

Registered number: 3836708

T-Mobile Holdings Limited

Annual Report

For the year ended 31 December 2015



T-Mobile Holdings Limited

Company information

Directors	U Kuehbachner	
	N McLean	
	Y Fern	(Resigned 23 October 2015)
	D Daub	
	J D'Silva	(Appointed 24 November 2015)
Company secretary	J D'Silva	(Appointed 24 November 2015)
Registered number	3836708	
Registered office	Hatfield Business Park Hatfield Hertfordshire AL10 9BW	
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH	

T-Mobile Holdings Limited

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T-Mobile Holdings Limited

Strategic report For the year ended 31 December 2015

The directors present their Strategic report of the Company for the year ended 31 December 2015.

Strategy

The Company's strategy is to continue acting as a holding company.

Business review & future developments

The Company originally invested in the mobile telecommunications market through the acquisition of its principal investment, T-Mobile (UK) Limited ('TMUK') and by funding the acquisition of the third generation mobile service licence ('the 3G Licence') by TMUK.

In 2009 the Company's ultimate parent Company, Deutsche Telekom AG ('DT'), signed a joint venture agreement ('JVA') with France Télécom SA ('FT'). Under the JVA, the TMUK mobile telephony business of DT and FT's Orange UK telephony and broadband businesses ('OUK') were merged to form a UK joint venture ('JV'). The JV is called EE Limited and is 50% owned by DT, through its holding in T-Mobile Holdings Limited, and 50% owned by FT.

As set out in the JVA, the intention of EE Limited was:

- to trade using existing brands from the date of completion;
- deliver significant reductions in operating expenses and capital expenditure through integrating activities and rationalising the enlarged network to deliver synergy benefits;
- finance independently of and without further support from or resource to, the parent companies; and
- distribute of its annual free cash flow to the parents by way of dividend.

During the year the following dividends were received by the Company from EE Limited, and on the same date the Company made a corresponding dividend payment to T-Mobile Global Holding GmbH ('TMGH'), its immediate parent company

26 March 2015	£203,000,000
25 June 2015	£61,500,000
28 September 2015	£60,500,000

As was announced in February 2015, the Company's ultimate parent Company, Deutsche Telekom AG ('DT'), and joint venture partner France Télécom SA ('FT') reached an agreement with the British telecommunications operator BT Group plc ('BT') on the proposed sale of their UK joint venture EE Limited for a total purchase price of £12.5 billion, subject to customary post-completion adjustments to reflect net debt and capital expenditure of EE Limited as at Closing of the Transaction ("the Transaction").

At the balance sheet date, the Company has re-assessed the carrying value of the investment in EE Limited based on the management's best estimate on the closing financial statements of their UK joint venture EE Limited which was prepared in accordance with the terms set out in the Transaction agreement. As a result, the Company has further reversed historical impairment of £686,617,241 as an exceptional item accordingly in the year as discontinued operation.

On 22 January 2016, the Company has received dividends from EE Limited of £131.5million and on the same date recommended and paid dividends to T-Mobile Global Holding GmbH, its immediate parent company, of the same total amount.

On 29 January 2016, the Transaction was completed. Consideration was received by the Company primarily through 1,196,175,322 BT's ordinary shares (equivalent to 12% of BT's share capital post acquisition) and cash of £25.7million. The share price of BT's ordinary shares on 29 January 2016 was £4.849.

T-Mobile Holdings Limited

Strategic report For the year ended 31 December 2015

BT is one of the world's leading communications services companies, serving the needs of customers in the UK and in more than 170 countries worldwide. It's main activities are the provision of fixed-line services, broadband, mobile and TV products and services as well as networked IT services.

The acquisition by BT reflects the growing importance of mobile connectivity, as operators across Europe move towards offering consumers a 'quad play' of services - broadband, mobile, phone and pay TV. It also reflects the convergence of fixed-line and mobile broadband and the market development whereby customers will be able to subscribe to a single data connectivity package that covers them inside and outside the home.

Principal risks and uncertainties

The principal risk for the Company during the financial year is the value of its investment in EE Limited. The JVA sets out DT's direct involvement in the JV and ensures that DT management have a full understanding and influence on the future performance of this investment.

