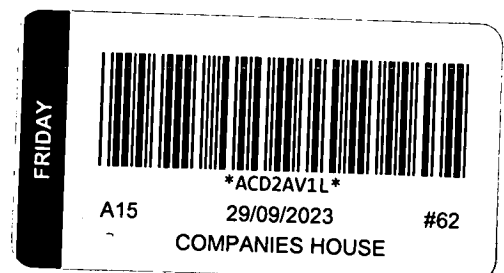


Registered number: 3836708

T-Mobile Holdings Limited

Annual Report

For the year ended 31 December 2022



T-Mobile Holdings Limited

Company information

Directors	U Kuehbacher J D'Silva C W Dunscombe C Tarkan (Appointed 1 August 2022)
Company secretary	J D'Silva
Registered number	3836708
Registered office	Building K2 Timbold Drive Kents Hill Milton Keynes MK7 6BZ
Independent auditors	Deloitte LLP Chartered Accountants and Statutory Auditors 3 Victoria Square Victoria Street St Albans AL1 3TF

T-Mobile Holdings Limited

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T-Mobile Holdings Limited

Strategic report For the year ended 31 December 2022

The directors present their Strategic report of the Company for the year ended 31 December 2022

Strategy

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

Business review

In February 2015, the Company's ultimate parent Company, Deutsche Telekom AG ('DTAG'), 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").

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

During the year ended 31 December 2022, the Company has recognised dividend income of €107,305,000 (2021: €32,918,000) from BT Group plc of which €31,138,000 remains unpaid as at 31 December 2022. The Company made dividend payments in 2022 of €106,529,000 (2021: €NIL) to its parent, CTA Holding GmbH ('CTA').

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. Its main activities are the provision of fixed-line services, broadband, mobile and TV products and services as well as networked IT services.

The BT share price has decreased on the London Stock Exchange to £1.12 as at 31 December 2022 (31 December 2021: £1.70), resulting in a decrease in the Company's investment value held in BT Group plc by €900,881,000 in the year. This is recognised as a loss in the statement of comprehensive income. The Company's performance and financial position continue to be driven by the fluctuation in the value of its BT Group plc investment.

Principal risks and uncertainties

The principal risk for the Company during the financial year is the value of its investment in BT Group plc.

The directors continue to monitor the share price of BT Group plc and assess the impact of the same on the Company's financial statements.

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.

T-Mobile Holdings Limited

Strategic report For the year ended 31 December 2022

Statement by the Directors in performance of their statutory duties in accordance with Section 172(1) of the Companies Act 2006

The Directors of the company consider, both individually and together, that they have acted in a way they consider, in good faith, would be the most likely to promote the success of the company for the benefit of its members as a whole in the decisions taken during the year ended 2022. Any decisions are made so as to act fairly between members of the company, with the company at all times maintaining high standards of business conduct.

Long term decisions

The shareholder had representation on the board of directors and there is frequent and regular interaction with the shareholders. All strategic decisions are taken in a collaborative manner with the representative shareholders.

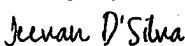
The Company has no employees and is an investment holding entity holding investment in shares of BT group plc. Accordingly the other aspects of Section 172 do not apply to the company.

Transactions in the year

In 2022 no other material transactions took place.

This report was approved by the board of directors and signed on its behalf on 28 September 2023.

Jeevan D'Silva
Director

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T-Mobile Holdings Limited

Directors' report For the year ended 31 December 2022

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2022.

Principal activities

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

Results and dividends

The profit for the financial year, after taxation, amounted to €105,103,000 (2021: €32,683,000). The total comprehensive loss for the year amounted to €795,778,000 (2021: a total comprehensive income of €676,604,000 was recognised).

During the year the directors recommended and paid a total dividend of €106,529,000 (2021: €NIL).

Directors

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

U Kuehbacher	
J D'Silva	
J Boorman	(Resigned on 31 July 2022)
C W Dunscombe	
C Tarkan	(Appointed on 1 August 2022)

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

Post balance sheet events

The Company has made a dividend payment of €30,936,000 on 7 February 2023.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 UK-adopted international accounting standards.

