

# Corporate Governance Statement in accordance with §§ 289f and 315d of the German Commercial Code

Sound, systematic corporate governance is particularly important for an international group such as Deutsche Telekom, with its many subsidiaries and associates. The Company complies with national provisions such as the recommendations of the Government Commission on the German Corporate Governance Code, as well as with international standards. The Supervisory Board and the Board of Management of Deutsche Telekom AG are convinced that sound corporate governance, taking company- and industry-specific issues into account, is an important building block for the future success of Deutsche Telekom AG. Responsibility for compliance with the principles of sound corporate governance is vested in senior management, accordingly.

In the 2021 financial year, the Board of Management and Supervisory Board once again carefully examined the corporate governance of Deutsche Telekom AG and the Deutsche Telekom Group as well as the contents of the German Corporate Governance Code. During the reporting period just ended, Deutsche Telekom AG again fulfilled all of the Code's recommendations. The Supervisory Board and Board of Management of Deutsche Telekom AG therefore issued an unqualified Declaration of Conformity with the German Corporate Governance Code on December 30, 2021. A deviation from recommendation C.5 was declared for the 2022 financial year.

## Declaration of Conformity pursuant to § 161 of the German Stock Corporation Act (Aktiengesetz – AktG)

- I. The Board of Management and Supervisory Board of Deutsche Telekom AG hereby declare that, in the period since submission of the most recent declaration of conformity pursuant to § 161 AktG on December 30, 2020, Deutsche Telekom AG has complied with the recommendations of the Government Commission on the German Corporate Governance Code announced by the Federal Ministry of Justice and Consumer Protection on March 20, 2020, in the official section of the Federal Gazette (Bundesanzeiger), without exception.
- II. The Board of Management and Supervisory Board of Deutsche Telekom AG hereby declare further that Deutsche Telekom AG complies with the recommendations of the Government Commission on the German Corporate Governance Code, published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (Bundesanzeiger) on March 20, 2020, with exception of recommendation C.5 (maximum number of supervisory board mandates).

According to recommendation C.5, members of the management board of listed companies should not have, in aggregate, more than two supervisory board mandates in non-group listed companies or comparable functions, and should not accept the chairmanship of a supervisory board in a non-group listed company. In the opinion of the Management Board and the Supervisory Board, the total number of supervisory board mandates held or the supervisory board chairmanship in non-group listed companies and comparable functions should be assessed more appropriately on a case-by-case basis than by means of a rigid limitation. As long as it is ensured that a member of the Supervisory Board of Deutsche Telekom AG has sufficient time to exercise this supervisory board mandate with due regularity and care, a deviation from recommendation C.5 may appear appropriate in individual cases, taking into account all relevant aspects of the respective circumstances.

| This Declaration of Conformity can be found on the Deutsche Telekom AG [website](#). It also provides access to the declarations of conformity from previous years.

## Remuneration report/remuneration system

The remuneration system applicable to members of the Board of Management pursuant to § 87a (1) and (2), sentence 1 AktG, as approved by the shareholders' meeting on April 1, 2021, and the resolution of the shareholders' meeting on April 1, 2021 pursuant to § 113 (3) AktG on remuneration for the members of the Supervisory Board, are available to the public on the Deutsche Telekom AG [website](#). The remuneration report and the related external auditor's report pursuant to § 162 AktG are also published on the same website.

## Corporate governance practices beyond statutory requirements

### Compliance and internal Group rules

Compliance involves the observance of legal requirements and internal Group rules. There is also a Compliance Committee that supports the Board of Management in establishing, maintaining, and monitoring the framework for an effective compliance program. The members of the Compliance Committee are experienced managers in the areas of compliance, legal affairs, security, internal auditing, and human resources. The Chief Compliance Officer, appointed by the Board of Management, chairs the Compliance Committee. A compliance officer has been appointed for each of the operating segments. Individual business units have additional compliance officers/contacts depending on their respective size and risk situation. Clear reporting structures have been implemented throughout the Group. The particular significance attached to compliance is underlined by the decision to pool all compliance activities in the Board of Management department for Human Resources and Legal Affairs.

Deutsche Telekom AG has implemented a comprehensive compliance management system. According to this system, a compliance program is set up based on a structured risk assessment process performed once a year throughout the Group.