Subsequent to the balance sheet date, the sale of investment in EE Limited was completed on 29 January 2016 and the Company has received 12% of BT Group plc's ordinary shares as part of the sale consideration. The principal risk since then became the value of its investment holding in BT. To ensure that DT management has a full understanding of the future performance of the investment, DT's Chief Executive was appointed on 29 January 2016 to BT's board in accordance with the sale agreement.

Key performance indicators

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for the understanding of the development, performance or position of the business.

This report was approved by the board of directors and signed on its behalf on 22 April 2016



N McLean
Director

T-Mobile Holdings Limited

Directors' report For the year ended 31 December 2015

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2015.

Principal activity

The Company's principal activity was that of a holding company.

Results and dividends

The profit for the financial year, after taxation, amounted to £1,011,564,601 (2014: £473,464,000).

During the year the directors recommended and paid a dividend of £325,000,000 (2014: £275,500,000).

Directors

The directors who served during the year and up to the date of signing of the financial statements were:

U Kuehbachner

N McLean

Y Fern (Resigned 23 October 2015)

D Daub

J D'Silva (Appointed 24 November 2015)

There were no contracts in which the directors have an interest at the end of the year.

Independent auditors

PricewaterhouseCoopers LLP have been appointed as auditors.

Post balance sheet events

At the balance sheet date, the Company has re-assessed the carrying value of the investment in EE Limited based on the management's best estimate and future cash flows based on the closing financial statements of their UK joint venture EE Limited which was prepared in accordance with the terms set out in the Transaction agreement. As a result, the Company has further reversed historical impairment of £686,617,241 as an exceptional item accordingly in the year under the discontinued operation.

On 22 January 2016, the Company has received dividends from EE Limited of £131.5million and on the same date recommended and paid dividends to T-Mobile Global Holding GmbH, its immediate parent company, of the same total amount.

On the 29 January 2016, the Transaction was completed. Consideration was received by the Company primarily through 1,196,175,322 BT's ordinary shares and cash of £25.7million. The share price of BT's ordinary shares on 29 January 2016 was £4.849.

T-Mobile Holdings Limited

Directors' report For the year ended 31 December 2015

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report and the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

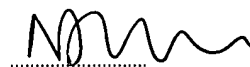
So far as each of the directors is aware at the time the report is approved:

- there is no relevant audit information of which the Company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken in their duty as directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

This report was approved by the board of directors and signed on its behalf on 22 April 2016



N McLean
Director

T-Mobile Holdings Limited

Independent Auditors' Report to the members of T-Mobile Holdings Limited

Report on the financial statements

Our opinion

In our opinion, T-Mobile Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

T-Mobile Holdings Limited's financial statements comprise:

- the Statement of financial position as at 31 December 2015;
- the Statement of comprehensive income for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

T-Mobile Holdings Limited

Independent Auditors' Report to the members of T-Mobile Holdings Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities statement on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Neil Proudlove (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date: 22 April 2016

T-Mobile Holdings Limited

Statement of comprehensive income For the year ended 31 December 2015

		2015	2015	2015	2014	2014	2014
	Note	£000	£000	£000	£000	£000	£000
		Discontinued opérations	Continuing operations	Total	Discontinued operations	Continuing operations	Total
Administrative expenses		-	(55)	(55)	-	(49)	(49)
Operating loss	4	-	(55)	(55)	-	(49)	(49)
Income from shares in group undertakings	6	325,000	-	325,000	275,500	-	275,500
Exceptional item:							
Reversal of impairment loss	9	686,617	-	686,617	198,010	-	198,010
Profit on ordinary activities before interest and taxation		1,011,617	(55)	1,011,562	473,510	(49)	473,461
Finance income	7	-	3	3	-	3	3
Profit on ordinary activities before income tax		1,011,617	(52)	1,011,565	473,510	(46)	473,464
Income tax expense on ordinary activities	8	-	-	-	-	-	-
Profit and total comprehensive income for the financial year		1,011,617	(52)	1,011,565	473,510	(46)	473,464

The notes on pages 10 to 18 form part of these financial statements.

