

PROCON MultiMedia AG

Declaration of conformity pursuant to Section 161 of the German Stock Corporation Law

The Managing Board and Supervisory Board of PROCON MultiMedia AG declare the following:

1.

PROCON MultiMedia AG has complied and continues to comply with the recommendations of the Government Commission on the German Corporate Governance Code (hereinafter referred to as the "Code") as amended on May 21, 2003 and published in the electronic Federal Gazette by the Federal Ministry of Justice save for the exceptions described in Section 2 below.

2.

Publication of the documents required for the Shareholders' Meeting on the Internet (2.3.1)

All reports and documents, including the annual report, legally required for the Shareholders' Meeting were and will be provided by PROCON MultiMedia AG and sent to shareholders upon request. In order to restrict the disclosure of sensitive company information to the company's shareholders, publications on the company's website will remain confined to the annual report and the agenda.

Deductible of D&O insurance policies (3.8.2)

The current D&O insurance policies taken out by PROCON MultiMedia AG for the members of its Managing Board and Supervisory Board still do not provide for a deductible to be borne by the Managing and Supervisory Board members. The existing insurance policies will not be changed because the Managing Board and Supervisory Board of PROCON MultiMedia AG do not believe that a deductible will further increase the Board members' motivation and diligence.

Composition of the Managing Board (4.2.1)

Until now, the Managing Board of PROCON MultiMedia AG has had neither a Chairman nor a Spokesman. The Supervisory Board intends to follow the recommendation of the Code and to appoint a Chairman of the Managing Board.

Compensation of Managing Board members (4.2.3)

Rather than to publish the salient points of the compensation system and the concrete form of a stock options scheme or comparable instruments for components of long-term incentive effect and risk elements on the company's website and detail them in the annual report, PROCON MultiMedia AG has until now only indicated the total compensation of the members of the Managing Board.

In addition to the total compensation of its Managing Board members, PROCON MultiMedia AG will in future include and detail the salient points of the compensation system and the concrete form of any stock options scheme or comparable instruments for components of long-term incentive effect and risk elements in its annual report which can (also) be accessed via PROCON MultiMedia AG's website.

Contrary to previous practice, PROCON MultiMedia AG intends to follow the recommendation of the Code going forward and to agree a possibility of limitation (cap) by the Supervisory Board with respect to variable compensation components with long-term incentive effect and risk elements for extraordinary, unforeseen developments.

PROCON MultiMedia AG will implement the recommendation of the Code at the next Shareholders' Meeting and the Chairman of the Supervisory Board of PROCON MultiMedia AG will outline the salient points of the compensation system and any changes thereto to the Shareholders' Meeting.

Indication of the individual compensation of Managing Board members (4.2.4)

PROCON MultiMedia AG still does not plan to indicate individual compensation. The Managing Board of PROCON MultiMedia AG acts as a collegial body; the incentive effect for the entire Managing Board is therefore decisive. The intended detailed indication of the total compensation of the Managing Board members pursuant to Section 4.2.3 of the Code and the comparatively small number of Managing Board members (three) ensure sufficient transparency of the compensation of the Managing Board. Further individualization of the compensation does not provide any useful additional information. Moreover, in many cases the indication of individual compensation results in undesirable levelling of performance-related differences in compensation.

Age limit for members of the Managing Board and Supervisory Board (5.1.2, 5.4.1)

PROCON MultiMedia AG still does not plan to define any age limit for the members of its Managing and Supervisory Board because the company does not want to forego the possibility to invite experienced individuals to join its Managing and Supervisory Board.

Formation of Supervisory Board committees (5.3.1, 5.3.2)

The Supervisory Board of PROCON MultiMedia AG continues to consist of three members who discuss their tasks intensively and perform them jointly. This also includes issues of accounting and risk management, the necessary independence of the auditor, the issuing of the audit mandate to the auditor, the determination of critical auditing areas and the fee agreement. PROCON MultiMedia AG therefore does not plan to increase the number of Supervisory Board members above the legally required minimum number and to form Supervisory Board committees.

Compensation of Supervisory Board members (5.4.5)

PROCON MultiMedia AG's Articles of Association continue to provide for a fixed compensation to be paid to the members of the Supervisory Board. A variable component can only be introduced by a resolution of the Shareholders' Meeting and has so far not been considered necessary to improve the Supervisory Board's advice to, and supervision of, the Managing Board. The recommendation of the Code to also pay a higher compensation not only to the Chairman but also to the Deputy Chairperson continues to be incompatible with the small number of Supervisory Board members (three). The members of PROCON MultiMedia AG's Supervisory Board essentially perform their tasks jointly, further differentiation is therefore not required. Individualization of the compensation of the Supervisory Board members is therefore still not required.

Preparation of the Consolidated Financial Statements and interim reports under observance of internationally recognised accounting principles (7.1.1)

PROCON MultiMedia AG has prepared and continues to prepare its Consolidated Financial Statements and interim reports in accordance with the legal regulations. The regulations of the Prime Standard segment of the Frankfurt Stock Exchange (FWB), which entered into force on January 1, 2003, have also been and will continue to be complied with, making use of the transitional regulations. As of 2005, the Consolidated Financial Statements and interim reports will be prepared according to International Financial Reporting Standards (IFRS).

Publication of the Consolidated Financial Statements within 90 days and of interim reports within 45 days (7.1.2)

PROCON MultiMedia AG has published and continues to publish its Consolidated Financial Statements and interim reports in accordance with the applicable legal regulations. The regulations for the Prime Standard segment of the Frankfurt Stock Exchange (FWB), which entered into force on January 1, 2003, have also been and will continue to be complied with. PROCON MultiMedia AG continues to target compliance with the publication deadlines recommended by the Code. A firm commitment to shorter publication periods would, however, result in unreasonable additional accounting expenses.

Hamburg, December 22, 2003

PROCON MultiMedia AG