The compliance management system also includes the Code of Conduct, the Code of Ethics, and various policies. The Code of Conduct defines how employees and management should practice values-based and legally compliant conduct in their daily business activities. The Code of Ethics addresses the members of the Board of Management of Deutsche Telekom AG and persons within the Group who carry special responsibility for financial reporting. It obliges these individuals to comply with the principles of honesty, integrity, transparency, and ethical conduct. The compliance management system in place at Deutsche Telekom AG and other selected national and international companies was confirmed as being appropriate and effectively implemented by an external auditor in stages from 2016 through 2018 in accordance with IDW assurance standard 980 with the focus on anti-corruption. Deutsche Telekom AG, as well as eight domestic and thirteen international subsidiaries, were re-audited in 2020 and 2021. Based on the outcome of these audits, the auditors confirmed the compliance management system for all audited entities as being appropriate and effective.

| For further information on the compliance management system, the Code of Conduct, and the Code of Ethics, please refer to the Deutsche Telekom AG [website](#).

## Guiding Principles

Culture is part of the corporate DNA and, as such, influences not only the ways of working, but also the success of a company. Deutsche Telekom AG has therefore introduced a set of Guiding Principles, which are continually updated and adapted. They allow us to reflect on our behavior on a daily basis and act as an indicator of our culture.

| For further information on the Guiding Principles, please refer to the section “Employees” in the 2021 Annual Report or to the Deutsche Telekom AG [website](#).

## Working methods of the Board of Management and the Supervisory Board as well as composition and working methods of committees

### Cooperation between the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board work closely together for the good of the Company and maintain regular contact. The Board of Management agrees the Company’s strategic alignment with the Supervisory Board and discusses the status of strategy implementation with the Supervisory Board at regular intervals. The Supervisory Board of Deutsche Telekom AG holds a minimum of four meetings a year. In the 2021 financial year, there were eight Supervisory Board meetings and a one-day off-site conference on the strategic alignment of the Company. In the lead-up to the Supervisory Board meetings, separate preparatory meetings of the shareholders’ and employees’ representatives are held on a regular basis. The Supervisory Board also convenes meetings without the Board of Management in attendance as and when it deems necessary. Every member of the Supervisory Board is required to declare any conflicts of interest to the Supervisory Board. The Supervisory Board’s report contains disclosures of any conflicts of interest and action taken in this regard.

| For further information on conflicts of interest, please refer to the section “Supervisory Board’s report to the 2022 shareholders’ meeting” in the 2021 Annual Report on the Deutsche Telekom AG [website](#).

In addition, 30 Supervisory Board committee meetings were held. The Board of Management keeps the Supervisory Board fully and regularly informed in good time, in particular of corporate strategy, planning, business development, the risk situation, risk management, compliance, innovation focuses, and any deviations in the business developments from original plans, as well as significant business transactions involving the Company and major Group companies. The Board of Management regularly submits written and oral reports. Between meetings, the Board of Management also informs the Supervisory Board of the current business development of the Group and its segments on a monthly basis. The Board of Management reports to the Supervisory Board on individual issues in writing or in discussions. The reporting obligations of the Board of Management specified by the Supervisory Board go beyond statutory requirements. The activities of the Board of Management and the Supervisory Board, as well as the Audit Committee of the Supervisory Board, are specified in separate Rules of Procedure. Those governing the Board of Management also stipulate, in particular, the schedule of responsibilities and the majorities required for resolutions. The Chairs of the two Boards also exchange information regularly in person.

| For further information on cooperation between the Board of Management and the Supervisory Board, please refer to the section “Supervisory Board’s report to the 2022 shareholders’ meeting” in the 2021 Annual Report and on the Deutsche Telekom AG [website](#). This is where you can also find the current Rules of Procedure of the executive bodies.

### Working methods and schedule of responsibilities of the Board of Management

The Board of Management normally meets on a weekly basis. As a rule, its resolutions are adopted by simple majority and within the scope of its meetings. The Board of Management’s schedule of responsibilities states that there are eight Board departments: the department of the Chairman of the Board of Management; Finance; Human Resources and Legal Affairs; T-Systems; Germany; Technology and Innovation; Europe; and USA and Group Development. The members of the Board of Management jointly bear responsibility for the management of the entire Company. They work together in a cooperative manner and continually inform one another of important measures and activities in their departments.

