

Declaration

by the Management Board and Supervisory Board of

Intertainment AG

regarding the recommendations by the "Government Commission
on the German Corporate Governance Code"

(as amended May 21, 2003)

pursuant to Article 161 of the German Stock Corporation Law [AktG]

On December 19, 2003, the Management Board and Supervisory Board of Intertainment AG issued a declaration pursuant to Article 161 of the German Stock Corporation Law [Aktengesetz]. They have stated that the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on May 21, 2003, and announced on July 4, 2003, by the Federal Ministry of Justice in the official section of the electronic version of the Official Gazette of the Federal Republic [Bundesanzeiger] have been and are being complied with. Only the following recommendations are not being applied, or are being applied in modified form:

- **Figure 3.8, Paragraph 2: Self-insured retention in the case of D&O insurance**

Should the company arrange D&O insurance for the Management Board and Supervisory Board, an appropriate self-insured retention should be agreed.

The Management Board and Supervisory Board of Intertainment AG are of the opinion that the executive bodies will discharge their duties to their full extent in a responsible and motivated manner even without a self-insured retention. Therefore Intertainment has made no change to existing D&O insurance arrangements which in the past foresaw no self-insured retention and will continue to arrange future D&O insurance without such retention.

- **Figure 4.2.4: Individualized publication of Management Board salaries**

The remuneration paid to Management Board members should be revealed in the notes to the consolidated financial statements, detailing fixed salaries, performance-

related components and long-term incentive components. The information should be presented on an individualized basis.

Intertainment will reveal the remuneration paid to Management Board members in the course of the 2003 financial year, broken down for the first time into fixed salaries, performance-related components and long-term incentive components. However, in the case of a Management Board comprised of two members, Intertainment does not consider that an individualized presentation would enhance transparency.

- **Figure 7.1.2: Deadline for the publication of the consolidated annual financial statements and interim reports**

The consolidated annual financial statement should be publicly accessible within 90 days following the end of the financial year and the interim reports within 45 days of the end of the reporting period.

Due to the special nature of industry-typical accounting modalities, Intertainment AG will comply with the four-month deadline as per Article 77 in conjunction with Article 62, Para. 3, Sentence 1 of the Frankfurt Stock Exchange rules (Prime Standard) for publication of the consolidated annual financial statement and with the two-month deadline as per Article 78 in conjunction with Article 63, Para. 8, Sentence 1 of the Frankfurt Stock Exchange rules (Prime Standard) for the publication of interim reports.

For the Supervisory Board

For the Management Board

Dr. Matthias Heisse

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