July 24, 2015

Dear Stockholder:

On July 24, 2015 AT&T Inc. completed its historic acquisition of DIRECTV. Each share of DIRECTV common stock will be converted into 1.892 shares of AT&T common stock plus the right to receive $28.50.

If you hold DIRECTV common stock in uncertificated (book only) form, the shares will be automatically exchanged. A Transaction Advice confirming the exchange will be sent to you plus a check representing the cash consideration. Your AT&T shares will be credited to your account in uncertificated form. Since AT&T does not issue fractional shares, your check will also include cash-in-lieu of the AT&T fractional share that will result from the conversion of your DIRECTV shares.

For your information, we have included below frequently asked questions and answers. Please take a few minutes to read these materials. If you have any questions, please call Computershare, our stock transfer agent at 1-800-351-7221 or 1-781-575-4729. For additional information, you may also go to their website, www.computershare.com/att.

On behalf of the AT&T Board of Directors, I thank you for being a valued stockholder and look forward to your continued investment in AT&T.

Sincerely,

Randall Stephenson
Chairman and Chief Executive Officer
Information for Stockholders Receiving AT&T Inc. Stock as a Result of the Acquisition of DIRECTV on July 24, 2015

Frequently Asked Questions about the Exchange Process:

When was the acquisition completed?

The acquisition of DIRECTV by AT&T was completed on July 24, 2015.

What will I receive in exchange for DIRECTV common stock shares that are held in uncertificated (book entry) form?

Pursuant to the acquisition, each share of DIRECTV was converted into 1.892 uncertificated shares of AT&T common stock plus the right to receive $28.50 in cash. No fractional shares of AT&T will be issued for your DIRECTV common stock; instead, you will receive cash-in-lieu of the fractional share. The cash consideration ($28.50/share) plus the cash-in-lieu will be paid in a single check.

What are uncertificated (book entry) shares?

Your AT&T shares are issued in the form of uncertificated shares. Uncertificated shares (also referred to as “book entry” shares) are shares that are recorded on AT&T’s books and have the same rights and benefits as certificated shares but without the risk of certificate loss or misplacement.

When will I receive dividends from AT&T?

The decision whether to pay a dividend, as well as its amount and frequency, is determined by the AT&T Board of Directors. Historically, AT&T has paid dividends on the first business day of February, May, August and November. The record date (the date you must hold shares to be entitled to the dividend) is typically the 10th day of the prior month. Should the AT&T Board of Directors continue this schedule and you continue to hold your AT&T shares, your first dividend would be paid in November 2015.

Can I use direct deposit for my dividends?

AT&T encourages its stockholders to sign up for Direct Deposit for future dividend payments. Direct deposit ensures dividend payments are received on the payable date. Contact us at 1-800-351-7221 to request more information.

Can I reinvest my dividends?

Under the DirectSERVICE Investment Program, sponsored and administered by AT&T’s transfer agent, Computershare Trust Company, N.A. you can elect to have your dividends automatically reinvested in additional shares of AT&T stock.

If you are interested in reinvesting dividends, call toll-free 1-800-351-7221 to request information or visit www.computershare.com/att to view the program material.
What if my address has changed?

Please contact Computershare at 1-800-351-7221.

How do I determine the amount of any taxable gain on this transaction as well as the tax basis in my newly acquired AT&T shares?

Your gain (but not loss) from this transaction will generally be the smaller of the following amounts: (a) the amount by which the sum of cash and the fair market value of the AT&T shares you will receive exceeds your tax basis in your DIRECTV shares or (b) the amount of cash you will receive in exchange for your DIRECTV stock (in each case excluding the cash you will receive in lieu of a fractional AT&T share). The tax basis in your newly acquired AT&T shares will generally equal the tax basis in your DIRECTV shares less the cash you receive as part of the exchange ($28.50 per DIRECTV share), plus the amount of any gain recognized from the transaction. Please consult your tax advisor with regard to your situation.

How do I contact Computershare if I have any questions regarding the exchange or my new AT&T account?

By Telephone – 9 a.m. to 8 p.m. Eastern time, Monday through Friday:

From within the United States, Canada or Puerto Rico:
1-800-351-7221 (Toll-free)

From outside the United States: (781) 575-4729 (Collect)

By Mail: By Overnight Delivery:
P. O. Box 43078 250 Royall Street
Providence, RI  02940 Canton, MA  02021