Rules of Procedure for the Board of Management

of Deutsche Telekom AG

Disclaimer: 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.

For reasons of linguistic clarity, we have used gender-neutral language to the greatest extent possible throughout the Rules of Procedure.

Last revised: January 1, 2024

The Supervisory Board of Deutsche Telekom AG has issued the following Rules of Procedure for the Board of Management of Deutsche Telekom AG:

§ 1 General Provisions

(1) The Board of Management shall conduct the business of the Company with the due diligence of a prudent and conscientious management in accordance with the law, the Articles of Incorporation, and these Rules of Procedure under the joint responsibility of all of its members.

(2) The Board of Management shall work with the other bodies of the Company and the employee representatives for the benefit of the Company in a trustworthy fashion with particular regard to the interests of employees.

§ 2 Duties of the Board of Management

(1) Without prejudice to the provision of § 3 of these Rules of Procedure, the Board of Management as a whole shall decide

1. In all matters in which a resolution by the Board of Management is prescribed in accordance with the law, the Articles of Incorporation, or these Rules of Procedure, particularly regarding the

   a) Preparation of the annual financial statements and the management report and the presentation thereof to the Supervisory Board;

   b) Convocation of shareholders' meetings and motions for resolutions by the shareholders' meeting;

   c) Periodic reporting to the Supervisory Board;

   d) Transactions which require the approval of the Supervisory Board;

2. In all matters which are presented by the Chair or any Board of Management member for resolution;

3. On the strategy of the Group;

4. On the major objectives of the Group, the budget, and the medium-term plan;

5. On the principles of the organizational and management structure;

6. On the principles of human resources policy;

7. On all matters which are not allocated to a Board of Management department by the Schedule of Responsibilities.

(2) The Board of Management may commission individual Board of Management members to execute resolutions and carry out measures which are under the responsibility of the Board of Management as a whole.

§ 3 Sole Management by Board of Management Members

(1) The distribution of responsibilities to the individual members of the Board of Management is evident from the Schedule of Responsibilities attached as an annex hereto. Each Board of Management member shall be authorized to manage the areas of responsibility allocated to them within the framework of the Schedule of Responsibilities. The allocation of the areas of responsibility shall not release any Board of Management member from joint responsibility for the management of the Company.

(2) The Board of Management members shall be obligated to cooperate, consult with, and mutually inform each other in a collegial fashion. All Board of Management members must inform each other of the significant activities within their areas of responsibility. Activities which also relate to the area of responsibility of one or more other Board of Management members must be coordinated with the respective members in due time. In the event no agreement is reached, each Board of Management member involved shall be obligated to bring about a resolution of the Board of Management.

(3) Each Board of Management member shall have the right to inform themselves regarding all business activities, provided this is necessary due to the joint management or to perform the duties of their area. The provisions on the duty to provide information from within the area shall remain unaffected.

(4) Any actions and transactions within one area of responsibility which are of extraordinary importance for the Company or are associated with extraordinary financial risk shall require the prior approval of the Board of Management.

(5) The prior approval of the other Board of Management members affected [(2) hereof] or of the entire Board of Management [(4) hereof] need not be obtained provided one Board of Management member deems prior approval to be unnecessary after due assessment of the circumstances in order to avert any imminent serious prejudice to the Company. The action taken shall be reported to the Chair of the Board of Management immediately and to the Board of Management at the next Board of Management meeting.

(6) The Board of Management shall decide on the deputization of the Board of Management members among themselves in the event of unavailability.

§ 4 Chair of the Board of Management

(1) The Chair of the Board of Management shall manage the work of the Board of Management. The Chair shall assure that the management of all Board of Management departments is uniformly directed towards the goals set forth by the Board of Management resolutions. The Chair may request information from the Board of Management members at any time regarding matters related to their areas of responsibility. The Chair shall regulate the cooperation of the members of the Board of Management, particularly in the event of any overlap in the areas of responsibility.

(2) The Chair of the Board of Management shall represent the Company and its corporate policy to the public, unless special matters have been assigned to another Board of Management member by the Schedule of Responsibilities or based on any special Board of Management resolution.

(3) The Chair of the Board of Management may also request reports from all Board of Management members as well as the heads of business units and the heads of the central organizational units and service centers at any time and require information regarding the affairs within their areas of responsibility; the Board of Management member managing the respective area shall be informed accordingly.

(4) The Chair of the Board of Management shall be responsible for directing the cooperation with the Supervisory Board. Reports and motions of Board of Management members shall be submitted to the Supervisory Board via the Chair of the Board of Management.

(5) In the event that the Chair of the Board of Management is unable to do so, the Deputy Chair shall exercise the rights and duties of the Chair.