T-Mobile Holdings Limited

Statement of financial position As at 31 December 2015

	Note	2015 £000	2014 £000
Fixed assets			
Investments	10	-	-
Assets held for resale	9	5,787,619	5,101,102
Current assets			
Trade and other receivables	11	770	822
Current liabilities			
Creditors: amounts falling due within one year	12	(699)	(699)
Net current assets		71	123
Total assets less current liabilities		5,787,690	5,101,125
Capital and reserves			
Ordinary shares	13	706,540	706,540
Share premium		1,637,450	1,637,450
Retained earnings		3,443,700	2,757,135
Total shareholders' funds		5,787,690	5,101,125

The notes on pages 10 to 18 form part of these financial statements.

The financial statements on pages 7 to 18 were approved and authorised for issue by the board and were signed on its behalf on 22 April 2016



 N McLean
 Director

T-Mobile Holdings Limited

Statement of changes in equity for the year ended 31 December 2015

	Called up share capital	Share premium	Retained earnings	Total
	£000	£000	£000	£000
Balance at 1 January 2014	706,540	1,637,450	2,559,171	4,903,161
Profit and total comprehensive income for the year	-	-	473,464	473,464
Dividend	-	-	(275,500)	(275,500)
Balance at 31 December 2014	706,540	1,637,450	2,757,135	5,101,125
Balance at 1 January 2015	706,540	1,637,450	2,757,135	5,101,125
Profit and total comprehensive income for the year	-	-	1,011,565	1,011,565
Dividend	-	-	(325,000)	(325,000)
Balance at 31 December 2015	706,540	1,637,450	3,443,700	5,787,690

Retained earnings represents accumulated profit for the year and prior years less dividends paid.

	2015 £000	2014 £000
Analysis of total shareholders' funds		
Non-equity interests	9,000	9,000
Equity interests	5,778,690	5,092,125
Closing total shareholders' funds	5,787,690	5,101,125

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

1. General information

T-Mobile Holdings Limited is a holding company for EE Limited. The company is a private company and is incorporated and domiciled in the UK. The address of its registered office is Hatfield Business Park, Hatfield, Hertfordshire AL10 9BW.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

In the current year the Company has adopted Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006. Other than the reclassification of investment in EE Limited from investment to assets held for resale under the fixed assets category in the Company's balance sheet, management has assessed that no adjustment was required for the comparative figures as a result of the first year adoption of FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The financial statements contain information about T-Mobile Holdings Limited ("TMH") as an individual company and do not contain consolidated financial information as the parent of a group. The directors have taken into consideration the Joint Venture ("JV") between Deutsche Telekom AG and France Télécom SA ("the parents") when evaluating the appropriate accounting policies for the period.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, plant and equipment.
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows);
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement for a minimum of two primary statements, including cash flow statements);
 - 38B-D (additional comparative information);
 - 40A-D (requirements for a third statement of financial position);
 - 111 (cash flow statement information); and
 - 134-136 (capital management disclosures).

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2. Summary of significant accounting policies (continued)

- IAS 7, 'Statement of cash flows';
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 and 18(a) of IAS 24, 'Related party disclosures' (key management compensation);
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group, and
- Requirement to present an opening balance sheet on first time adoption of IFRS 101.

2.1.1 Going concern

At the balance sheet date the Company has net current assets of £71,000 (2014: £123,000). Following a review by the directors these assets are expected to cover any future liabilities payable in the next 12 months from the approval of these financial statements.

The directors do not expect any obligations to arise for at least 12 months from the approval of the financial statement, other than the Company's own direct obligations. With this expectation and positive net assets and positive cash flows expected from the disposal of investment in EE Limited (see Note 9), the board of directors consider that it remains appropriate for the Company's financial statements to be prepared on a going concern basis.

2.2 Consolidation

The company is a wholly owned subsidiary of T-Mobile Global Holding GmbH and of its ultimate parent, Deutsche Telekom AG. It is included in the consolidated financial statements of Deutsche Telekom AG, which is incorporated in Germany, a member state of the European Union. Its audited financial statements are drawn up to 31 December 2015, and are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are separate financial statements.

