

## Declaration of compliance

### **by the Management Board and the Supervisory Board of telegate AG in accordance with § 161 of the Stock Corporation Act relating to the German Corporate Governance Code**

Management Board and Supervisory Board of telegate AG hereby confirm telegate AG's compliance with the Government Commission's German Corporate Code recommendations published by the Federal Ministry of Justice in the official portion of the electronic federal gazette, amended June 02, 2005, with the exception of the following recommendations:

Clause 3.8 Own risk retention in the case of D&O insurance (liability for damage to property)  
The D&O liability insurance of members of the telegate AG's Management Board and Supervisory Board does not provide for own risk retention.

Clause 4.2.4 Individualized declaration of the remuneration of Management Board members  
In the notes to its financial statements, telegate breaks down the remuneration structure into fixed and variable components, plus share options for the Management Board as a whole. telegate does not provide an individualized breakdown.

Clause 5.1.2./5.4.1. Age limit for members of the Management Board and the Supervisory Board  
An age limit has not been set for members of the Management Board and the Supervisory Board.

Clause 5.4.7 Remuneration of Supervisory Board members  
Chairmanship of committees of the Supervisory Board is currently not taken into the remuneration of the members of the Supervisory Board (Paragraph 1) and no performance-related bonus is envisaged (Paragraph 2). In the notes to its financial statements, telegate shows the remuneration of its Supervisory Board as a whole. telegate does not provide an individualized breakdown (Paragraph 3).

The Management Board and the Supervisory Board of telegate AG further declare that also in future they intend to fully comply with the recommendations of the German Corporate Governance Code with the exceptions mentioned above.

Martinsried, November 30, 2005

telegate AG

for the Supervisory Board of telegate AG  
Herbert Brenke  
(Chairman Supervisory Board)

for the Management Board of telegate AG  
Dr. Andreas Albath  
(CEO)