 2018 financial year shall be used as follows:

Payment of a dividend of EUR 0.70 per no par value share carrying dividend rights = EUR 3,319,772,833.30

And the remaining balance is carried forward = EUR 3,711,477,522.88

The total dividend and the remaining balance to be carried forward to unappropriated net income set out in the proposal for resolution on the appropriation of net income are based

on the dividend-bearing capital stock of EUR 12,140,883,504.64, divided up into 4,742,532,619 no par value shares, on February 12, 2019.

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 envisages the unchanged payment of EUR 0.70 per no par value share carrying dividend rights. 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 proposed by the Board of Management and Supervisory Board is passed, the following shall apply to payment of the dividend:

As the dividend for the 2018 financial year is to be paid in full from the tax contribution account in accordance with § 27 ("Contributions other than into nominal capital") of the Corporation Tax Act (Körperschaftsteuergesetz – KStG), payment will be made without

deducting capital gains tax or the solidarity surcharge. Dividends paid to shareholders in Germany are not subject to taxation. 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.

Pursuant to § 58 (4) sentence 2 AktG, the dividend entitlement of the shareholders falls due on the third business day following the resolution of the shareholders' meeting. The resolution on the appropriation of net income cannot stipulate an earlier due date on account of § 58 (4) sentence 3 AktG. Accordingly, the dividend is to be paid out on April 2, 2019.

## **3** Resolution on the approval of the actions of the members of the Board of Management for the 2018 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 2018 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 2018 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 2018 financial year shall be approved for this period.

**5 Resolution on the appointment of the independent auditor and the Group auditor for the 2019 financial year as well as the independent auditor to review the condensed financial statements and the interim management report in the 2019 financial year and perform any review of additional interim financial information.**

The Supervisory Board proposes, based on a corresponding recommendation from the Audit Committee, the adoption of the following resolution:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as

- a) independent auditor and Group auditor for the 2019 financial year,

- b) independent auditor to review the condensed financial statements and the interim management report (§ 115 (5) German Securities Trading Act (Wertpapierhandelsgesetz)) in the 2019 financial year, and

- c) independent auditor for any review of additional interim financial reports (§ 115 (7) German Securities Trading Act) in the 2019 financial year.

In its recommendation, the Audit Committee has declared that this recommendation is free from influence by a third party and that no clause within the meaning of § 16 (6) of the EU Auditor Regulation (Regulation (EU) No. 537/2014) restricting the choices of the shareholders' meeting was imposed on the committee.

PricewaterhouseCoopers GmbH 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 Lars Hinrichs, member of the Supervisory Board elected by the shareholders' meeting, expires at the end of

the shareholders' meeting on March 28, 2019. 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 (CEO) 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 which passes a resolution on the approval of the Supervisory Board's actions for the 2023 financial year.

**7 Election of a Supervisory Board member.**

The current term of office for Karl-Heinz Streibich, member of the Supervisory Board elected by the shareholders' meeting, expires at the end of the shareholders' meeting on March 28, 2019. 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, President acatech – National Academy of Science and Engineering, Berlin, 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 which passes a resolution on the approval of the Supervisory Board's actions for the 2023 financial year.

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

By order of the Bonn District Court dated May 28, 2018, Dr. Rolf Bösing was appointed to the Company's Supervisory Board for a limited term up to the end of the shareholders' meeting on March 28, 2019. Dr. Bösing replaced Johannes Geismann, who resigned from office effective the end of the shareholders' meeting on May 17, 2018. Dr. Rolf Bösing 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. Rolf Bösing, State Secretary at the German Federal Ministry of Finance, Berlin, resident in Hamburg, 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 2023 financial year.

**Details on agenda items 6 to 8, in particular pursuant to § 124 (2) sentences 1 and 2 AktG and to section 5.4.1 (6) through (8) German Corporate Governance Code:**

Pursuant to §§ 96 (1) and (2), § 101 (1) AktG in conjunction with § 7 (1) sentence 1 no. 3 of the Codetermination Act (Mitbestimmungsgesetz) of 1976, the Supervisory Board of Deutsche Telekom AG is composed of ten members representing shareholders and ten members representing employees.