§ 5 Board of Management Committees

(1) With regard to special matters, the Board of Management may establish Board of Management committees through a unanimous decision by all of its members. It shall appoint a Board of Management member to the position of committee chair.

(2) Board of Management committees may be established to carry out preparatory work for Board of Management decisions. With respect to cross-departmental matters that do not necessarily need to be decided upon by the full Board of Management in accordance with § 2 or § 3 (4) of these Rules of Procedure, the Board may grant Board of Management committees the authority to make decisions.

(3) Depending on the task of the respective committee, the appointment of members to the Board of Management committees shall be performed in accordance with the Board of Management Schedule of Responsibilities. In addition to members of the Board of Management, other persons can also be appointed to Board of Management committees. The legal requirements, in particular the principles of overall accountability and equality of all members of the Board of Management ("Grundsätze der Gesamtverantwortung und Gleichberechtigung aller Vorstandsmitglieder"), must be observed when establishing Board of Management committees and with respect to their working methods. The provisions of these Rules of Procedure concerning collaboration between members of the Board of Management also apply within a Board of Management committee and for the collaboration between a Board of Management committee and the remaining members of the Board of Management.

(4) Board of Management committees pass their resolutions with – at the least – a majority of votes of the Board of Management members who are members of the committee. Committee meetings shall take place as required. Unless specified otherwise in the Rules of Procedure of the committees, the provisions of these Rules of Procedure concerning meetings and resolutions of the Board of Management shall also apply accordingly. This does not apply to § 7 (4) of these Rules of Procedure.

(5) The minutes on the discussions and results of Board of Management committees shall be submitted to the Board of Management in good time.

(6) A committee can be dissolved by a Board of Management resolution adopted by a simple majority.

§ 6 Board of Management Schedule of Responsibilities

(1) The Chair of the Board of Management shall draft the Schedule of Responsibilities taking into account the service contracts of individual Board of Management members and the tasks assigned to them thereunder and present it as a proposal to the Board of Management.

(2) A unanimous decision of the Board of Management and the approval of the Supervisory Board shall be required to issue, amend, or rescind the Schedule of Responsibilities.

§ 7 Board of Management Meetings

(1) The Board of Management shall meet at least once a month The Chair of the Board of Management shall convoke meetings. Each member may request the convocation of a meeting, communicating the topic of discussion.

(2) The agenda shall be provided when the meeting is convoked, which shall be no later than one week prior to the meeting. Draft resolutions shall, in principle, be sent to the Board of Management members one week prior to the meeting.

(3) The Chair of the Board of Management shall head the meetings. They shall determine the order in which the items on the agenda are to be dealt with. The Chair may determine that persons who are not members of the Board of Management are to be involved for consultation regarding individual items of business in individual cases or on a regular basis.

(4) Irrespective of special items on the agenda, Board of Management members who are present shall report on the business material to their Board of Management department and on activities involving several departments.

(5) The Office of the Chair shall keep minutes on the discussions and results of Board of Management meetings and send these to all members of the Board of Management. The minutes shall be considered as approved provided no Board of Management member objects thereto at the meeting following the receipt of the minutes. The Chair of the Board of Management shall decide on any distribution of the minutes beyond that specified above.

§ 8 Resolutions

(1) Board of Management resolutions shall be adopted in Board of Management meetings or – provided no Board of Management member immediately objects – by means of a written procedure. Under the same conditions, resolutions may be adopted by email, videoconference, or other telecommunications media.

(2) A quorum is constituted when all members have been invited and at least half of the members, including the Chair or their Deputy, are present at the meeting.

(3) Absent Board of Management members may cast their votes in writing, by telex, or by fax. The Office of the Chair shall immediately inform the absent Board of Management members about the resolutions adopted in their absence. Except in urgent cases, matters from the area of responsibility of an absent member shall only be discussed and resolved upon with the approval of such member.

(4) Board of Management resolutions shall be adopted by way of a simple majority of votes, unless a larger majority of votes is prescribed by law. In the event of a parity of votes, the vote of the Board of Management member responsible in accordance with the Schedule or Responsibilities shall be decisive; in the matters concerning § 2(1) No. 7 hereof, the vote of the Chair of the Board of Management shall be decisive.

(5) Each member overruled in the vote shall have the right to communicate their dissenting opinion in writing via the Chair of the Board of Management to the Supervisory Board, represented by the Chair of the Supervisory Board.

§ 9 Transactions Requiring the Consent of the Supervisory Board

(1) The Board of Management must obtain the consent of the Supervisory Board before taking any of the following actions:

1. Key financial aspects of the budget of the Group, its segments, and the Company, as well as the Group's annual financing plan.