2.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the Company's functional currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2. Summary of significant accounting policies (continued)

2.4 Asset held for resale and discontinued operation

Assets are classified as assets held for resale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Subsequent increase in fair value less costs to sale is recognised but not in excess of the cumulative impairment loss that has been recognised.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale. Results in relation to the discontinued operation are presented separately from the continued operation in the statement of comprehensive income.

2.5 Impairment of non-financial asset

Non-financial assets not ready to use are not subject to amortisation and are tested annually for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

2.6 Fixed assets investment

Investments in subsidiaries are held at cost less accumulated impairment losses.

2.7 Impairment of fixed assets investment

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2.8 Share capital

Ordinary shares are classified as equity.

2.9 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.10 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2. Summary of significant accounting policies (continued)

2.10 Current and deferred income tax (continued)

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2.11 Current and deferred income tax (continued)

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.12 Administrative Expenses

Administrative expenses are accounting and audit fees.

2.13 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.11 Dividend distribution

Dividend distributions to the company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the company's shareholders.

3. Critical accounting estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is addressed below.

Assessment of carrying value of assets held for sale

Management has assessed the fair value less cost to sell of investment in EE Limited at 31 December 2015 per the terms stated in the agreement and further reversed historical impairment in accordance with IFRS 5. In the valuation management has made used of the latest estimate on the Closing Statement of EE Limited and also considered the dividend income that was distributed

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

post year end but before the Transaction was completed as part of the year end fair value which has been excluded in the estimated Closing Statement.

4. Operating loss

Auditors' remuneration for the year totalled £25,000 (2014: £25,000) for audit services.

5. Employees and Directors

Employees

The Company has no employees (2014: none).

Directors

None of the directors received any remuneration in respect of their services as directors of the Company. There were no contracts of significance existing during, or at the end of, the year ended 31 December 2015 (2014: £nil) in which a director had a beneficial interest.

6. Income from shares in group undertakings

The Company received dividends amounting to £325.0 million (2014: £275.5 million) from EE Limited.

7. Finance income

The Company is integrated in Deutsche Telekom AG's cash pooling system. From deposits in this interest bearing in-house account the Company received £3,000 interest on deposits (2014: £3,000).

8. Income tax expense

There was no taxation charge for the year (2014 - £nil). The tax on the group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate (2015: 20.25%, 2014: 21.5%) applicable to the profits of the consolidated entities as follows:

	2015 £000	2014 £000
Profit on ordinary activities before tax	1,011,565	473,464
Profit multiplied by the standard rate of tax in the UK of 20.25% (2014 - 21.5%)	(204,842)	(101,795)
Effects of:		
Dividend income not subject to tax	65,813	59,233
Reversal of impairment loss not subject to tax	139,040	42,572
Tax losses not recognised	(11)	(10)
Total tax charge	-	-

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

9. Assets held for resale

	Shares in group undertakings £000
Cost	
At 1 January 2015 and 31 December 2015	<u>13,435,392</u>
Impairment	
At 1 January 2015	8,334,390
Reversal of impairment	<u>(686,617)</u>
31 December 2015	<u>7,647,773</u>
Net book value	
At 31 December 2015	<u>5,787,619</u>
At 31 December 2014	<u>5,101,002</u>

Balance represented ownership interest of 50% on investment in EE Limited. It has been classified as assets held for resale due to the extensive negotiation of the sale of EE Limited to BT Group Plc in 2014 and on 5 February 2015, DT and FT reached an agreement with BT to sell 100% of their shares in EE Limited. The registered address of EE Limited is, Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9BW.

During the year the Company received the following dividends from EE Limited and on the same day, the Company made a corresponding dividend payments to T-Mobile Global Holding GmbH ('TMGH').

26 March 2015	£203,000,000
25 June 2015	£61,500,000
28 September 2015	£60,500,000

At 31 December 2015, the Company has re-assessed the carrying value of the investment in EE Limited based on the management's best estimate of future cash flows based on the closing financial statements of EE Limited which was prepared in accordance with the terms set out in the Transaction agreement. As a result, the Company has further reversed historical impairment of £686,617,241 as an exceptional item accordingly in the year under the discontinued operation.