Irrespective of the joint responsibility of all members of the Board of Management, each individual member of the Board of Management is authorized to manage the spheres of responsibility allocated to them. Certain matters, particularly those where the law requires the involvement of the entire Board of Management, are subject to approval by the full Board of Management. Furthermore, every Board of Management member can submit matters to the full Board of Management for decision.

### Composition and working methods of the Board of Management committees

To further the efficient performance of its duties, the Board of Management has established two permanent committees that include people who are not members of the Board of Management. These committees do not have the authority to take decisions that are by law matters to be dealt with by the Board of Management.

The Asset Committee advises the entire Board of Management on matters concerning the economically and strategically optimum allocation of resources, on investment projects, and on measures with key economic significance.

The Mergers and Acquisitions (M&A) Committee deals with the implementation of certain M&A transactions of low strategic relevance and which are below defined value thresholds, as well as the integration of these transactions.

#### Board of Management committees

Committee	Members	Committee	Members
<b>Asset Committee</b>	Member of the Board of Management, Member of the Board of Management, Chief Operating Officer Chief Information Officer Senior Vice President, Group Controlling Senior Vice President, Group Strategy Senior Vice President, Group Procurement Financial Directors of the segments Germany, Chief Technology Officer, Germany Senior Vice President, Consumers, Germany Senior Vice President, Technology (NT/IT), EU Senior Vice President, Commercial, Europe	<b>M&amp;A Committee</b>	Chairman of the Board of Management Member of the Board of Management, Member of the Board of Management, Senior Vice President, Mergers & Acquisitions Senior Vice President, Group Strategy

| For the current composition of the Board of Management committees, please refer to the Deutsche Telekom AG [website](#).

### Working methods of the Supervisory Board

The Supervisory Board appoints the members of the Board of Management and regularly supervises its management of the Company. The Supervisory Board is directly involved in all decisions of strategic importance to the Company. This involvement is guaranteed through the specification of approval provisos for the Supervisory Board and through the agreement of the strategic alignment of the Company. The work of the Supervisory Board is specified in Rules of Procedure. To clarify the reporting obligations on the part of the Board of Management, the Supervisory Board has drawn up a list of transactions subject to approval. This list forms an integral part of the Rules of Procedure for the Supervisory Board and the Board of Management, respectively.

| For the current Rules of Procedure, please refer to the Deutsche Telekom AG [website](#).

The Supervisory Board and Audit Committee each assess the efficiency of their work every two years, to regularly review how effectively the full Supervisory Board and its committees fulfill their mandates, and to provide fresh impetus for the Supervisory Board's work. The internal self-assessment carried out to this end is based on a comprehensive questionnaire followed by intense discussion and consultation on the results by the entire Supervisory Board and the Audit Committee. The questionnaire covers aspects that have a material effect on the Supervisory Board's performance of its duties, such as key agenda topics, culture, the flow of information, committee structure, the Supervisory Board Chairman's leadership, the quality of consultations and strategic discussions, as well as the working relationship between the Supervisory Board and the Board of Management. The evaluation of the questionnaire provides a detailed self-assessment from which action areas are derived. The Supervisory Board carried out its last efficiency assessment in the 2021 financial year. As well as the work of the Supervisory Board as a whole, it also considered the work of all of the Board's committees. A further, separate assessment of the Audit Committee was carried out most recently in the 2020 financial year.

An onboarding process for new Supervisory Board members is in place. The Company offers new Supervisory Board members a customized program to introduce them to the industry and the situation of the Company. This includes discussions with all Board of Management members; an introduction to the corporate strategy, current trends, and challenges; and opportunities to learn about specific technology-related topics.

The members of the Supervisory Board undertake the necessary training and development measures required for their tasks on their own and are supported by Deutsche Telekom AG in doing so with a range of options including information events and workshops – in 2021 with a special focus on the risk management system, complex accounting matters, and cybersecurity. They inform themselves and undergo continued training on current topics, such as sustainability, both within and outside of the Supervisory Board's meetings.