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;

T-Mobile Holdings Limited

Directors' report For the year ended 31 December 2022

Statement of directors' responsibilities in respect of the financial statements (continued)

- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

Going concern

At the balance sheet date, the Company has net current assets of €31,915,000 (2021: €33,340,000). 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. The board of directors consider that it remains appropriate for the Company's financial statements to be prepared on a going concern basis.

Financial risk management policy

As the company's acts as a holding company, its business is not exposed to any significant external risks or uncertainties other than through its investment.

- **Liquidity risk** – Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities. Due to the nature of the operations, company is not expected to have a significant liquidity risks given company receive regular dividend from BT and distribute the same to its shareholders.
- **Foreign currency risk** – The company's primary transactional currency is Sterling. Due to the nature of the company's business the company has an exposure foreign currency risk. The risk of exposure is not hedged, since the exposure is considered immaterial. Foreign currency risk mainly results from investments and financing measures.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006
Directors' indemnities

The directors are covered by appropriate directors' liability insurance maintained by DTAG, the ultimate parent company. This policy covers pure financial losses of third party only and was in force during the financial year.

Donations

T-Mobile Holdings Limited

Directors' report For the year ended 31 December 2022

No donations were made.

Indication of Future Developments

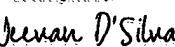
The Company will continue to be an investment holding entity. No other future activities are envisaged.

Independent Auditors

Deloitte LLP were appointed as auditors effective 1 January 2023. Their re-appointment will be proposed and considered at the next Board Meeting.

This report was approved by the board of directors and signed on its behalf on 28 September 2023.

Jeevan D'Silva
Director

DocuSigned by:

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T-Mobile Holdings Limited

Independent auditors' report to the members of T-Mobile Holdings Limited

Independent auditor's report to the members of T-Mobile Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of T-Mobile Holdings Limited

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the statement of cash flows
- the summary of significant accounting policies; and
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

T-Mobile Holdings Limited

Independent auditors' report to the members of T-Mobile Holdings Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

T-Mobile Holdings Limited

Independent auditors' report to the members of T-Mobile Holdings Limited (continued)

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

T-Mobile Holdings Limited

Independent auditors' report to the members of T-Mobile Holdings Limited (continued)

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



James Brass FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
St Albans, United Kingdom
28 Sep 2023

T-Mobile Holdings Limited

Income statement
For the year ended 31 December 2022

	Note	2022 €000	2021 €000
Administrative expenses		(199)	(195)
Other net operating expense		(2,002)	(40)
Dividend income from equity instrument designated at fair value through other comprehensive income	7	107,304	32,918
Operating profit	5	105,103	32,683
Finance income		-	-
Profit before taxation		105,103	32,683
Income tax credit	8	-	-
Profit for the financial year		105,103	32,683

The notes on pages 15 to 27 form part of these financial statements.

T-Mobile Holdings Limited

**Statement of comprehensive income
For the year ended 31 December 2021**

	Note	2022 €000	2021 €000
Profit for the financial year		105,103	32,683
Other comprehensive (expense) / income for the year			
Items that will not be reclassified to profit or loss			
Change in the value of equity instruments – measured at fair value through other comprehensive income	9	(900,881)	643,921
Other comprehensive (expense) / income for the year net of tax		(900,881)	643,921
Total comprehensive (loss) / income for the year		(795,778)	676,604

T-Mobile Holdings Limited

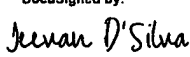
Balance sheet As at 31 December 2022

		31 December 2022 €000	31 December 2021 €000
Registered number: 3836708			
	Note		
Assets			
Non-current assets			
Financial assets at fair value through			
Other Comprehensive Income	9	1,510,384	2,411,265
Total non-current assets		1,510,384	2,411,265
Current assets			
Trade and other receivables	10	31,138	32,852
Cash and cash equivalents		811	652
Total current assets		31,949	33,504
Total Assets		1,542,333	2,444,769
Liabilities			
Current liabilities			
Trade and other payables	11	34	164
Total liabilities		34	164
Net Assets		1,542,299	2,444,605
Equity			
Share capital and share premium	12	902,323	902,323
Retained earnings	13	639,976	1,542,282
Total Equity		1,542,299	2,444,605

The notes on pages 15 to 27 form part of these financial statements.

