

PROCON MultiMedia AG

Statement of Compliance pursuant to § 161 of German Stock Corporation Law (AktG)

The Management Board and Supervisory Board of PROCON MultiMedia AG hereby declare that:

1.

The company has been and remains in compliance with the recommendations of the government commission on the "German Corporate Governance Code" (hereinafter "Code") in the version dated 21 May 2003 published in the official section of the electronic Federal Official Gazette by the Federal Ministry of Justice with the exception of the points listed under Figure 2:

2.

Publication of AGM Documentation on the Internet (2.3.1)

All reports and documents required by law for the Annual General Meeting, including the Annual Report, have been and continue to be displayed by PROCON MultiMedia AG and forwarded to its shareholders upon request. In order to ensure that sensitive company information does not go beyond the circle of shareholders, only the Annual Report and the agenda of the Annual General Meeting are published on the internet.

Retention for D&O Insurance Policies (3.8.2)

The D&O insurance policies concluded by PROCON MultiMedia AG for the members of its Management and Supervisory Boards still do not provide for any retention on the part of the parties insured. Any amendment of the existing insurance contracts in view of the recommendation would not be expedient. The Management and Supervisory Boards of PROCON MultiMedia AG are not of the opinion that such retention would increase the levels of commitment and responsibility with which the members of these bodies perform their duties.

Composition of the Management Board (4.2.1)

The Management Board of PROCON MultiMedia AG has not had any chairman or spokesman in the past and still does not do so. The Management Board of PROCON MultiMedia AG consists of two members. These members perform their duties on the basis of close cooperation and agreement. Important decisions are taken jointly. There is therefore no need for any further differentiation in this body over and above that outlined in its Code of Procedure.

Remuneration of the Members of the Management Board (4.2.3)

PROCON MultiMedia AG has to date refrained from publishing the principal features of its system of remuneration and the specific structure of any share option plan or comparable components of a long-term incentive nature involving risk either on its internet site or in the notes to its Annual Report. The Chairman of the Supervisory Board of PROCON MultiMedia AG has not informed the Annual General Meeting to date of the principal features of the system of remuneration or of any amendments to such system.

Starting in the 2004 financial year, PROCON MultiMedia AG will act on the suggestion included in the Code with regard to the Supervisory Board agreeing the introduction of a cap for unusual, unforeseen developments for its variable remuneration components of a long-term incentive nature involving risk.

Individualised Disclosure of the Remuneration of Management Board Members (4.2.4)

PROCON MultiMedia AG will disclose the remuneration of the members of its Management Board on an individual basis for the first time in the notes to its consolidated financial statements for the 2004 financial year. In view of the current amount of Management Board remuneration and of the limited usefulness for the company's shareholders of additional information, analogous to Point 4.2.3, the company will refrain from reporting such remuneration broken down into its individual components.

Age Limit for Members of the Management and Supervisory Boards (5.1.2, 5.4.1)

PROCON MultiMedia AG has not and does not intend to set an age limit for the members of its Management and Supervisory Boards. PROCON MultiMedia AG would like to retain the possibility of acquiring experienced personalities as members of its Management and Supervisory Boards.

Formation of Supervisory Board Committees (5.3.1, 5.3.2)

The Supervisory Board of PROCON MultiMedia AG continues to consist of three members. It discusses its duties in great detail and performs them jointly. These include issues relating to accounting procedures and risk management, the necessary independence on the part of the auditor, the granting of the audit mandate to the auditor, the determination of focal points for the audit and the agreement of auditing fees. In view of these factors, PROCON MultiMedia AG still does not have any plans to increase the size of its Supervisory Board over and above the legally required minimum number of members or to establish any Supervisory Board committees.

Remuneration of Supervisory Board Members (5.4.5)

The Articles of Association of PROCON MultiMedia AG continue to stipulate the fixed remuneration of the members of its Supervisory Board. The introduction of variable components has to date not been considered necessary in order to improve the quality of advice and supervision thereby provided. The recommendation included in the Code that, in addition to the chairman, the deputy chairman of the Supervisory Board should also receive additional remuneration remains incompatible with the small number of members of the Supervisory Board (3 individuals). The members of the Supervisory Board of PROCON MultiMedia AG perform their duties jointly, rendering any further differentiation redundant. The Annual General Meeting held on 13 May 2004 passed resolution on the amendment of the remuneration of the Supervisory Board. This will be disclosed on an individual basis in the notes to the consolidated financial statements with effect from the 2004 financial year.

Compilation of the Consolidated Financial Statements and of the Interim Reports in Accordance with Internationally Recognised Accounting Standards (7.1.1)

PROCON MultiMedia AG has compiled and continues to compile its consolidated financial statements and interim reports in accordance with legal requirements. The company has also complied and continues to comply with the conditions valid since 2003 for the Prime Standard segment of the Frankfurt Stock Exchange under application of the transitional regulations. Its consolidated financial statements and interim reports are to be compiled in accordance with International Financial Reporting Standards (IFRS) with effect from the 2005 financial year.

Publication of 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 legal requirements. The conditions of the Prime Standard segment of the Frankfurt Stock Exchange valid since 2003 have also been and continue to be met. PROCON MultiMedia AG continues to aim to comply with the deadlines recommended in the Code. Any fixed obligation to meet shorter publication deadlines, however, would result in a disproportionate increase in accounting expenses.

Hamburg, 20 December 2004

PROCON MultiMedia AG