

Compliance Statement

Statement in accordance with § 161 Corporation Act for compliance with the German Corporate Governance Codex (“GCGC”) in the current version of the GCGC of 15 May 2012, published by the Federal Ministry for Justice in the official part of the Federal Gazette on 15 June 2012.

The last Compliance Statement was submitted on 31 May 2012. The Management Board and Supervisory Board of ecotel communication ag declare that since this time the recommendations of the “Governmental Commission German Corporate Governance Codex” have been complied with and will be complied with in the future, with the following exceptions:

Section 4.2.3, Paragraph 3, Sentence 3

The Supervisory Board and Management Board as a matter of principle follow the recommendation not to subsequently change success goals or comparison parameters for variable remuneration of the Management Board members. However, they are of the opinion that an exception to this practice should be possible in order to respond to unforeseen developments. Without any flexibility, especially the performance of a Management Board member may not be rewarded appropriately; on the other hand, a Management Board member could be entitled to variable remuneration without corresponding performance. The subsequent change of the success goals or of the comparison parameters is therefore not ruled out.

Section 5.1.2

The Supervisory Board regards diversity to be an important criterion in the composition of the Management Board and is especially of the opinion that females should be duly considered in filling Management Board positions. Since the submission of the last Compliance Statement this attitude however has not led to the appointment of a female Management Board member.

The Management Board and Supervisory Board exchange views on the development of executives at ecotel communication ag on a regular basis. However, questions of long-term succession planning were not discussed in the year 2012. Also, no age limit has yet been defined for Management Board members, since this issue has not been relevant within the company so far. Furthermore, the Supervisory Board is of the opinion that age alone is no indicator of the performance and competence of the members of the body. Therefore, rigid age limits, which also restrict flexibility in personnel decisions and the number of potential candidates, is not considered appropriate.

Section 5.4.1, Paragraph 2

The Supervisory Board of the company so far has stated no concrete goals for its composition, since in its recommendations for nominees for the Supervisory Board it has let itself be guided solely by the suitability of the candidates, with the goal of composing the Supervisory Board so that its members as a whole have the knowledge, skills and professional experience necessary for proper performance of its duties. Therefore, the Supervisory Board has not yet stated any concrete goals for its composition, although it does intend to do this in the current fiscal year 2013.

Section 5.4.5, Sentence 2

One Supervisory Board member currently does not meet the recommendation in Section 5.4.5, Sentence 2, according to which the Supervisory Board member, if he is a member of the Management Board of a listed corporation, should not hold more than three Supervisory Board commissions in group-external listed corporations or in supervisory board committees of group-external corporations with comparable requirements. The Management Board and Supervisory Board however do not regard this as a detriment to the compliant fulfilment of the tasks of the Supervisory Board. In other respects, the Supervisory Board always critically examines whether its members have sufficient time to perform their functions. Whether this is the case, in the opinion of the Supervisory Board, cannot be determined simply by the number of Supervisory Board functions performed in combination with the Management Board activity for a listed company. Rather, it is necessary to examine this criterion in each individual case.

Section 5.4.6, Sentence 5

The members of the Supervisory Board receive in addition to fixed remuneration also success-oriented remuneration, which is based on the net income of the respective fiscal year. The success-oriented remuneration is accordingly not oriented toward a sustainable corporate development (Codex Section 5.4.6, Paragraph 2, Sentence 2). The Management Board and Supervisory Board of ecotel communication ag resolved to recommend to the annual meeting of shareholders in 2013 to reorganise the remuneration of the members of the Supervisory Board starting in fiscal year 2013 and to forego success-oriented remuneration for the activity in the Supervisory Board. The Management Board and Supervisory Board of ecotel communication ag are of the opinion that the payment of a suitable fixed remuneration and the relinquishment of a success-oriented remuneration for the members of the Supervisory Board underlines the independence of the Supervisory Board and is better suited to avoid potential conflicts of interest in decisions of the Supervisory Board, and that the purely function-related remuneration is more suitable in view of the supervisory function of the Supervisory Board members.

Düsseldorf, 13 March 2013

The Management Board
of ecotel communication ag

The Supervisory Board
of ecotel communication ag