The financial statements on pages 10 to 27 were approved and authorised for issue by the board and were signed on its behalf on 28 September 2023.

Jeevan D'Silva
Director

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T-Mobile Holdings Limited

Statement of changes in equity for the year ended 31 December 2022

	Called up share capital	Share premium account	Retained earnings	Total Equity
	€000	€000	€000	€000
Balance at 1 January 2021	902,323	-	865,678	1,768,001
Profit for the year	-	-	32,683	32,683
Other comprehensive income for the year	-	-	643,921	643,921
Total comprehensive Income for the year	-	-	676,604	676,604
Dividends	-	-	-	-
Balance at 31 December 2021	902,323	-	1,542,282	2,444,605
Balance at 1 January 2022	902,323	-	1,542,282	2,444,605
Profit for the year	-	-	105,103	105,103
Other comprehensive loss for the year	-	-	(900,881)	(900,881)
Total comprehensive loss for the year	-	-	(795,778)	(795,778)
Dividends	-	-	(106,529)	(106,529)-
Balance at 31 December 2022	902,323	-	639,976	1,542,299

T-Mobile Holdings Limited

Statement of cash flows For the year ended 31 December 2022

	Note	2022 €000	2021 €000
Cash flows from operating activities			
Profit for the financial year		105,103	32,683
Adjustments for:			
Net exchange differences		(12)	(10)
Change in operating assets and liabilities			
(Decrease)/Increase in trade and other receivables	10	1,714	(32,852)
(Decrease)/Increase in trade and other payables	11	(130)	9
Cash generated from operations		106,675	(170)
Cash flows from financing activities			
Dividends paid to Company's shareholders	9	(106,529)	-
Net cash outflow from financing activities		(106,529)	-
Net increase/(decrease) in cash and cash equivalents		146	(170)
Cash and cash equivalents at the beginning of the financial year		652	811
Effects of exchange rate changes on cash and cash equivalents		13	11
Cash and cash equivalents at end of year		811	652

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

1. General information

T-Mobile Holdings Limited is a holding company of Deutsche Telekom AG (DT) for UK investments, previously for the equity interest in EE Limited and currently for the equity interest in BT Group plc. The Company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is Building K2, Timbold Drive, Kents Hill, Milton Keynes, MK7 6BZ.

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.

2.1 Basis of preparation

2.1.1 Compliance with IFRS

The financial statements of the Company have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The Company financial statements are prepared with a presentational currency of Euro's which is also the Company's functional currency.

The preparation of financial statements in conformity with IFRS 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. As noted in note 4, there were no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements during the current year.

2.1.2 New standards, amendments and IFRIC interpretations

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have had a material impact on the company.

2.1.3. Historical cost convention

The financial statements have been prepared under the historical cost basis except for financial assets measured at fair value through other comprehensive income.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

2. Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

2.1.4 Going concern

At the balance sheet date, the Company has net current assets of €31,915,000 (2021: €33,340,000). 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. 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 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 'Euros' (€). The Company's functional currency is 'Euros' (€). The Company is a holding company and supports Deutsche Telekom AG (a publicly traded company headquartered in Germany).

The Company used the following rate (i) average rate of £1: €1.173 (2021: €1.164) and year end rate of £1: €1.127 (31 December 2021: €1.189).

(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 2022

2. Summary of significant accounting policies (continued)

2.3 Financial assets

The Company classifies its financial assets in the following categories: at fair value through other comprehensive income; financial assets measured at fair value through profit or loss and financial assets measured at amortised cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at fair value through other comprehensive income (FVOCI)

FVOCI comprise equity securities which are not held for trading, and which the Company has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Company considers this classification to be more relevant.