In addition, pursuant to § 96 (2) sentence 1 AktG, at least 30% of the seats on the Supervisory Board must be held by women and 30% by men. No objection pursuant to § 96 (2) sentence 3 AktG was raised to the joint compliance with the aforementioned minimum quota requirement. At least six seats on the Supervisory Board must be held by women and at least six by men, in order to comply with the minimum quota requirement in accordance with § 96 (2) sentences 1 and 2 AktG. At present, the Supervisory Board comprises three women and seven men representing shareholders, and five women and five men representing employees, which brings the total to eight women and twelve men. Thus the minimum quota requirement is already met both overall and when solely considering the persons representing shareholders, regardless of whether men or women are elected to the Supervisory Board in the three elections to take place at the shareholders' meeting.

The Supervisory Board's nominations for agenda items 6 to 8 are based on corresponding recommendations by the Nomination Committee while also considering the targets adopted by the Supervisory Board regarding its composition, thereby also taking into account the skills profile developed by the Supervisory Board for the overall Board. Thus, the diversity concept developed by the Supervisory Board regarding its composition has also been implemented. The Supervisory Board's current targets and skills profile are published in the Corporate Governance Report for the 2018 financial year together with an implementation

status report. This is made available to the shareholders' meeting and can also be accessed from the date of the notice of convocation of the shareholders' meeting on the website

**[www.telekom.com/hv](http://www.telekom.com/hv)**

The diversity concept is published in the Corporate Governance Statement, which can also be found at the Internet address above.

The Supervisory Board has ensured that all candidates are able to devote the expected time required to serve on the Supervisory Board.

Lars Hinrichs, Karl-Heinz Streibich, and Dr. Rolf Bösing are already members of the Supervisory Board of Deutsche Telekom AG. The Federal Republic of Germany, in whose employ Dr. Rolf Bösing serves as State Secretary at the German Federal Ministry of Finance, holds an interest of more than 10% in Deutsche Telekom AG. Furthermore, the Supervisory Board is of the opinion that no personal or business relationships exist between any of the candidates nominated for election to the Supervisory Board under agenda items 6 to 8, 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.

More information on agenda items 6 to 8, in particular the resumes of the candidates and details pursuant to § 125 (1) sentence 5 AktG, are attached to the agenda.

# MORE INFORMATION ON AGENDA ITEMS 6 TO 8, IN PARTICULAR THE RESUMES OF THE CANDIDATES AND DETAILS PURSUANT TO § 125 (1) SENTENCE 5 AKTG

## Lars Hinrichs

Managing Director (CEO) of Cinco Capital GmbH, Hamburg, resident in Hamburg  
Member of the Supervisory Board since October 1, 2013

### Personal details:

Year of birth: 1976  
Place of birth: Hamburg  
Nationality: German

### Career history:

Since 2003	Managing Director (CEO) of Cinco Capital GmbH, Hamburg
Since 2009	Managing Director (CEO) of the general partner of HackFwd Capital GmbH & Co. KG, Hamburg
2009–2010	Member of the Supervisory Board of XING AG, Hamburg
2009	Establishment of HackFwd Capital GmbH & Co. KG, Hamburg
2003–2009	Chairman of the Management Board of XING AG, Hamburg (up to 2006, Managing Director of the predecessor company of XING AG)
2003	Establishment of the predecessor company of XING AG (OPEN Business Club GmbH, Hamburg)
2003	Establishment of Cinco Capital GmbH, Hamburg

1999–2001	Member of the Management Board (co-CEO) of Böttcher Hinrichs AG, Hamburg
1999	Establishment of Böttcher Hinrichs AG, Hamburg
1998–2000	Project manager at LAVA GmbH/iXL GmbH, Hamburg
1998	Co-founder of <a href="http://www.politik-digital.de">www.politik-digital.de</a>

### Education and training:

- Jackson Institute for Global Affairs, Yale University – Executive Training
- Kennedy School of Government, Harvard University – Executive Training

### Memberships on statutory supervisory boards in Germany:

- Deutsche Telekom AG, Bonn
- xbAV AG, Munich (Chairman)

### Member of comparable supervisory bodies of companies in Germany or abroad:

– None –

## **Karl-Heinz Streibich**

President acatech – National Academy of Science and Engineering, Berlin, resident in Frankfurt am Main, member of the Supervisory Board since October 1, 2013