The Transaction was completed on 29 January 2016 and discussed in note 16.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

10. Investments

Investments mainly comprise investments in various dormant and non-trading companies. T-Mobile Holdings Limited owns 100% (2014 100%) of the shares in the companies as set out in the table below:

Name	Company Number	Principal Activities	Register Office	Share Class	2015 Capital and Reserves (£)	2014 Capital and Reserves (£)
T-Mobile No. 1 Limited	03815547	In liquidation	15, Canada Square	Ordinary	-	-
T-Mobile No. 5 Limited	02236984	In liquidation	15, Canada Square	Ordinary	-	-
T-Mobile Limited	04347402	Dormant	Trident Place, Hatfield	Ordinary	1	1
T-Mobile (UK) Limited	04502436	Dormant	Trident Place, Hatfield	Ordinary	1	1
One2One Limited	02795626	Dormant	Trident Place, Hatfield	Ordinary	2	2
One2One Personal Communications Limited	04312532	Dormant	Trident Place, Hatfield	Ordinary	1	1
T-Mobile International Limited	04312785	Dormant	Trident Place, Hatfield	Ordinary	1	1
T-Mobile (UK Properties) Inc	19911004085	Dormant	1020 19th St NW, Suite 850, Washington, DC, 20036, US	Ordinary	1	1
T-Mobile (UK) Retail Limited	02757677	Dormant	Trident Place, Hatfield	Ordinary	-	-

11. Debtors

	2015 £000	2014 £000
Amounts owed by group undertakings	770	822

The amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

12. Creditors: amounts falling due within one year

	2015 £000	2014 £000
Amounts owed to a Joint Venture (see note 14)	674	674
Accruals	25	25
	<u>699</u>	<u>699</u>

The amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

13. Share capital

	2015 £000	2014 £000
Ordinary shares of £1 each		
Authorised		
9,991,000,000 (2014: 9,991,000,000) ordinary shares of £1 each	9,991,000	9,991,000
9,000,000 (2014: 9,000,000) redeemable ordinary shares of £1 each	9,000	9,000
	<u>10,000,000</u>	<u>10,000,000</u>
Allotted and fully paid		
Ordinary shares of £1 each	697,540	697,540
9,000,000 (2014: 9,000,000) redeemable ordinary shares of £1 each	9,000	9,000
	<u>706,540</u>	<u>706,540</u>

The ordinary shares and redeemable shares rank *pari passu* and equally in all respects save that the redeemable ordinary shares do not carry any rights to dividends in respect of any period prior to 17 June 2004 and they are redeemable on such dates as the directors of the Company stipulate. They are redeemable at an amount equal to the issue proceeds, including any premium.

14. Related party transactions,

The only transactions with related parties in the year were as follows:

	2015 £000	2014 £000
Dividends received	325,000	275,500
Year end balances with related parties are as follows:		
Creditors	674	674

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

The disclosures above are in relation to EE Limited.

15. Controlling parties

The Company's immediate parent undertaking is T-Mobile Global Holding GmbH which owns 100% of the Company. T-Mobile Global Holding GmbH's registered address is Landgrabenweg 151, 53227 Bonn, Germany. The Company's ultimate parent Company and controlling party is Deutsche Telekom AG, a Company incorporated in Germany, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Deutsche Telekom AG's registered address is Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. A copy of Deutsche Telekom AG's published consolidated financial statements can be obtained from <http://www.telekom.com/investor-relations>.

16. Events after the end of the reporting period

On 22 January 2016, the Company has received dividends from EE Limited of £131.5million and on the same date recommended and paid dividends to T-Mobile Global Holding GmbH, its immediate parent company, of the same total amount.

It was announced on 5 February 2015 that the Company's ultimate parent Company, Deutsche Telekom AG ('DT'), and joint venture partner France Télécom SA ('FT') have reached an agreement with the British telecommunications operator BT Group plc ('BT') on the proposed sale of their UK joint venture EE Limited for a total purchase price of £12.5 billion, subject to customary post-completion adjustments to reflect net debt and capital expenditure of EE Limited at as Closing of the Transaction ("the Transaction"). On 29 January 2016, the Transaction was completed. Consideration was received by the Company primarily through 1,196,175,322 BT's ordinary shares (equivalent to 12% of BT's share capital post acquisition) and cash of £25.7million. The share price of BT's ordinary shares on 29 January 2016 was £4.849.