

## **Statement of compliance for the financial year 2011**

Statement of ecotel communication ag in compliance with § 161 of the German Stock Corporation Law (AktG) to honour the German Corporate Governance Codex in the version of May 26, 2010.

The management board and supervisory board of ecotel communication ag declare that ecotel has followed the recommendations of the Codex since January 1, 2011 with the following exceptions and does not intend to change this practice for the time being:

### **Section 5.1.2**

The Supervisory Board deems diversity to be an important criterion for the constitution of the Management Board and strives for an adequate consideration of women for the filling of Management Board positions. In 2011 this attitude has not led to the appointment of a woman in the ecotel Management Board.

The Management Board and the Supervisory Board regularly conduct discussions on the development of ecotel management. Questions of long-term successor planning were, however, not discussed in 2011.

### **Section 5.4.1 Paragraph 2**

In 2011 the Supervisory Board has not yet named any concrete goals for its constitution, however intends to do so in 2012.

### **Section 5.4.3**

The Supervisory Board considers it neither practical nor purposeful to inform the shareholders of suggestions for candidates for the post of chairman of the Supervisory Board.

### **Section 5.4.5 Paragraph 2**

The Supervisory Board constantly evaluates whether its members have sufficient time to fulfill their duties. The Supervisory Board does not deem it necessary to base its judgement merely on the number of Supervisory Board mandates in combination with a Management Board position for a listed company. However, it is essential for the supervisory board to critically assess this criterion for each individual case.

The complete Codex can found on the internet at <http://www.corporate-governance-code.de>.

Düsseldorf, March 23, 2012