### **Personal details:**

Year of birth: 1952

Place of birth: Rheinmünster-Schwarzach

Nationality: German

### **Career history:**

Since 2018	President acatech – National Academy of Science and Engineering, Berlin
2003–2018	Chairman of the Management Board of Software AG, Darmstadt
2000–2003	Member of the Board of Management of T-Systems and Chairman of the Management Board of debis Systemhaus GmbH, Frankfurt am Main
1996–2003	Member of the Management Board of debis Systemhaus GmbH, Stuttgart
1989–1996	Various management positions at Daimler Benz AG, Stuttgart, and subsidiaries: member of the broader management of AEG Olympia Office GmbH, Stuttgart, Chairman of the Management Board of debis Systemhaus DCS GmbH, Stuttgart, Head of Sales and Service at debis Systemhaus CCS GmbH, Stuttgart
1987–1989	Head of the PC Systems business unit at ITT-SEL AG, Stuttgart

1984–1987 Head of Marketing Operations at ITT Industries in London, UK

1981–1984 Head of the Computerization Team at Dow Chemical Company, Rheinmünster

### **Education and training:**

- Degree in Communications Engineering (Dipl. Ing. (FH))
- Communications Engineering studies at Offenburg University of Applied Sciences

### **Memberships on statutory supervisory boards in Germany:**

- Deutsche Telekom AG, Bonn
- Dürr AG, Bietigheim-Bissingen (Chairman)
- Siemens Healthineers AG, Erlangen
- Wittenstein SE, Ingersheim

### **Member of comparable supervisory bodies of companies in Germany or abroad:**

- None –



## Dr. Rolf Bösingher

State Secretary, Federal Ministry of Finance, Berlin, resident in Hamburg  
Member of the Supervisory Board since June 1, 2018

### Personal details:

Year of birth: 1966  
Place of birth: St. Georgen im Schwarzwald  
Nationality: German

### Career history:

Since 2018	State Secretary, Federal Ministry of Finance, Berlin
2015–2018	State Secretary at the Ministry for Economy, Transport, and Innovation (Economy and Innovation), Hamburg
2012–2015	Head of the planning unit at the Free and Hanseatic City of Hamburg State Chancellery, Hamburg
2011–2012	Head of the “corporate activities of a future-oriented working world – corporate social responsibility (CSR)” group at the Federal Ministry of Labour and Social Affairs, Berlin
2008–2010	Director-General for general policy issues, pension financing, innovation, and information at the Federal Ministry of Labour and Social Affairs, Berlin
2005–2008	Head of policy and planning unit at the Federal Ministry of Labour and Social Affairs, Berlin

2002–2005	Head of the policy, coordination, target groups department for the SPD national executive committee, Berlin
2000–2002	Head of the economic and finances division at the SPD national executive committee, Berlin
1997–2000	Head of the economic and fiscal policy, government holdings division at the Saarland State Chancellery, Saarbrücken

### Education and training:

- Doctoral thesis on the 1995 reform of the federal financial equalization system
- Lecturer in mathematics at Berufsakademie Lörrach
- Studied economics at the University of Freiburg

### Memberships on statutory supervisory boards in Germany:

- Deutsche Telekom AG, Bonn

### Member of comparable supervisory bodies of companies in Germany or abroad:

- None –

# 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

**Monday, March 25, 2019, 12 midnight (CET) at the latest,**

with such registration being addressed to the Company at:

**DTAG Hauptversammlung 2019  
c/o ADEUS Aktienregister-Service-GmbH  
20683 Hamburg, Germany**

or by **e-mail** to  
**hv-service@telekom.de**

or by using the password-protected **Internet Dialog** in accordance with the procedure provided for this purpose on the website

**www.telekom.com/hv-service.**

The registration 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 registration of transfers may be carried out in the shareholders' register in the period from Tuesday, March 26, 2019 (inclusive), until the day of the shareholders' meeting, i.e., Thursday, March 28, 2019 (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 registration on Monday, March 25, 2019 (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 or De-Mail may also use the online password they selected on registration 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 March 14, 2019. In order to use the password-protected Internet Dialog, shareholders must have been entered in the shareholders' register before the beginning of March 14, 2019. The password-protected Internet Dialog will be available from February 27, 2019, onwards. It 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 ([www.telekom.com/hv-service](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 or e-mail address specified for registration or via the password-protected Internet Dialog using the procedure provided for this purpose (subject to the requirements and restrictions stated under "Using the password-protected Internet Dialog") at the address stated above ([www.telekom.com/hv-service](http://www.telekom.com/hv-service)). 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 propos-

