



Declaration of conformity by United Internet AG with regard to the recommendations of the German Corporate Governance Code in accordance with Section 161 German Stock Corporation Act (AktG)

In accordance with Section 161 German Stock Corporation Act (AktG), the Management Board and Supervisory Board of United Internet AG declare that:

Since its last Declaration of Conformity issued on March 5, 2013 and until June 9, 2013, United Internet AG complied with the recommendations of the German Corporate Governance Code (the "**Code**") in the version dated May 15, 2012 ("**Code 2012**") with the stated exceptions.

United Internet AG complied with the recommendations of the Code in the currently valid version dated May 13, 2013 ("**Code 2013**") since it came into force on June 10, 2013, and plans to continue to comply with these recommendations with the following exceptions:

Deductibles in the case of D&O insurance policies for Supervisory Board members (section 3.8)

The D&O insurance policy for Supervisory Board members does not include any deductible. United Internet does not generally believe that the motivation and responsibility with which the members of United Internet's Supervisory Board conduct their duties will be improved by such a deductible.

Vertical comparison when setting Management Board compensation (section 4.2.2)

The Code 2013 restated its recommendation of a vertical comparison for compensation. When determining compensation, the Supervisory Board previously took comparisons with the Group's most senior executives into account. The Code 2013 does not state to what extent the new recommendation calls on the Supervisory Board to make decisions and considerations in those cases where there are no changes to Management Board compensation agreements. As a matter of precaution, the Company therefore declares its deviation from this recommendation.

Capping Management Board compensation (section 4.2.3 (2) sentence 6)

In contrast to the recommendations first made in the Code 2013, the agreements regarding Management Board compensation do not include any payment caps. As the Company cannot make unilateral amendments to compensation agreements, it has deviated from this Code recommendation since June 10, 2013.

Although compensation agreements (service contracts and agreements on Stock Appreciation Rights) include caps for variable components, these are not expressed as a total but as a percentage of a fixed amount. The Code 2013 and its explanations do not clearly state whether such caps, expressed as a percentage of a fixed amount, are still in line with the Code's recommendation. As a matter of precaution, the Company therefore declares its deviation from this recommendation.

Committees (section 5.3)

The Supervisory Board has not formed any committees. The Supervisory Board of United Internet AG currently consists of three members and handles in full all tasks of a supervisory board, including the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system and internal audit system, the audit of the Annual Financial Statements, and here in particular the independence of the auditor, the services rendered additionally by the auditor, the issuing of the audit mandate to the auditor, the determination of auditing focal points and the fee agreement, and issues of compliance. Under these circumstances, the Supervisory Board cannot recognize how the formation of committees would improve the efficiency of its work.

Targets for the composition of the Supervisory Board (section 5.4.1)

The Supervisory Board has not specified any concrete objectives regarding its composition. The current members of the Supervisory Board have been elected for the period ending with the Annual Shareholders' Meeting which adopts the resolution to release the Supervisory Board members from their responsibility for fiscal year 2014. As specific candidate proposals for the Supervisory Board do not have to be made until its scheduled re-election at the Annual Shareholders' Meeting in 2015, it does not appear appropriate to already formulate concrete objectives today without knowing the possible changes in the regulatory environment or the Company's market conditions. The Supervisory Board will carefully monitor developments and make a timely decision before the scheduled re-election of the Supervisory Board regarding the Code's recommendations on concrete objectives and their implementation as part of the Supervisory Board's proposals to the Annual Shareholders' Meeting, as well as reporting.

Consideration of the Deputy Chair when setting compensation for Supervisory Board members (section 5.4.6 (1) sentence 2)

When setting compensation for Supervisory Board members, the position of the Deputy Chair of the Supervisory Board is not considered. The Deputy Chair of the Supervisory Board does not currently undertake any additional duties which would represent a greater burden compared to those of a regular Supervisory Board member.

Performance-based compensation of Supervisory Board members to be aligned with sustainable corporate development (section 5.4.6 (2) sentence 2)

The performance-related compensation of Supervisory Board members is possibly not fully oriented toward sustainable growth of the enterprise. As recommended by the Code, members of the Supervisory Board of United Internet AG receive both fixed and performance-based compensation. The performance-based compensation is connected with exceeding a threshold in terms of consolidated earnings per share in the fiscal year – fully in line with the Code until June 15, 2012. For the 2013 and following fiscal years, part of the variable compensation is measured in terms of the change in consolidated earnings per share in the given fiscal year compared with the status three years previously.

United Internet AG regards a performance-based compensation component as appropriate if it is oriented to the actual reported earnings per share in the respective fiscal year, as is the case here. United Internet AG also believes that this system is oriented toward sustainable growth of the enterprise, as compensation is only paid if a result threshold is exceeded. Moreover, at least part of variable compensation for Supervisory Board members is oriented toward sustainable growth in the sense that it is calculated on a multi-year basis. As a consequence, the executive bodies identify no direct need to change the compensation scheme which was implemented in compliance with the Code – in the version valid until June 15, 2012. They will continue to observe and analyze developments in compensation schemes for supervisory board members, and propose a new compensation scheme if required.

Publication of reports (section 7.1.2 sentence 4)

Due to organizational, internal reasons, United Internet only published its interim report for the first quarter of 2013 on May 21, 2013. For the same reasons – and as already announced in the Financial Calendar 2014 – United Internet will publish its interim report for the first quarter of 2014 on May 20, 2014 and its report for the first nine months of 2014 on November 18, 2014.

Montabaur, March 5, 2014

For the Management Board
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For the Supervisory Board
Kurt Dobitsch