

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**AT&T Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**43-1301883**  
(I.R.S. Employer  
Identification No.)

**208 S. Akard Street  
Dallas, Texas 75202**  
(Address of Principal Executive Offices, Zip Code)

**2018 Incentive Plan**  
(Full title of the plan)

**Stacey Maris  
Senior Vice President, Secretary and Chief Privacy Officer  
AT&T Inc.**

**208 S. Akard Street, 29<sup>th</sup> Floor  
Dallas, TX 75202  
(210) 821-4105**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Krista P. Hanvey  
Gibson, Dunn & Crutcher LLP  
2001 Ross Avenue, Suite 2100  
Dallas, TX 75201-2923  
(214) 698-3425**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer        Accelerated filer      
Non-accelerated filer        Smaller reporting company      
Emerging growth company   

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by AT&T Inc. (the “Registrant”) in order to register an additional 45,000,000 shares of AT&T Inc. common stock, par value \$1.00 per share (the “Common Stock”), that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan (the “Plan”) as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled. The information contained in the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on May 16, 2018 ([SEC File 333-224980](#)) with all exhibits filed therewith or incorporated therein by reference, is hereby incorporated by reference pursuant to General Instruction E to Form S-8, and the shares of Common Stock registered hereunder are in addition to the shares of Common Stock registered on such registration statement.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 5. Interests of Named Experts and Counsel.

Bryan S. Hough, Assistant Vice President – Senior Legal Counsel and Assistant Secretary of the Registrant, has delivered an opinion to the effect that the shares of Common Stock covered by this Registration Statement will be legally issued, fully paid and non-assessable. Mr. Hough is eligible to participate in the Plan and owns shares of Common Stock and holds outstanding awards under the Plan.

#### Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) permits a corporation to indemnify its directors and officers against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties. The directors or officers must have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. In a derivative action, an action only by or in the right of the corporation, indemnification may be made only for expenses actually and reasonably incurred by directors and officers in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant officers or directors are fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability.

We have adopted provisions in our Bylaws which provide that we will indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including any action or suit by us or in our right, by reason of the fact that such person is or was our director, officer, employee, or, while such person is or was a director, officer or employee of us, is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, but in each case only if and to the extent permitted under applicable state or federal law.

Our Bylaws further state that this indemnification shall not be deemed exclusive of any other right to which the indemnified person may be entitled, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of that person.

Our Restated Certificate of Incorporation provides that, consistent with Section 102(b)(7) of the DGCL, no director shall be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to us or our stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which a director derived an improper benefit.

---

The Registrant maintains policies insuring its officers and directors against certain civil liabilities, including liabilities under the Securities Act of 1933, as amended (the “Securities Act”).

The Registrant also entered into indemnification agreements with each of its officers and directors and anticipates that it will enter into similar agreements with future officers and directors. Generally, these agreements attempt to provide the maximum protection permitted by Delaware law with respect to indemnification. The indemnification agreements provide that the Registrant will pay certain amounts incurred by its officers and directors in connection with any civil, criminal, administrative or investigative action or proceeding. Such amounts include any expenses, including attorney’s fees, judgments, civil or criminal fines, settlement amounts and other expenses customarily incurred in connection with legal proceedings.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
5*	<a href="#">Validity opinion of Bryan S. Hough</a>
10	<a href="#">2018 Incentive Plan (Exhibit 10-a to Form 10-K for 2017)</a>
23-a*	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</a>
23-b*	<a href="#">Consent of Bryan S. Hough (contained in opinion filed as Exhibit 5)</a>
24*	<a href="#">Power of Attorney</a>
107.1*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 10th day of December 2024.

**AT&T Inc.**

By: /s/ Pascal Desroches  
Name: Pascal Desroches  
Title: Senior Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Principal Executive Officer: John T. Stankey\*  
Chief Executive Officer, President and Director

Principal Financial and Accounting Officer: Pascal Desroches  
Senior Executive Vice President and Chief Financial Officer

By: /s/ Pascal Desroches  
Pascal Desroches, as attorney-in-fact for Mr. Stankey, the Directors, and on his own behalf as Senior Executive Vice President and Chief Financial Officer  
December 10, 2024

**DIRECTORS:**

Scott T. Ford \*  
Glenn H. Hutchins \*  
William E. Kennard \*  
Stephen J. Luczo \*  
Marissa A. Mayer \*