ed 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 that are 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 postal voting are nonetheless 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 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 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 document for participants, which shareholders attending the shareholders' meeting receive on being admitted to the meeting, contains a form 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 authorization, its revocation, and evidence of authorization must be supplied to the Company in text form in accordance with § 134 (3) sentence 3 AktG (§ 126b BGB (Bürgerliches Gesetzbuch – German Civil Code)). 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 via the password-protected Internet Dialog using the procedure provided for this purpose (subject to the require-

ments and restrictions stated under "Using the password-protected Internet Dialog") at the address stated above (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, 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 ([www.telekom.com/hv-service](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 is the case for the password-protected Internet Dialog. Shareholders who have already registered to receive their invitation to the shareholders' meeting by e-mail or De-Mail should 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 March 14, 2019. In order to use the password-protected online service, shareholders must have been entered in the shareholders' register before the

beginning of March 14, 2019. The password-protected online service will be available from February 27, 2019, 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 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. 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 under "Using the password-protected Internet Dialog") on the above website ([www.telekom.com/hv-service](http://www.telekom.com/hv-service)) or via e-mail to [hv-service@telekom.de](mailto:hv-service@telekom.de). The following document formats (in addition to the possibility of forwarding an existing e-mail) are supported: .doc and .docx, .txt, and .pdf. 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 corres-

ponding 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 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 corresponding to 195,313 shares) may demand that additional items be added to the agenda and published. Each new item must be accompanied by a corresponding statement of reasons or a draft resolution. 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, February 25, 2019, 12 midnight (CET) at the latest. They should be sent to the following address: Deutsche Telekom AG, Vorstand, Postfach 1929, 53009 Bonn, Germany.

Pursuant to § 122 (2) in conjunction with (1) sentence 3 AktG, applicants must provide evidence of having held the shares for at least 90 days prior to the date of receipt and of continuing to hold the shares up to the date on which the Board of Management takes a decision relating to the application. The date of receipt of the request is not included when calculating the shareholding period. Transfer from a Sunday, a Saturday, or a public holiday to a preceding or subsequent workday is not possible. §§ 187 through 193 of the German Civil Code shall not apply. Certain third-party shareholding periods shall be taken into account 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:

[www.telekom.com/hv](http://www.telekom.com/hv)

and shareholders will be informed.

## Counter-motions and nominations pursuant to § 126 (1) and § 127 AktG

At the shareholders' meeting, shareholders may make applications and, as applicable, nominations relating to particular agenda items and the rules of procedure without any notice, publication, or other action related to the application or nomination 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, a corresponding reason (which is, at

least, not required in the case of nominations), and any response by the Company's administrative bodies, as well as, in the case of nominations by a shareholder for the election of Supervisory Board members, the details pursuant to § 127 sentence 4 AktG, shall be published on the following website:

[www.telekom.com/gegengantraege](http://www.telekom.com/gegengantraege)

provided they are received by the Company by

**Wednesday, March 13, 2019, 12 midnight  
(CET) at the latest,**

and are addressed to

**Gegenanträge zur Hauptversammlung DTAG  
Postfach 1929  
53009 Bonn  
Germany**

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

or by **e-mail** to: [gegengantraege@telekom.de](mailto:gegengantraege@telekom.de)

and providing 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 making a corresponding demand 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:

[www.telekom.com/hv](http://www.telekom.com/hv)

# FURTHER DETAILS AND INFORMATION RELATING TO THE SHAREHOLDERS' MEETING

## Information for bearers of ADRs

Bearers of American Depositary Receipts (ADRs) can get additional information through Deutsche Bank Trust Company Americas (Depositary), c/o AST Financial, e-mail [dbe-mails@astfinancial.com](mailto:dbe-mails@astfinancial.com), phone +1 (866) 282-3744.