Financial assets at amortised cost

The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets are measured at fair value upon initial recognition. For all financial assets not subsequently measured at fair value through profit or loss, the transaction costs directly attributable to the acquisition are taken into account plus, in the case of debt instruments, a loss account for expected credit losses. The fair values recognised in the balance sheet are generally based on market prices of the financial assets. If these are not available, the fair value is determined using standard valuation models on the basis of current market parameters. For the classification and measurement of debt instruments held, the respective business model for managing the debt instruments and whether the instruments have the characteristics of a standard loan, i.e., whether the cash flows are solely payments of principal and interest, is relevant. Assuming the assets have these characteristics and if the business model is to hold to collect the asset's contractual cash flows, they are measured at amortised cost. If the objective of the business model is to hold to collect and sell the contractual cash flows, they are measured at fair value through other comprehensive income with recycling to profit or loss. In all other cases, financial assets are measured at fair value through profit or loss.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

2. Summary of significant accounting policies (continued)

2.4 Impairment of financial assets

Assets carried at amortised cost

The company assesses, at the end of each reporting period, whether a financial asset or group of financial assets is impaired. Refer to Note 2.5 below.

2.5 Trade and other receivables

Trade and other receivables are amounts owed by investment holding, group undertakings and third parties in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business, if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and other receivables. To measure the expected credit losses, trade receivables and other receivables have been grouped based on shared credit risk characteristics and the days past due. The Company has therefore concluded that the expected loss rates for trade receivables and other receivables are a reasonable approximation of the loss rates.

2.6 Share capital

Ordinary shares are classified as equity.

2.7 Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.8 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.

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

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

2. Summary of significant accounting policies (continued)

2.8 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.

2.9 Administrative expenses

Administrative expenses include accounting, audit and consultancy fees and bank charges.

2.10 Other net operating income/ (expense)

Other net operating income/ (expense) represents foreign exchange rate movements.

2.11 Dividend income

Dividends are received from financial assets measured at fair value through other comprehensive income (FVOCI). Dividends are recognised as other income in profit or loss when the right to receive payment is established.

2.12 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.

2.13 Cash and cash equivalents

Cash and cash equivalents include deposits held at call with banks.

3. Financial risk management

3.1 Financial risk factors

The Company is mainly exposed to market risks including regard to foreign currency risk and security prices. The aggregate net foreign exchange gains/(losses) are disclosed in note 5. The security price variations for the equity investment in BT Group plc are monitored and the movement during the year is as disclosed in note 9 on Financial assets at fair value through other comprehensive income.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

3.1 Financial risk factors (continued)

Foreign exchange risk

Exposure

The Company's results are exposed to fluctuation in exchange rates as significant assets/ receivable and income are denominated in GBP. The Company's exposure to foreign currency risk at the end of the reporting period arising from exposure in GBP, expressed in Euro, was as follows:

	31 December 2022	31 December 2021
	GBP currency exposure	GBP currency exposure
	In €000	In €000
Trade and other receivables	31,138	32,852
Trade payables	34	164
Financial assets at fair value through other comprehensive income	1,510,384	2,411,265

The aggregate net foreign exchange losses/gains recognised in profit or loss were:

	2022	2021
	€000	€000
Total net foreign exchange (losses)/gains recognised within Operating profit	(2,120)	(40)

Sensitivity

As shown in the first table on this page, T-Mobile Holdings Limited is primarily exposed to changes in GBP/EUR exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from GBP-denominated financial instruments and the impact on other components of equity arises from the investment in BT Group plc.

	Impact on Profit before taxation		Impact on other comprehensive income	
	2022	2021	2022	2021
	€000	€000	€000	€000
GBP/EUR exchange rate - increase 5% (2021: 5%)*	1,623	1,634	78,804	120,563
GBP/EUR exchange rate - decrease 5% (2021: 5%)*	(1,623)	(1,634)	(78,804)	(120,563)

*Holding all other variables constant

Positive amount in the above tabulation represents an increase in profit/ other comprehensive income as applicable and negative amount represents a decrease.

Price risk

Exposure

The Company's exposure to equity securities price risk arises from financial assets in BT Group plc held by the Company and classified in the balance sheet as at fair value through other comprehensive income (FVOCI). The BT Group plc shares are publicly traded and are included in the FTSE 100 Index.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

3.1 Financial risk factors (continued)

Sensitivity

The table below summarises the impact of increases/decreases of the Company's equity investment measured at fair value through other comprehensive income on the Company's equity. The analysis is based on the assumption that the equity index had increased by 1% and 14% for 2022 and 2021 respectively or decreased by 1% and 14%, with all other variables held constant, and that the BT Group plc shares moved in line with the indexes.

