

## Declaration of conformity 2009

### The Executive Board and Supervisory Board of Intershop Communications AG declare, in accordance with section 161 of the Aktiengesetz (AktG German Public Companies Act):

1. Since its last declaration of conformity, INTERSHOP Communications AG complied with the recommendations of the Government Commission on the German Corporate Governance Code in the version dated June 6, 2008 between January 29, 2009 and August 4, 2009 and with the recommendations in the version dated June 18, 2009 ("**Code**") between August 5, 2009 and the present day, with the following exceptions:
  - a) A D&O insurance policy was taken out for the Supervisory Board and the Management Board. To date, this has not provided for a deductible for the Management Board and Supervisory Board (section 3.8 para. 2 of the Code), as the D&O insurance policy taken out without a deductible was less expensive than the insurance contracts offered to the Company with a deductible.
  - b) The Management Board did not have a Chairman or Spokesman (section 4.2.1). No Chairman or Spokesman was appointed because the Management Board members have equal status, work together on the basis of trust, and the by-laws include organizational precautions in this respect.
  - c) No age limit was specified for Management Board members due to the limited term of the service contracts and the age of the Management Board members when first appointed (section 5.1.2 para. 2 sentence 3 of the Code).
  - d) The 2008 consolidated financial statements were published 22 days after the deadline stated in the Code, but in accordance with the deadline laid down in section 62(3) of the Exchange Rules of the Frankfurt Stock Exchange and with section 37v(1) of the *Wertpapierhandelsgesetz* (WpHG – German Securities Trading Act) and section 325(4) of the *Handelsgesetzbuch* (HGB – German Commercial Code) (section 7.1.2 of the Code), because internal capacity was limited and considerable additional work would therefore have been required in order to prepare them sooner.
  
2. Going forward, INTERSHOP Communications AG will comply with the recommendations of the Code with the following exceptions:
  - a) No deductible is provided for under the existing D&O insurance policy (section 3.8 of the Code) up to the end of 2009, as this is when the current D&O insurance policy expires. From January 2010 onwards, it is still not intended to provide for a deductible for the Supervisory Board (section 3.8 of the Code), as a deductible would not make the insurance premium less expensive.
  - b) For the reasons already stated above in 1. b), the Management Board will continue not to have a Chairman or Spokesman in future (section 4.2.1 of the Code).
  - c) Given the age of the current Management Board members when first appointed and the limited term of their service contracts, there will continue to be no age limit for members of the Management Board (section 5.1.2 para. 2 sentence 3 of the Code).
  - d) For the reasons already stated under 1. d), the 2009 consolidated financial statements will be published at the latest 30 days after the deadline stated in the Code, in accordance with the deadline laid down in section 62(3) of the Exchange Rules of the Frankfurt Stock Exchange and with section 37v(1) of the *Wertpapierhandelsgesetz* (WpHG – German Securities Trading Act) and section 325(4) of the *Handelsgesetzbuch* (HGB – German Commercial Code) (section 7.1.2 of the Code).

Jena, January 4, 2010

Intershop Communications AG

on behalf of the Management Board

Heinrich Göttler    Dr. Ludger Vogt

Peter Mark Droste

on behalf of the Supervisory Board

Joachim Sperbel