## 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 well as for postal voting, as necessary, and any requests for additional agenda items within the meaning of § 122 (2) AktG are available on the website:

[www.telekom.com/hv](http://www.telekom.com/hv)

On February 21, 2019, 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:

[www.telekom.com/hv](http://www.telekom.com/hv)

Comments by the Board of Management and Supervisory Board will also be available on the same website after the shareholders' meeting, provided that they do not relate to questions from individual shareholders. Some of these comments will also be published on other media (Twitter, Facebook, and YouTube).

## 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 of the shareholders' meeting is 4,761,458,596 (calculated in accordance with § 49 (1) sentence 1 no. 1, 2nd option of the German Securities Trading Act).

## Notes on data privacy for shareholders and their representatives

As controller within the meaning of article 4 (7) of the General Data Protection Regulation (GDPR), Deutsche Telekom processes personal data (surname, first name, title, contact information, share, and administration data) of the shareholders and, where applicable, the statutory or legal representatives of shareholders in conjunction with the shareholders' meeting. The personal data shall be provided by the shareholder or their representative. Alternatively, Deutsche Telekom shall receive this data from the depository bank of the shareholder (usually forwarded via Clearstream Banking AG). The purpose of processing the data is to enable the shareholders to exercise their rights in conjunction with the shareholders' meeting and to comply with the statutory provisions associated with the shareholders' meeting. The legal basis for processing is article 6 (1) section 1 (c) GDPR. The personal data shall also be processed for statistical purposes for the organization of the shareholders' meeting. To this extent, the legal basis for processing is article 6 (1) section 1 (f) GDPR.

To prepare and execute the shareholders' meeting, Deutsche Telekom AG shall commission EU-based service providers, which shall only be provided with the personal data required to carry out the commissioned service. If authorized by the shareholder or their representative, the Company-appointed proxy shall only receive the personal data required to cast the written vote.

Requests for additional agenda items pursuant to § 122 (2) AktG as well as counter-motions and nominations according to § 126 (1) and § 127 AktG shall be made accessible as described in the invitation under "Information on shareholders' rights pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) AktG." The personal data belonging to the participants of the shareholders' meeting or the shareholders represented (except in the event when exercising voting rights on behalf of the person concerned) as well as, where necessary, of the shareholders' representatives shall be incorporated into a list of participants in accordance with § 129 AktG that shall be made accessible to shareholders or their representative in accordance with § 129 (4) AktG.

Deutsche Telekom AG shall delete or anonymize the personal data three years after the day of the shareholders' meeting unless legal rules prescribe a longer retention period, namely if required by the Stock Corporation Act, the German Commercial Code, and the Fiscal Code, or on the basis of legitimate interest of the Company, namely in the event of disputes both in and out of court on the occasion of the shareholders' meeting.

If the respective legally required conditions are met, the affected shareholders and the affected statutory or legal representatives of shareholders may obtain information from Deutsche Telekom AG about their personal data according to article 15 GDPR. Furthermore, they are also entitled to have their personal data correct-

ed according to article 16 GDPR, to have it deleted according to article 17 GDPR, to have processing of it restricted according to article 18 GDPR, and demand the transfer of certain personal data to them or an appointed third party (right to data portability) according to article 20 GDPR. These rights can be exercised against Deutsche Telekom AG free of charge via one of the following contacts. The affected shareholders and the affected statutory or legal representatives of shareholders according to article 77 GDPR have the right to make a complaint with a supervisory authority.

Contact information of the Company as the controller within the meaning of article 4 (7) GDPR: Deutsche Telekom AG, Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. Contact information of the Global Data Privacy Officer at Deutsche Telekom AG: Dr. Claus D. Ulmer, Friedrich-Ebert-Allee 140, 53113 Bonn, Germany, e-mail [aktienregister@telekom.de](mailto:aktienregister@telekom.de).

For further information on data privacy, especially regarding the processing of shareholder data in connection with the management of the shareholders' register, please refer to the following website:

**[www.telekom.com/hv-service](http://www.telekom.com/hv-service)**

**Bonn, February 2019**

**Deutsche Telekom AG  
The Board of Management**







**DEUTSCHE TELEKOM AG**

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

Board of Management: Timotheus Höttges (Chairman),

Adel Al-Saleh, Birgit Bohle, Srinivasan Gopalan, Dr. Christian P. Illek,

Dr. Thomas Kremer, Thorsten Langheim, Claudia Nemat, Dr. Dirk Wössner

Commercial register: Local court Bonn HRB 6794

Registered office: Bonn