The Chairman of the Supervisory Board coordinates the work of the Supervisory Board and presides over its meetings. In addition to the organizational tasks relating to the Supervisory Board, he maintains regular contact with the Chairman of the Board of Management and the members of the Board of Management to discuss issues relating to the Company's strategy, planning, business development, the risk situation, the risk management system, and compliance, and is informed of the general business situation and significant events. In this context, the Chairman of the Board of Management in particular informs the Chairman of the Supervisory Board of all events that are significant to the situation, development, and governance of the Company.

### Composition and working methods of the Supervisory Board's committees

In order to perform its tasks effectively, the Supervisory Board has seven committees. The General Committee deals with personnel matters relating to the Board of Management (including Board of Management remuneration matters) and prepares the meetings of the Supervisory Board. The Audit Committee performs the tasks required by law and recommended by the German Corporate Governance Code. These include, in particular, monitoring accounting and the accounting process, the effectiveness of the internal control system, the risk management and internal auditing system, the audit of financial statements, compliance, and data privacy. The Staff Committee deals with general personnel matters not relating to the Board of Management, including structures of human resources development and quantitative and qualitative staff planning. The Finance Committee deals in particular with the Company's investment planning and focuses, and handles complex financial and commercial business transactions. The Technology and Innovation Committee supports and promotes innovation and technological developments at infrastructure and product level and supports the Board of Management with advice on how to tap new growth areas. Furthermore, the Supervisory Board has formed a Nomination Committee, which consists exclusively of shareholders' representatives. The Nomination Committee is responsible in particular for proposing to the Supervisory Board suitable candidates for the latter to subsequently propose to the shareholders' meeting for election. The Nomination Committee does this in compliance with legal requirements, the German Corporate Governance Code, and the Rules of Procedure of the Supervisory Board, and taking into account the targets adopted by the Supervisory Board as regards its composition, as well as the profile of skills and expertise developed by the Supervisory Board for the overall Board. Moreover, the Nomination Committee defines the requirements for the specific position to be filled. In addition, there is a Mediation Committee, which was formed in accordance with § 27 (3) of the Codetermination Act. The Supervisory Board may also establish temporary committees to serve needs as they arise (e.g., Special Committee for U.S. Business). In 2021, there were no such temporary committees.

The committee chairpersons report to the Supervisory Board on a regular basis on the work of the committees. The Chairwoman of the Audit Committee, Dagmar P. Kollmann, has expert knowledge of accounting and auditing. Ms. Kollmann is also particularly knowledgeable and experienced in the application of accounting standards and internal control procedures. She is independent from the Company, and is not a former member of the Board of Management of Deutsche Telekom AG. Member of the Audit Committee Petra Steffi Kreusel also has considerable expertise in accounting and auditing. Like the members of the full Supervisory Board, the members of the Audit Committee overall are very familiar with the sector in which Deutsche Telekom AG is active.

**Supervisory Board committees**

Committee	Supervisory Board member
<b>General Committee</b>	
	Prof. Dr. Ulrich Lehner (Chairman)
	Dr. Rolf Böisinger
	Kerstin Marx
	Frank Sauerland
<b>Finance Committee</b>	
	Karl-Heinz Streibich (Chairman)
	Dr. Günther Bräunig
	Constantin Greve
	Nicole Koch
	Dagmar P. Kollmann
	Karin Topel
<b>Audit Committee</b>	
	Dagmar P. Kollmann (Chairwoman)
	Dr. Rolf Böisinger
	Prof. Dr. Michael Kaschke
	Petra Steffi Kreusel
	Kerstin Marx
	Sibylle Spoo
<b>Staff Committee</b>	
	Frank Sauerland (Chairman)
	Odysseus D. Chatzidis
	Harald Krüger
	Prof. Dr. Ulrich Lehner
	Kerstin Marx
	Margret Suckale

Committee	Supervisory Board member
<b>Nomination Committee</b>	
	Prof. Dr. Ulrich Lehner (Chairman)
	Dr. Rolf Böisinger
	Dagmar P. Kollmann
<b>Mediation Committee</b>	
	Prof. Dr. Ulrich Lehner (Chairman)
	Dr. Rolf Böisinger
	Kerstin Marx
	Frank Sauerland
<b>Technology and Innovation Committee</b>	
	Lothar Schröder (Chairman)
	Odysseus D. Chatzidis
	Lars Hinrichs
	Nicole Seelemann-Wandtke
	Karl-Heinz Streibich
	Margret Suckale

| For the current composition of the Supervisory Board committees, please refer to the Deutsche Telekom AG [website](#).

