

Declaration of Compliance 2010

Pursuant to Art. 161 Aktiengesetz (German Stock Corporation Act), the Management Board and the Supervisory Board of Intershop Communications AG declare the following:

1. Since its last declaration of compliance dated January 4, 2010 until May 26, 2010, Intershop Communications AG has complied with the recommendations by the Government Commission on the German Corporate Governance Code as amended on June 18, 2009, and with the recommendations as amended on May 26, 2010 (the “Code“) from May 27, 2010 until the date of this declaration with the following exceptions:
 - a) The existing D&O insurance policy does not include a deductible for the members of the Supervisory Board (Code section 3.8) because the company has not been offered a policy with comparatively more favorable terms and, considering the low compensation the Supervisory Board members receive, would deem it unreasonable.
 - b) The Management Board does not have a chairperson or spokesperson (Code section 4.2.1). No one was appointed because of the Management Board members’ equal status and because the members trustfully cooperate and the rules of procedure detail the organizational arrangements in this respect.
 - c) The Supervisory Board has not yet approved a compensation system for the Management Board (Code section 4.2.2, Para. 1) because the Management Board members have concluded or extended differing Management Board contracts at different times.
 - d) The Supervisory Board has not yet set goals regarding its structure (diversity) (Code section 5.4.1, Para. 2, last half of the sentence). Especially, there are no women on the Supervisory Board. This is based on the fact that the current Supervisory Board members were not nominated by the Supervisory Board but by representatives of the shareholders.
 - e) The consolidated financial statements for the fiscal year 2009 were published 27 days after the deadline stipulated in the Code, within the four-month-period as stipulated in Art. 62, Para. 3 of the Börsenordnung der Frankfurter Wertpapierbörse (Frankfurt Stock Exchange Rules and Regulations), Art. 37v, Para. 1 of the Wertpapierhandelsgesetz (WpHG, German Securities Trading Act) and Art. 325, Para. 4 of the Handelsgesetzbuch (HGB, German Commercial Code) (Code section 7.1.2), because a faster preparation would have required considerably more resources due to the limited internal capacity.

2. Going forward, Intershop Communications AG will comply with the Code's recommendations, except for the following:
- a) No deductible is going to be included in the existing D&O insurance policy (Code section 3.8) for the reasons stated in 1.a) above.
 - b) No chairperson or spokesperson of the Management Board is going to be appointed (Code section 4.2.1) for the reasons stated under 1. b) above.
 - c) As the composition of the Supervisory Board is not supposed to change during the current fiscal year, the recommendation on diversity as stipulated in Code section 5.4.1, Para. 2, last half of the sentence is not going to be complied with.
 - d) For the reasons stated under 1. e) above, the consolidated financial statements for the fiscal year 2010 are going to be published at the latest 30 days after the deadline stipulated in the Code, within the period stipulated in Art. 62, Para. 3 of the Börsenordnung der Frankfurter Wertpapierbörse (Frankfurt Stock Exchange Rules and Regulations), Art. 37v, Para. 1 of the Wertpapierhandelsgesetz (WpHG, German Securities Trading Act) and Art. 325, Para. 4 of the Handelsgesetzbuch (HGB, German Commercial Code) (Code section 7.1.2).

Jena, February 23, 2011

Intershop Communications AG

For the Management Board

For the Supervisory Board

Heinrich Göttler

Dr. Ludger Vogt

Peter Mark Droste

Dr. Herbert May