	Impact on other comprehensive income	
	2022	2021
	€000	€000
BT Group plc share prices increases by 1% (2021: 14%)*	13,745	337,577
BT Group plc share price decreases by 1% (2021: 14%)*	(13,745)	(337,577)

*Holding all other variables constant

Positive amount represents increase in other comprehensive income and negative represents a decrease. Other comprehensive income would increase/decrease as a result of gains/losses on equity securities classified as at FVOCI.

Amounts recognised in other comprehensive income

The amounts recognised in other comprehensive income in relation to the BT Group plc financial assets held by the Company are disclosed in note 9.

Contractual maturity of financial liabilities

The financial liabilities of the Company comprising of trade and other payables are entirely contractually payable within a period of 12 months.

3.2 Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders. The Company is a holding company of Deutsche Telekom AG (DTAG) group for UK investments, specifically for the equity interest in BT Group plc. The Company is financed in entirety by equity and has no additional capital management measures in place. The Company is not subject to any externally imposed capital requirements.

Refer note 9 for the dividends paid during the year.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

4. 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. There are no critical accounting estimates made in the current financial year. The Company's non-current assets comprising of investment measure at fair value through other comprehensive income are carried at fair value determined by a quoted market price and does not require critical judgement or estimates to be applied by the directors.

5. Operating profit

Operating profit is stated after (charging)/ crediting the following:

	2022	2021
	€000	€000
Auditors' remuneration in relation to statutory audit services	(26)	(33)
Bank fees	(75)	(68)
Consulting fees	(65)	(61)
Foreign exchange losses	(2,121)	(41)
Dividend income from equity instrument designated at fair value through other comprehensive income	107,303	32,918

6. Employees and Directors

Employees

The Company has no employees (2021: 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 2022 (2021: €nil) in which a director had a beneficial interest.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

7. Dividend income from equity instrument designated at fair value through other comprehensive income

During the year the following dividend income was recorded by the Company:

2022	
4 August 2022	€ 76.2 million from BT
29 December 2022	€ 31.1 million from BT

2021	
30 December 2021	€ 32.9 million from BT

The Company recorded a receivable for dividends announced and approved by BT Group plc in 2022 for an amount of €31,138,000. This was subsequently received on 7 February 2023.

8. Income tax expense

The taxation charge for the year was €0 (2021 €0). The tax on the Company's profit before taxation differs from the theoretical amount that would arise using the weighted average tax rate (2022: 19.00%, 2021: 19.00%) applicable to the profits of the Company as follows:

	2022 €000	2021 €000
Profit before taxation	105,103	32,683
Profit multiplied by the standard rate of tax in the UK of 19.00% (2021 – 19.00%)	19,970	6,210
Effects of:		
Dividend income not subject to tax	20,388	6,254
Exchange differences not subject to tax	(418)	(44)
Total tax charge	<u>-</u>	<u>-</u>

In the 3 March 2021 Budget, it was announced that the UK tax rate will increase to 25% from 1 April 2023. This will have a consequential effect on the company's future tax charge.

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

9. Financial assets at fair value through other comprehensive income

As part of the transaction involving the sale of EE Limited, the Company acquired 1,196,175,322 ordinary shares of BT Group plc (equivalent to 12% of BT's share capital post acquisition). This investment is classified as financial assets at fair value through other comprehensive income as explained in Note 2.

	2022 €000	2021 €000
Equity instruments – measured at fair value through other comprehensive income	1,510,384	2,411,265

During the year the Company has recognised income from dividends receivable €107,305,000 (2021: 32,918,000) from BT Group plc and the Company made a dividend payment of €106,529,000 (2021: nil) to CTA Holding GmbH ('CTA'). This equals a dividend per share of €0.01.

The Company does not expect to sell the investment in BT Group plc for the foreseeable future and is therefore held as a non-current asset. During the year €900,881,000 (2021: gains of €643,921,000) losses on the change in the value of investment held in BT Group plc was recognised in other comprehensive income, whilst in the previous year a gain was recognised in other comprehensive income.

