

Declaration of Conformity 2012

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

Since the update of the declaration of conformity 2011 dated April 17, 2012 to May 15, 2012, Intershop Communications AG has complied with the recommendations of the Government Commission on the German Corporate Governance Code (hereinafter referred to as the "Code") in the version dated May 26, 2010, and as of May 16, 2012 to the present date with the recommendations in the version dated May 15, 2012, with the following exceptions and will comply with them in the future with the following exceptions:

- a) The existing D&O insurance does not include a deductible for the members of the Supervisory Board (section 3.8 of the Code) since the Company has not been offered a policy with comparatively more favorable terms. Furthermore, the Management Board and Supervisory Board hold the view that the members of the Supervisory Board also exercise their obligations responsibly without a deductible.
- b) With regard to the composition of the Management Board, the Supervisory Board should ensure diversity and especially strive for an appropriate consideration of women in accordance with section 5.1.2 of the Code. The Supervisory Board is of the opinion that this criterion is unsuitable as the sole deciding reason for the appointment of members to the Management Board. In the composition of the Management Board, the professional and personal qualifications of the applicants should have priority in governing the selection of a suitable candidate because this is the only way that the interests of the Company can best be safeguarded.
- c) In accordance with section 5.4.1 (2) of the Code, the Supervisory Board has not specified concrete objectives regarding its composition, which take diversity into account and which provide for an appropriate degree of female representation. It also has not specified the number of independent Supervisory Board members in the meaning of section 5.4.2 of the Code. The Supervisory Board is also of the opinion that due to its small number of members, a concrete determination of goals restricts the selection of suitable members for the Supervisory Board. Instead, the Supervisory Board wishes to make its decisions with regard to recommendations about its composition independently based on the respective situation. Since the Supervisory Board has to appoint an independent financial expert according to Art. 100(5) of the AktG, the three person Supervisory Board also does not see any reason to determine a number of independent Supervisory Board members beyond this. It considers the appointment of one independent member as appropriate.

- d) The consolidated financial statements for fiscal year 2011 were published 13 days after the deadline stipulated in the Code, however, within the four-month-period as stipulated in Art. 62(3) of the Börsenordnung der Frankfurter Wertpapierbörse (Frankfurt Stock Exchange Rules and Regulations), Art. 37v(1) of the Wertpapierhandelsgesetz (WpHG, German Securities Trading Act) and Art. 325(4) of the Handelsgesetzbuch (HGB, German Commercial Code) (section 7.1.2 of the Code). An earlier publication date was not possible due to the timetables for the preparation, audit and approval of the consolidated financial statements. However, important preliminary figures were published beforehand. In the future, the Company will comply with this recommendation of the Code.

Jena, January 11, 2013

INTERSHOP Communications AG

For the Management Board

For the Supervisory Board

Jochen Moll

Ludwig Lutter

Dr. Herbert May