**Transparent shareholder communication**

To provide our shareholders with a high level of transparency and equality of information, we are committed to providing institutional investors, retail shareholders, financial analysts, and the general public with regular, comprehensive, transparent, and up-to-date information about the Company's position at the same time and on an equal basis. Significant information, such as press releases, ad hoc notifications, presentations from analyst conferences, all financial reports, and the financial calendar, is made available on the Company's websites. Additionally, the Chairman of the Supervisory Board once again made himself available to investors to discuss matters specific to the Supervisory Board.

**Targets for the number of women on the Board of Management and at the two management levels directly below the Board of Management; compliance with minimum percentages for Supervisory Board members****Composition targets for the Board of Management and the two management levels directly below Board of Management level**

The executive bodies at Deutsche Telekom AG are required by law (§ 76 (4) and § 111 (5) AktG) to set targets for the number of women on the Board of Management and at the two management levels directly below the Board of Management level, and to set deadlines for the achievement of these targets, on a regular basis. A report is to be made each year on the targets set and on the achievement of the targets set after the expiry of each deadline for implementation of these. Grounds must be given for any failure to meet the targets during the implementation period. From August 1, 2022, new appointments to the Board must comply with the legal requirement (§ 76 (3a) AktG) to include at least one woman and one man on the Board of Management. With three women and five men on its Board of Management at the close of the reporting year, Deutsche Telekom AG already fulfilled this requirement.

For the third, current, implementation period which began at the start of 2021, the executive bodies of Deutsche Telekom AG have set targets for the number of women on the Board of Management and the two management levels directly below the Board of Management level, as well as deadlines for their implementation. For the period January 1, 2021 through December 31, 2025, the Supervisory Board has set a target of 38 % of women (3/8) on the Board of Management, and the Board of Management has set a target of 30 % of women in each case for the two management levels directly below the Board of Management level.

When filling leadership positions within the Company, the Board of Management takes the aspect of diversity into account and strives in particular to give due consideration to women and internationality.

| For the most recent report on compliance with legal provisions on increasing the number of women in management positions, please refer to the Deutsche Telekom AG [website](#).

**Minimum percentages for Supervisory Board members**

In accordance with the law, the Supervisory Board of Deutsche Telekom AG must consist of a minimum of 30 % women and a minimum of 30 % men. Deutsche Telekom AG is required by law (§ 96 (2) and (3) AktG) to comply with minimum percentages for both the number of men and women when appointing members to the Supervisory Board. Grounds must be given for any failure to meet these standards. In the 2021 financial year, the proportion of men and women on the Supervisory Board amounted continuously to at least 45 % respectively. The minimum percentages of 30 % on the Supervisory Board were met in the 2021 financial year through joint compliance, i.e., considering the shareholders' representatives and the employees' representatives.

**Information on the diversity concept**

The aim of the diversity concept for the Supervisory Board and the Board of Management is to ensure in each case that the composition of these bodies takes into account the criteria of background, gender, origin, and age (diversity criteria), making them more diverse so that different experience and backgrounds are represented on the Supervisory Board and to contribute to good corporate governance with the help of diversity of opinion and

knowledge. The aim of taking the selected diversity criteria into account in the composition of these bodies is to work towards creating diversity of expertise and opinions in the bodies in question. The diversity of expertise in the bodies is to promote the members' understanding of the current business situation of the Company, while diversity of points of view within the bodies enables the members to consider other perspectives than their own and to better recognize opportunities and risks when making decisions.

#### **Diversity concept for the Board of Management and long-term succession planning**

Taking into account the stipulations of the German Corporate Governance Code, the diversity concept encompasses the following objectives for the composition of the Board of Management:

As a whole, the Board of Management is in particular to have many years of experience in the telecommunications sector, technology, innovation, finance, digitalization, human resources management, and legal and compliance affairs.

The Supervisory Board has stipulated a quota for the Board of Management of 38 % women (3/8) by the end of 2025.