2. The establishment, dissolution, acquisition, or sale of companies, parts of companies, and participating interests, as well as any changes in the direct interests by the Company if the value of the specific measure exceeds EUR 125 million.

3. Acquisition and sale of real property and real estate property rights as well as any other disposition thereof if the value exceeds EUR 125 million in each individual case.

4. Assumption of securities, bonds, guarantees, and comparable liability commitments outside ordinary business operations for the benefit of third parties (legal entities that are not affiliated companies as defined in §§ 15 et seq. German Stock Corporation Act or natural persons) if such obligations of the Company exceed EUR 125 million in each case.

5. Granting of loans with a value of over EUR 125 million for the benefit of third parties outside ordinary business operations.

6. Exceeding the approved investment budget by more than EUR 300 million.

7. Group financing measures, the value of which in each individual case exceeds five percent of the Company's capital stock and which are not included in the Group's annual financing plan.

8. Issue of the Rules of Procedure for the Board of Management including the Schedule of Responsibilities.

9. Assumption of sideline activities by a Board of Management member, particularly if they join the supervisory board, board of directors, or advisory council of a company that is not a Group company within the meaning of § 18 German Stock Corporation Act.

10. Granting of loans within the meaning of § 89 and § 115 German Stock Corporation Act.

11. Transactions between the Company and persons associated with the Company within the meaning of § 111b German Stock Corporation Act.

12. Conclusion of agreements with Supervisory Board members within the meaning of § 114 German Stock Corporation Act.

13. Conclusion of inter-company agreements pursuant to §§ 291 et seq. German Stock Corporation Act.

14. Transactions between members of the Board of Management or related persons or companies and the Company or its affiliated companies within the meaning of § 15 et seq. German Stock Corporation Act if these transactions are significant.

(2) Any transactions or measures pursuant to (1) nos. 2 to 5 hereof effected by a direct or indirect holding that is controlled by the Company as defined in § 17 German Stock Corporation Act shall likewise require the approval of the Supervisory Board.

(3) The Supervisory Board may at any time make any further transactions contingent upon its consent. It may give revocable consent in advance with regard to a specific group of transactions in general or with regard to an individual transaction meeting certain requirements.

§ 10 Board of Management Reports to the Supervisory Board

The Board of Management shall report to the Supervisory Board in accordance with statutory provisions. The General Committee of the Supervisory Board may elaborate or specify the reporting duty in more detail. Reports to the Supervisory Board shall generally be submitted in writing, and upon request, provided to the members, unless decided otherwise by the Supervisory Board. Only in the event of particular urgency shall verbal information from the Board of Management to the Chair of the Supervisory Board be sufficient.

Annex

Schedule of Responsibilities
for the Board of Management of Deutsche Telekom AG
AS AT: November 1, 2026

The Supervisory Board of Deutsche Telekom AG has issued the following Schedule of Responsibilities for the Board of Management of Deutsche Telekom AG:

Irrespective of

- the rights and obligations of the Board of Management members pursuant to law, the Articles of Incorporation, the Rules of Procedure for the Board of Management and the agreements on the provision of professional services,

- the overall responsibility of the Board of Management members and

- the obligation of the Board of Management members to cooperate and to inform and supervise each other as well as

- the management principles of the Group,

the members of the Board of Management were assigned the following areas of responsibility:

CEO

- Group strategy and transformation as well as New Business
- Corporate communications
- Brand management
- Policy and regulation
- Corporate Responsibility
- Matters of the Board of Management

Member of the Board of Management, Finance

- Controlling
- Treasury and international financing
- Financial statements, accounting and taxes
- Investor relations
- Real estate
- Internal audit
- Risk management
- Shared services
- Procurement (incl. management of the BuyIn procurement joint venture with Orange)

Member of the Board of Management, Human Resources and Legal Affairs

- Labor director
- Human resources strategy
- Human resources management
- Human resources development
- Legal
- Compliance
- Data privacy
- Managers
- Group organization
- Vivento
- Human Resources Services Telekom
- Telekom Training

Member of the Board of Management, USA and Group Development

- T-Mobile US
- Company development
    - Mergers & Acquisitions
    - Portfolio strategy
- Management of subsidiaries
- Venture capital and private equity activities

Member of the Board of Management, T-Systems

- Corporate customer direct sales IT (T-Systems)
- Product development IT for corporate customers
- ICT Solutions Business
- Development of platform-based standard products for business and corporate customers

Member of the Board of Management, Germany

- Standard market (consumers and business customers) in Germany
- Telco business for business customers (incl. key account) national and international
- Sales
- Customer service
- Marketing

Member of the Board of Management, Europe

- Management of subsidiaries in Europe

Member of the Board of Management, Product and Technology

- Technology
- IT
- Security
- Standard business (consumers and business customers) innovation and products