First Supplement dated 12 October 2012
to the Debt Issuance Programme Prospectus dated 3 May 2012

*This document constitutes a supplement (the "**Supplement**") for the purposes of Article 16 of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU European Parliament and of the Council of 24 November 2010 (the "**Prospectus Directive**"), to: (i) the prospectus of Deutsche Telekom AG in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("**Non-Equity Securities**") and (ii) the prospectus of Deutsche Telekom International Finance B.V. in respect of Non-Equity Securities (together, the "**Prospectus**").*

This Supplement is supplemental to, and should be read in conjunction with the Prospectus. Therefore, with respect to future issues of Notes under the Programme of Deutsche Telekom AG and Deutsche Telekom International Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Supplement.

Deutsche Telekom AG

Bonn, Federal Republic of Germany

as Issuer and as Guarantor for Notes issued by

Deutsche Telekom International Finance B.V.

(a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands and having its corporate seat in Amsterdam, The Netherlands),

as Issuer

EUR 25,000,000,000
Debt Issuance Programme

Each Issuer has requested the *Luxembourg Commission de Surveillance du Secteur Financier* ("**CSSF**") to provide the competent authorities in the Federal Republic of Germany, The Netherlands, the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland and the Republic of Austria with a certificate of approval attesting that the Supplement has been drawn up in accordance with the *Loi relative aux prospectus pour valeurs mobilières* (the "**Luxembourg Law**") which implements the Prospectus Directive into Luxembourg law ("**Notification**"). Each Issuer may request the Commission to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

RIGHT TO WITHDRAW

In accordance with Article 13 paragraph 2 of the Luxembourg Law, where the Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Supplement, until 16 October 2012, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the Notes.

This Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Deutsche Telekom AG ("**Deutsche Telekom**", the "**Guarantor**" or the "**Company**") with its registered office in Bonn and Deutsche Telekom International Finance B.V. ("**Finance**") with its registered office in Amsterdam (each an "**Issuer**" and together the "**Issuers**") are solely responsible for the information contained in this Supplement.

To the best of the knowledge of the Issuers (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning when used in this Supplement.

This Supplement shall only be distributed in connection with and should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference into the Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuers have confirmed to the Dealers that the Prospectus as supplemented by this Supplement contains all information with regard to each Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder; that the information contained therein with respect to each Issuer and the Notes is accurate in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Prospectus as supplemented by this Supplement misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus as supplemented by this Supplement or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuers or any of the Dealers.

Neither the Arranger nor any Dealer nor any person mentioned in the Prospectus as supplemented by this Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus as supplemented by this Supplement or any document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

Supplemental information pertaining to Deutsche Telekom AG as Issuer and Guarantor

The following subsection shall be inserted into the section "DESCRIPTION OF BUSINESS" after subsection "*Termination of Planned Sale of T-Mobile USA to AT&T*" on page 50 the Prospectus:

"***Combination of T-Mobile USA and MetroPCS Communications, Inc.***

Deutsche Telekom and MetroPCS Communications, Inc. (NYSE: PCS; "**MetroPCS**") announced on 3 October 2012 that they have signed a definitive agreement to combine T-Mobile USA ("**T-Mobile**") and MetroPCS. This transaction will create the leading value carrier in the U.S. wireless marketplace, which will deliver an enhanced customer experience through a wider selection of affordable products and services, deeper network coverage and a clear-cut technology path to one common LTE network. The combined company, which will retain the T-Mobile name, will have the expanded scale, spectrum and financial resources to aggressively compete with the other national U.S. wireless carriers.

Deutsche Telekom's supervisory board and MetroPCS' board of directors unanimously approved the transaction. The transaction is structured as a recapitalisation, in which MetroPCS will declare a 1 for 2 reverse stock split, make a cash payment of USD 1.5 billion to its shareholders (approximately USD 4.09 per share prior to the reverse stock split) and acquire all of T-Mobile's capital stock by issuing to Deutsche Telekom 74% of MetroPCS' common stock on a pro forma basis. Deutsche Telekom has also agreed to roll its existing intercompany debt into new USD 15 billion senior unsecured notes of the combined company, provide the combined company with a USD 500 million unsecured revolving credit facility and provide a USD 5.5 billion backstop commitment for certain MetroPCS third-party financing transactions.

Deutsche Telekom AG has the right to withdraw the proceeds, which have not yet been received, arising from the agreement recently concluded with Crown Castle for the long-term lease and usage of 6,400 and the sale of 800 radio tower sites belonging to T-Mobile USA amounting to USD 2.4 billion, before T-Mobile USA is contributed to the new company.

Based on analyst consensus estimates for 2012, the combined company is expected to have approximately 42.5 million subscribers, USD 24.8 billion of revenue, USD 6.3 billion of adjusted EBITDA, USD 4.2 billion of capital expenditures and USD 2.1 billion of free cash flow (defined as EBITDA less capital expenditures) in 2012.

Upon consummation of the transaction, the combined company is expected to continue trading on the New York Stock Exchange. Mr. John Legere, currently President and Chief Executive Officer of T-Mobile, will serve as President and Chief Executive Officer of the new company and Mr. J. Braxton Carter, currently Chief Financial Officer and Vice Chairman of MetroPCS, will be the Chief Financial Officer. The company will operate T-Mobile and MetroPCS as separate customer units, led by Mr. Jim Alling, currently Chief Operating Officer of T-Mobile, and Mr. Thomas Keys, currently President and Chief Operating Officer of MetroPCS, respectively.

After closing, the company's headquarters will be in Bellevue, Washington and it will retain a significant presence in Dallas, Texas. The combined company will have an 11-member board of directors, including a number of members appointed by Deutsche Telekom consistent with its equity ownership.

The transaction is subject to MetroPCS shareholder approval, regulatory approvals and other customary closing conditions. The transaction is expected to close in the first half of 2013.

The transaction triggers an impairment test which will lead to an impairment of goodwill and other assets in Deutsche Telekom AG's consolidated financial statements under IFRS at 30 September 2012 and therefore to a one-time non-cash negative special factor on the Group's net profit after taxes, expected to be between EUR 7 billion and EUR 8 billion. In Deutsche Telekom AG's annual financial statements under German GAAP as of 31 December 2012, a possible negative factor will depend on the expected long-term development of the fair market value of the shares in MetroPCS as of that date. Such special factor would have a non cash impact on income related to subsidiaries, associated and related companies in Deutsche Telekom AG's annual financial statements under German GAAP."

NAMES AND ADDRESSES

Issuers

Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn
Federal Republic of Germany

Deutsche Telekom International Finance B.V.
Herengracht 124-128
1015 BT Amsterdam
The Netherlands

Guarantor

Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn
Federal Republic of Germany

Agents

Fiscal and Principal Paying Agent
Deutsche Bank Aktiengesellschaft
Trust & Securities Services (TSS)
Große Gallusstraße 10-14
60272 Frankfurt am Main
Federal Republic of Germany

Paying Agent
Deutsche Bank Luxembourg S.A.
2 boulevard Konrad Adenauer
1115 Luxembourg
Luxembourg

Listing Agent
Deutsche Bank Luxembourg S.A.
2 boulevard Konrad Adenauer
1115 Luxembourg
Luxembourg