

Statement of compliance

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

The last statement of compliance is from March 19, 2012. The management board and supervisory board of ecotel communication ag declare that ecotel has since then followed the recommendations of the “Government Commission German Corporate Governance Code”, which has been published by the Ministry of Justice in the German Federal Gazette (Bundesanzeiger) on July 2, 2010, with the following exceptions and does not intend to change this practice for the time being:

Section 4.2.3 Paragraph 3 Sentence 3

The supervisory board and management board follow in principle the recommendation that performance targets or comparison parameters of the variable compensation shall not be changed retroactively. However, in their judgment it shall be possible to have exceptions from this rule in order to react accordingly on unforeseen developments. Without this flexibility it would not be possible to honor an exceptional performance of a board member. On the reverse side a board member could be entitled to receive a variable compensation without a corresponding performance.

However, the retroactive change of performance targets or comparison parameters shall be limited to exceptions. Accordingly, performance targets or comparison parameters of the variable compensation have been changed retroactively only once since the IPO of ecotel communication ag, namely in 2011. One of the three equally weighted performance targets for the variable compensation has been adjusted retroactively during the audit of the financial results 2011 for two of the three members of the management board. The original performance parameter would have been missed on a calculative basis though this would not have been in line with the actual performance of the two board members for the crucial financial year 2011. Independent of the adjustment of one target parameter the performance targets 2011 for the management board have been set in such a challenging way that no board member has reached all of his performance targets.

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 judgment 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 Code can found on the internet at <http://www.corporate-governance-code.de>.

Düsseldorf, May 31, 2012

The Management Board

The Supervisory Board