As a rule, members of the Board of Management should not be older than 65 years of age.

In view of the Company's international focus, at least one member of the Board of Management is to have an international background.

#### **Long-term succession planning for the Board of Management**

Together with the Board of Management and supported by the General Committee, the Supervisory Board ensures that there is long-term succession planning for the Board of Management. Long-term succession planning gives due consideration not only to the requirements of the Stock Corporation Act (Aktiengesetz), the German Corporate Governance Code, and the Rules of Procedure, but also to the target set by the Supervisory Board for the number of women on the Board of Management, and the requirements laid down in the diversity concept adopted by the Supervisory Board regarding the composition of the Board of Management. Regular discussions are held with regard to internal and external candidates for each Board of Management department. In these discussions, the candidates' experience and qualifications are matched to the specific requirements profile of the respective Board of Management department. Potential succession candidates are then grouped into the categories "immediate," "medium term," and "long term." In addition, the Supervisory Board monitors an internal talent pool filled with high-potential candidates as a further category. Wherever development or training needs arise for individual candidates, specific development measures are agreed with them in person. A structured process is put in motion that is designed to provide the candidates in question with the requisite skills to assume responsibility for a Board of Management department. Where necessary, the Supervisory Board/General Committee is assisted by external advisors.

#### **Implementation of the diversity concept for the Board of Management**

The diversity concept for the Board of Management is brought to bear during the process of appointing new Board members. When selecting candidates or proposing individuals for appointment to the Board of Management, the Supervisory Board/General Committee of the Supervisory Board takes into account the requirements adopted in the diversity concept for the Board of Management.

The members of the Board of Management cover a broad spectrum of knowledge and experience, and have strong educational and professional backgrounds and extensive international experience. The Board of Management members as a group are in possession of all of the knowledge and experience considered essential to Deutsche Telekom AG's activities. The experience of the Board of Management as a whole spans all business areas of importance to Deutsche Telekom AG, in particular in the field of telecommunications and infrastructure, as well as longstanding experience in the areas of information technology, innovation and digitalization, corporate development, finance, as well as legal affairs and human resources.

On February 25, 2021, the Supervisory Board resolved to reappoint Birgit Bohle as the Board of Management member for Human Resources and Legal Affairs for the period from January 1, 2022 through December 31, 2026. Also on February 25, 2021, the Supervisory Board resolved to reappoint Thorsten Langheim as the Board of Management member for USA and Group Development for the period from January 1, 2022 through December 31, 2026. Furthermore, on December 15, 2021, the Supervisory Board resolved to cancel Timotheus Höttges' appointment as Chairman of the Board of Management effective December 31, 2021, and to reappoint Mr. Höttges as Chairman of the Board of Management for the period from January 1, 2022 through December 31, 2026.

Ensuring the adequate representation of women is of paramount importance in long-term succession planning for the Board of Management. Various age groups are represented on the Board of Management. At present, no Board member is over the age of 65.

#### **Targets for the composition, profile of skills and expertise, and diversity concept for the Supervisory Board**

Taking into account the stipulations of the German Corporate Governance Code, the diversity concept encompasses the following objectives for the composition of the Supervisory Board:

- Taking into account the Company's specific situation, the Supervisory Board resolves to consider the aspect of diversity in addition to the requisite expertise of a candidate when issuing recommendations for future appointments to the Supervisory Board to the competent election bodies.
- The Supervisory Board has to be composed in such a way that its members as a group possess the knowledge, ability, and expert experience required to properly perform its tasks.
- The Supervisory Board supports an appropriate representation of women on the Supervisory Board. A minimum of 30 % of members of the Supervisory Board shall be women.
- In view of the Company's international focus, candidates with an international background are to be given appropriate consideration in future appointments to the Supervisory Board.
- Conflicts of interest are to be avoided in appointments to the Supervisory Board.
- The term of office for members of the Supervisory Board shall end no later than the close of the shareholders' meeting after the Supervisory Board member reaches the age of 75 (standard age limit) unless there are special reasons for this not to be the case.

