

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 and Supervisory boards of United Internet AG declare that:

United Internet AG complied with the recommendations of the German Corporate Governance Code in the currently valid version dated May 15, 2012 (the "**Code**") since it came into force on June 15, 2012, and plans to continue to comply with all of these recommendations with the following exceptions:

Deductibles in the case of D&O insurance policies (section 3.8)

The German Stock Corporation Act (AktG) stipulates that in D&O insurance policies for management board members an obligatory deductible equivalent to at least 10% of the loss up to at least 1.5 times the level of annual fixed salary is to be adopted (§93 of the German Stock Corporation Act [AktG]). Beyond the scope of the German Stock Corporation Act (AktG), the Code recommends that a similar deductible be agreed for the supervisory board in any D&O policy.

United Internet AG has adopted the legal requirements by amending the existing D&O insurance policies as of January 1, 2010 and has agreed a deductible for members of the Management Board. The Company has refrained from agreeing a deductible for Supervisory Board members. 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 affected by such a deductible.

Committees (section 5.3)

The Code recommends that supervisory boards set up an audit committee which, in particular, should handle issues of accounting, risk management and compliance, the necessary independence required of the auditor, the issuing of the audit mandate to the auditor, the determination of auditing focal points and the fee agreement. In addition, the Code recommends that supervisory boards form a nomination committee composed exclusively of shareholder representatives, which proposes suitable candidates to the supervisory board for recommendation to the annual shareholders' meeting.

The Supervisory Board of United Internet AG currently consists of three members: In addition to their other duties, the members also deal as a group with the aforementioned topics. The Supervisory Board's rules of procedure state that committees should only be formed if there are more than three members.

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

The Code recommends that supervisory board specify concrete objectives regarding their composition which, while considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, an age limit to be specified for supervisory board members and diversity, and since June 15, 2012 also the number of independent supervisory board members in the meaning of section 5.4.2. These concrete objectives should particularly provide for an adequate involvement of women. Recommendations by the Supervisory Board to the competent election bodies are to take these objectives into account. Supervisory boards' targets and the status of implementation are to be published in the corporate governance report.

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.

Compensation of Supervisory Board members (section 5.4.6)

The Code recommends that the compensation of supervisory board members should also take into account the exercising of the chair and deputy chair positions in the supervisory board as well as the chair and membership of committees.

To the extent that the Supervisory Board addresses all topics on a plenary basis, and no committees have been formed, United Internet takes only the position of the Chair of the Supervisory Board into separate consideration.

The Code has recommended since June 15, 2012 that performance-based compensation of supervisory board members should be oriented to sustainable corporate development. United Internet has diverged from the Code since it was amended.

As recommended by the Code until June 15, 2012, the Supervisory Board members of United Internet AG received both fixed and performance-based compensation for the 2012 fiscal year. The performance-based compensation is connected with exceeding a threshold in terms of consolidated earnings per share in the fiscal year, 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. The Company introduced these components by way of implementing a suggestion by the Code in the version of May 26, 2010.

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. For this fiscal year and for the future, the total of variable compensation components in this compensation scheme is also connected to sustainable corporate development. As a consequence, the executive bodies identify no direct need for action for the compensation scheme which has been implemented in compliance with the version of the Code which was valid until June 15, 2012. They will observe and analyse developments in compensation schemes for supervisory board members, and propose a new compensation scheme at the end of the Annual Shareholders' Meeting if required.

Publication of reports (section 7.1.2)

The Code recommends that interim reports are to be made publicly accessible within 45 days of the end of the reporting period.

Due to organizational, internal reasons, United Internet published its interim report for the first six months of 2012 on November 22, 2012. As already announced in its 2013 financial calendar, United Internet will publish its interim report for the first quarter of 2013 on May 21, 2013.

In addition, the Management and Supervisory boards continue to declare that United Internet AG has complied with the recommendations of the Code in the version of May 26, 2010 since the last declaration of compliance was issued on March 5, 2012 until June 14, 2012 with the exceptions that are mentioned therein.

Montabaur, March 5, 2013

For the Management Board
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For the Supervisory Board
Kurt Dobitsch