The Company has no financial assets at fair value through the income statement (2021: nil), and no financial assets that are equity instruments measured at cost less impairment (2021: nil). The Company has held no debt instrument investments (2021: nil).

10. Trade and other receivables

	2022 €000	2021 €000
Amounts owed by investment holding	31,138	32,852
	<u>31,138</u>	<u>32,852</u>

During the year the Company has €31,138,000 owed by BT Group plc relating to interim dividends payable. The amount outstanding at 31 December 2022 has subsequently been received on 7 February 2023.

11. Trade and other payables

	2022 €000	2021 €000
Other creditors	-	120
Accruals	28	38
Trade payables to third parties	6	6
	<u>34</u>	<u>164</u>

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

12. Share capital

	2022	2021
	€000	€000

Authorised

9,991,000,000 (2021: 9,991,000,000) ordinary shares of £1 each	13,605,844	13,605,844
9,000,000 (2021: 9,000,000) redeemable ordinary shares of £1 Each	12,256	12,256
	13,618,100	13,618,100

Allotted and full paid

697,540,268 (2021: 697,540,268) ordinary shares of £1 each	890,681	890,681
9,000,000 (2021: 9,000,000) redeemable ordinary shares of £1 each	11,642	11,642
	902,323	902,323

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.

13. Retained earnings

The Company has retained earnings as at 31 December 2022 of €639,976,000 (2021: €1,542,282,000). Consequent to the adoption of IFRS with the transition date of 1 January 2018, the cumulative translation reserve as at the transition date was transferred to retained earnings. As a result, retained earnings in the financial statements does not represent statutory distributable reserves.

14. Related party transactions

Parent entities

The Company is controlled by the following entities

Name	Type	Place of incorporation	Ownership interest	
			2022	2021
CTA Holding GmbH	Immediate parent entity	Germany	100%	100%
Deutsche Telekom Trust e.V.	Intermediate parent entity	Germany	100%	100%
Deutsche Telekom AG	Ultimate parent and Economic owner	Germany	100%	100%

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

14. Related party transactions (continued)

Key management personnel compensation

The Company has no employees (2021: none).

Transactions with related parties

Dividends paid to CTA Holding GmbH is set out in note 9. The Company purchased legal and accounting services for €97,000 from its fellow subsidiaries T-Systems Limited and Deutsche Telekom Services Europe SE (2021: €96,000).

At the end of the year a zero balance (2021: €120,000) in relation to transactions with related parties is outstanding.

Terms and conditions

The purchase of legal and accounting services were carried out based on relevant group policies.

15. Financial instruments

The aggregate carrying amounts of financial assets and financial liabilities by category are as follows:

(i) Financial instruments at amortised cost

	2022 €000	2021 €000
Financial assets, at amortised cost	31,949	33,504
Financial liabilities, at amortised cost	34	163

(ii) Financial instruments at fair value through other comprehensive income

	2022 €000	2021 €000
Financial assets, at fair value through other comprehensive income	1,511,384	2,411,265

There were no financial instruments measured at fair value through profit and loss or financial liabilities measured at fair value through other comprehensive income

Recognised fair value measurement

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements.

The investment of BT Group plc is classified as financial assets at fair value through other comprehensive income as explained in Note 2. BT Group plc shares are classified as level 1 instruments. The shares are traded in active markets and the fair value is determined via quoted market prices. The Company holds no financial instruments in level 2 or level 3. There were no transfers between levels 1 and 2.

Recurring level 1 fair value measurements

31 December 2022	31 December 2021
€000	€000

T-Mobile Holdings Limited

Notes to the financial statements For the year ended 31 December 2022

Financial assets at fair value
through other comprehensive
income

1,511,384

2,411,265

16. Post balance sheet events

The Company has made a dividend payment of €30,936,000 on 7 February 2023.

17. Controlling parties

On 23 March 2018, T-Mobile Holdings Limited immediate parent undertaking changed to CTA Holding GmbH. Deutsche Telekom Trust e.V, a pension trust of Deutsche Telekom AG is the immediate parent of CTA Holding GmbH and holds shares in CTA Holding GmbH in trust on behalf of Deutsche Telekom AG and its subsidiaries and therefore the ultimate parent company continues to be Deutsche Telekom AG.