

**Systems of Remuneration
for the Management Board and Supervisory Board
of Intertainment AG**

as of December 19, 2003

Management Board of Intertainment AG:

The members of the Management Board receive fixed monthly payments which are reviewed at regular intervals by the Supervisory Board in accordance with specific criteria. In addition, Management Board members receive bonuses upon the achievement of set targets agreed in writing between the Management Board and Supervisory Board. There is also a share option scheme in existence, details of which may be viewed on the Intertainment AG Internet web site at www.intertainment.de under the heading of "The Share / Corporate Governance".

The members of the Management Board hold the following option rights:

Rüdiger Baeres:	0	
Achim Gerlach:	50,000	The value of these share options is detailed in the Annual Financial Statement for 2003.

Supervisory Board of Intertainment AG:

Extract from the articles of incorporation of Intertainment AG:

§ 14: Remuneration

- (1) Each member of the Supervisory Board shall upon completion of the financial year receive remuneration for his or her activities in the amount of EUR 5,150.00. The Chairman of the Supervisory Board shall receive twice the amount due to an ordinary Supervisory Board member, that is to say the sum of EUR 10,300.00; his or her deputy shall receive one and one half times the amount due to an ordinary member, that is to say EUR 7,725.00.
- (2) Moreover, in addition to his or her fixed remuneration pursuant to Article 14, Para. 1, each member of the Supervisory Board shall receive a performance-related (dividend-dependent) supplementary payment. For each percent by which the dividend disbursed exceeds the rate of 3 % (relative to the pro rata share capital represented by each share), this supplementary payment shall equate to 10 % of the fixed sum payable. The supplementary payment shall be limited to twice the fixed sum.
- (3) Supervisory Board members who have served on the Supervisory Board for only a part of the financial year shall receive remuneration pursuant to Para. 1 and Para. 2 in the ratio of their period in office to the financial year as a whole.
- (4) Members of the Supervisory Board shall additionally receive reimbursement for expenses incurred in the discharge of their office. Turnover tax payable on their emoluments will be refunded to the Supervisory Board members by the Company.
- (5) The Company may put in place liability insurance in the favor of the members of the Supervisory Board to cover the legal liability arising from their supervisory activities. The costs and taxes incurred herefor shall be borne by the Company.



The members of the Supervisory Board hold no Intertainment AG option rights.