Michael B. McCallister \*  
Beth E. Mooney \*  
Matthew K. Rose \*  
Cynthia B. Taylor \*  
Luis A. Ubiñas \*

\* By power of attorney



**Bryan Hough**  
Assistant Vice President  
Senior Legal Counsel

AT&T Inc.  
One AT&T Plaza  
208 S. Akard Street  
Dallas, TX 75202

T: 214.757.3326  
bryan.hough@att.com

December 10, 2024

AT&T Inc.  
208 S. Akard Street  
Dallas, TX 75202

To Whom it May Concern:

In connection with the registration under the Securities Act of 1933, as amended (the "Act") of shares of Common Stock, par value \$1.00 per share (the "Shares") of AT&T Inc., a Delaware corporation ("AT&T"), I am of the opinion that:

(1) Forty-five million (45,000,000) Shares, which may be offered or sold pursuant to the terms of the 2018 Incentive Plan (the "Plan") have been duly authorized, and, when the registration statement on Form S-8 relating to the Shares to be issued pursuant to the Plan (the "Registration Statement") has become effective under the Act, upon issuance of such Shares and upon payment therefore, in accordance with the Plan and the resolutions of the Board of Directors of AT&T relating thereto, the Shares will be legally and validly issued, fully paid and nonassessable; and

(2) AT&T has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of Delaware.

The foregoing opinion is limited to the federal laws of the United States and the General Corporation Law of the State of Delaware, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I have relied as to certain matters on information obtained from public officials, officers of AT&T and other sources believed by me to be responsible.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Bryan S. Hough

Bryan S. Hough  
Assistant Vice President – Senior Legal Counsel and  
Assistant Secretary

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 dated December 10, 2024) pertaining to the 2018 Incentive Plan of AT&T Inc. (AT&T) of our reports dated February 23, 2024, with respect to the consolidated financial statements of AT&T and the effectiveness of internal control over financial reporting of AT&T included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Dallas, Texas

December 10, 2024

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Scott T. Ford

\_\_\_\_\_  
Scott T. Ford

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Glenn H. Hutchins

Glenn H. Hutchins

Director



**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ William E. Kennard

\_\_\_\_\_  
William E. Kennard

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Stephen J. Luczo

Stephen J. Luczo

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Marissa A. Mayer

Marissa A. Mayer

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Michael B. McCallister

\_\_\_\_\_  
Michael B. McCallister

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Beth E. Mooney

Beth E. Mooney

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Matthew K. Rose

Matthew K. Rose

Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ John T. Stankey

John T. Stankey

Chief Executive Officer, President and Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Cynthia B. Taylor

Cynthia B. Taylor

Director



**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, AT&T INC., a Delaware corporation, hereinafter referred to as the "Corporation," proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement or Statements on Form S-8 for additional shares of the Corporation's Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints John T. Stankey, Pascal Desroches, David R. McAtee II, George B. Goeke, Stacey Maris, Sabrina Sanders, or any one of them, the attorneys for the undersigned and in the undersigned's name, place and stead, and in the undersigned's office and capacity in the Corporation, to execute and file a registration statement or statements, and thereafter to execute and file any and all amended registration statements and amended prospectuses or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and concerning the premises, as fully to all intents and purposes as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date set forth opposite his or her name.

/s/ Luis A Ubiñas

Luis A Ubiñas

Director

## Calculation of Filing Fee Table

**FORM S-8**

(Form Type)

**AT&T Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$1.00 per share	Rule 457(c) and (h)	45,000,000 (1) (3)	\$23.60 (2)	\$1,062,000,000 (2)	\$153.10 per \$1,000,000	\$162,592.20
Total Offering Amounts					\$1,062,000,000		\$162,592.20
Total Fee Offsets							—
Net Fee Due							\$162,592.20

- (1) The number of shares being registered represents additional shares of Common Stock that may become available for issuance pursuant to new awards granted under the AT&T Inc. 2018 Incentive Plan (the “Plan”) as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.
- (2) The price per share was calculated in accordance with Rule 457(c) and (h) of the Securities Act of 1933 for purposes of calculating the registration fee. The maximum aggregate offering price was computed by multiplying 45,000,000 shares by the average of the high and low price of the stock on December 4, 2024 (\$23.60 per share).
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers such indeterminate number of additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split or stock dividend. No additional registration fee is required.