

PROCON MultiMedia AG

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

The Executive 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 June 18, 2009 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.

Retention for D&O Insurance Policies (3.8)

The D&O insurance taken out by PROCON MultiMedia AG for the members of the Executive Board prior to the coming into force of the "Gesetz zur Angemessenheit der Vorstandsvergütung" (VorstAG - German Reasonableness of Management Compensation Act) does not provide for a deductible. The Executive Board and the Supervisory Board are not of the opinion that a deductible would increase the motivation and responsibility with which the Executive Board members perform their tasks. Against the background of the amendment of section 93 (2) of the German Stock Corporation Act (AktG) by the VorstAG, it is intended to modify the insurance contracts, within the deadline provided for by section 23 (1) sentence 1 of the "Einführungsgesetz zum Aktiengesetz" (EgAktG - Introductory Act to the German Stock Corporation Act) (July 1, 2010) so that they provide for a deductible of at least 10% of the loss up to at least the amount of one and a half times the fixed annual compensation of the respective Executive Board member.

Resolution Majorities (4.2.1)

The Rules of Procedure for the Executive Board of PROCON MultiMedia AG do not govern the majorities required for Executive Board resolutions (unanimous or majority vote). The statutory regulations apply.

Compensation of the Members of the Executive Board (4.2.3)

The contracts concluded between PROCON MultiMedia AG and the members of the Executive Board were signed before the coming into force of the VorstAG and provide neither for a multi-year assessment of the variable compensation components nor for positive and negative developments to be taken into account. It is intended, however, to comply with this recommendation when signing future contracts with Executive Board members.

Accordingly, the contracts concluded with the members of the Executive Board do not provide for a severance payment cap on premature termination of an Executive Board member's contract without serious cause. It is intended, however, to comply with this recommendation when signing future contracts with Executive Board members.

Age Limit for Members of the Executive 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 Executive and Supervisory Boards. PROCON MultiMedia AG would like to retain the possibility of acquiring experienced personalities as members of its Executive and Supervisory Boards.

Chairmanship and Formation of Supervisory Board Committees (5.2, 5.3.1, 5.3.2, 5.3.3)

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. Accordingly, the recommendation that the Supervisory Board Chairman should also chair the committees that handle contracts with members of the Executive Board and prepare the Supervisory Board meetings is not relevant. Should the Supervisors Board of PROCON MultiMedia AG consist of more than three members in future, it is intended to include a regulation to this effect in the Rules of Procedure for the Supervisory Board.

Compensation of Supervisory Board Members (5.4.6)

The Articles of Association of PROCON MultiMedia AG continue to stipulate the fixed compensation 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 compensation 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. PROCON MultiMedia AG has so far not reported the main features of the compensation system in the Corporate Governance Report.

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, December 29, 2009

PROCON MultiMedia AG