- A regular limit of three terms of office shall apply for membership of the Supervisory Board. Appointments by court order that are limited until the next shareholders' meeting shall not, however, be considered a term of office.
- Supervisory Board members representing the shareholders' side are proposed to the shareholders' meeting for appointment as a rule for a four-year term of office.
- The Supervisory Board shall include what the shareholders' representatives consider to be an appropriate number of independent members in line with recommendation C.6 of the German Corporate Governance Code. As such, the shareholders' representatives side considers that more than half of the shareholders' representatives shall be independent from the Company and its Board of Management within the meaning of recommendation C.7 of the German Corporate Governance Code. At least two shareholders' representatives must be independent from any controlling shareholder.

#### **Profile of skills and expertise**

The Supervisory Board considers the following skills, expertise, and knowledge to be essential for it to exercise its role:

##### **1. Strategic skills and expertise**

- TC/IT industry, related industries
- Market (competition and customers), sales, and customer business
- Products
- Market participants
- Regulated industries
- M&A processes

##### **2. Financial skills and expertise**

- Accounting processes, risk management, audit of financial statements
- Financial KPIs and systems
- Capital and financial markets

##### **3. Control skills and expertise**

- Management/CEO
- Supervisory board
- International management experience
- Co-determination
- Legal affairs/compliance
- Regulatory and competition law

##### **4. Innovation skills and expertise**

- New technologies
- Digitalization
- IT/NT/telecommunications

##### **5. Sustainability expertise, social skills**

- Human resources
- Change management
- Organizational and cultural change
- Diversity
- Sustainability

#### **Implementation of the composition targets including the profile of skills and expertise and the diversity concept for the Supervisory Board; independence of Supervisory Board members**

Both the Supervisory Board and the Nomination Committee of the Supervisory Board take account of the composition targets and the requirements laid down in the diversity concept for the process of selecting and nominating candidates for appointment to the Supervisory Board. The proposals to the shareholders' meeting regarding candidates for election took account of the targets, including the profile of skills and the diversity concept.

In the Supervisory Board's opinion, the Supervisory Board in its current composition meets the composition targets and rounds out both the profile of skills and expertise and the diversity concept. The members of the Supervisory Board possess the professional and personal skills considered essential for the task. As a whole, they are familiar with the telecommunications sector and have the knowledge, abilities, and experience required to advise and monitor the Board of Management of Deutsche Telekom AG. A significant proportion of Supervisory Board members are active internationally or have extensive international experience. Diversity is given due consideration in the Supervisory Board. In the 2021 financial year, nine members of the Supervisory Board were women. As such, women accounted for 45 % of the Supervisory Board in the reporting year.

The avoidance of conflicts of interest and compliance with the standard age limit and the regular limit on terms of office were taken into consideration in the appointments to the Supervisory Board.

With her proven experience and expertise in environmental, social, and governance (ESG) criteria, Margret Suckale has been appointed as the Supervisory Board's ESG expert.

In particular, Dr. Helga Jung, Karl-Heinz Streibich, Dagmar P. Kollmann, and Petra Steffi Kreusel possess proven financial expertise and were therefore appointed by the Supervisory Board as members with particular knowledge and experience in accounting and financial reporting, within the meaning of § 100 (5) AktG.

According to the assessment of the shareholders' representatives on the Supervisory Board, all members on the shareholders' side are currently independent within the meaning of the German Corporate Governance Code. These are: Dr. Rolf Bösing, Dr. Günther Bräunig, Lars Hinrichs, Dr. Helga Jung, Prof. Dr. Michael Kaschke, Dagmar P. Kollmann, Harald Krüger, Prof. Dr. Ulrich Lehner, Karl-Heinz Streibich, and Margret Suckale.

In their assessment of Prof. Lehner's independence, the shareholders' representatives took into consideration that he has been a member of the Supervisory Board for more than twelve years. According to the German Corporate Governance Code, this is an indicator for a lack of independence. Based on their professional judgment, the shareholders' representatives concluded that the indicator does not contradict their opinion that Prof. Lehner is independent from the Company and its Board of Management. In his work on the Supervisory Board and its committees, as well as in the execution of his duties, Prof. Lehner continues to demonstrate the necessary critical distance to the Company and its Board of Management along with the capacity for objective judgment. Moreover, Prof. Lehner confirmed in a personal statement that he considers himself to be independent from the Company and its Board of Management.