

DECLARATION OF COMPLIANCE

Pursuant to Section 161 of the German Stock Corporation Act (AktG), the Executive Board and the Supervisory Board of any corporation that is listed on the stock exchange in Germany is required to make an annual declaration that the recommendations of the Government Commission German Corporate Governance Code (Regierungskommission Deutscher Corporate Governance Kodex) as published by the Federal Ministry of Justice in the official section of the electronic version of the German Federal Gazette (Bundesanzeiger) were and will be complied with, or state which recommendations were not or will not be applied and for what reasons. The declaration must be made permanently accessible to the public on the company's website. Companies are permitted to deviate from the recommendations of the Code, but are required to publish any such exceptions and the reasons for them annually. This allows companies to consider sector or company-specific requirements.

For the period since the last declaration of compliance dated 26 February 2010 until 4 August 2010, the following statement refers to the code version of 18 June 2009 as published in the electronic version of the German Federal Gazette on 5 August 2009. For all Corporate Governance activities by Viscom AG since 5 August 2010, this statement refers to the code version of 26 May 2010 as published 2 July 2010 in the electronic version of the German Federal Gazette.

In conformity with Section 161 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of Viscom AG declare that the recommendations of the Government Commission German Corporate Governance Code have been and are being complied with. The Exe-

cutive Board and Supervisory Board of Viscom AG are also committed to ensuring future compliance. Only the following recommendations have not been and will not be followed:

1. The Company has decided to exclude deductibles from its liability insurance (D&O insurance) for the Executive Board and the Supervisory Board (Code Section 3.8).

The directors & officers insurance (D&O insurance) obtained by Viscom AG did not call for a deductible for the Executive Board and Supervisory Board prior to the implementation of the legally prescribed deductible for Executive Board members effective 1 July 2010. In the opinion of the Executive Board and Supervisory Board, a deductible does not represent an adequate means to further enhance the motivation and responsibility of board members which is already effected by law. Furthermore, a deductible can be insured by the board members themselves so that the impact on behaviour intended by the deductible is largely nullified. As a result, deductibles have been excluded from the D&O insurance coverage to date.

The Company has complied with the legal requirement to implement a deductible for Executive Board members pursuant to Section 93 Paragraph 2 Sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Section 23 Paragraph 1 Sentence 1 of the Introductory Act to the German Stock Corporation Act (EGAktG) in time before 1 July 2010, but continues to refrain from implementing a corresponding deductible for the Supervisory Board as well. In Section 116 Paragraph 1 of the German Stock Corporation Act (AktG), lawmakers did not prescribe a deductible

for the Supervisory Board but expressly exempted the Supervisory Board from the mandatory deductible. The nature of the Supervisory Board mandate, which is also emphasised by differences in remuneration, makes it seem reasonable to differentiate between the Executive Board and Supervisory Board. Extending the D&O insurance deductible to members of the Viscom AG Supervisory Board therefore did not appear appropriate.

2. No Postal Vote Offer (Code Section 2.3.3 Sentence 2).

Viscom AG has currently not implemented the postal vote option created by the Law for the Implementation of the Shareholder Rights Guidelines (ARUG) (Section 118 Sentence 2 of the German Stock Corporation Act (AktG)). In view of the resulting legal uncertainty, the Executive Board and Supervisory Board intend to await developments and the experiences of other listed issuers before making the postal vote option available.

3. The Company has no Chairperson or Speaker of the Executive Board (Code Section 4.2.1).

For one, this is due to historic reasons since the Executive Board members Dr. Martin Heuser and Volker Pape founded the company jointly in 1986 as a GmbH (German limited company) and in their judgment have always held equal rights. The Executive Board and the Supervisory Board are of the opinion that, on a board with only two members, a Chairperson or a Speaker is not required. In addition, the law for stock corporations is based on a principle of consensus, i. e. on a collegial rather than a hierarchal Executive Board. A strong principle of consensus has prevailed within the Exe-

cutive Board (and previously within the management) since the company was founded. All significant decisions are made together by the entire Executive Board.

4. The Supervisory Board has not formed any committees, especially an audit committee and a nomination committee (Code Sections 5.3.1, 5.3.2, 5.3.3).

The Supervisory Board consists of only three members. In the view of the Supervisory Board, the formation of committees is not expedient under the specific circumstances of the Company. All matters are addressed by all members of the Supervisory Board. Furthermore, a nomination committee is unnecessary as the Supervisory Board consists solely of shareholder representatives.

5. The Supervisory Board has not identified concrete objectives for its composition (Code Section 5.4.1 Sentences 2 to 5).

In its nomination proposals submitted to the Annual General Meeting, the Supervisory Board will continue to be guided solely by the applicable legal requirements and shall focus on the professional and personal qualifications of the candidates, regardless of gender. Taking into account the international activities of the Company, potential conflicts of interest and diversity – including the commensurate participation of women – is a matter of course. In the opinion of the Supervisory Board, this does not require the identification of concrete objectives. For a body that consists of only three members elected by the shareholders, establishing concrete objectives appears problematic and frequently schematic.

6. The fixed and variable remuneration for the Supervisory Board which is decided upon annually at the Annual General Meeting does not include remuneration for holding the position of Chairperson and Deputy Chairperson of the Supervisory Board nor of Chairperson or member of committees (Code Section 5.4.6).

The Annual General Meeting decides on a total amount to cover the fixed and variable remuneration elements for all the members of the Supervisory Board (Section 20, Paragraph 1 of the Articles of Association). The commensurate allocation of the respective total amount to the individual Supervisory Board members is decided by the Supervisory Board subject to its equitable discretion. In the past, it has been common practice to provide the Chairperson and Deputy Chairperson of the Supervisory Board with a higher remuneration. The lack of committees due to the small size of the Supervisory Board renders any further plan for the distribution of remuneration unnecessary.

7. The Articles of Association do not call for a maximum age limit for Executive Board and Supervisory Board members (Code Sections 5.1.2 and 5.4.1).

Given the age structure of the current occupants of the Executive Board, this status quo needs not be questioned. The Company is also committed to ensuring access to the expertise of experienced members of the Executive Board. Any exclusions based solely on age do not appear expedient to the Executive Board and Supervisory Board, since the optimum composition of the Executive Board could thereby be prevented for merely formal rea-

sons. An age limitation in the Articles of Association has been and is therefore deemed unnecessary. In regards to the Supervisory Board, the Executive Board and Supervisory Board believe that a fixed age limit would compromise the ability of the Company to attract and hold suitable members of the Supervisory Board.

8. The service contracts with the members of the Executive Board of Viscom AG provide for no payment caps on severance compensation in the case of early termination of the Executive Board mandate (Code Section 4.2.3).

The recommendations in the Code regarding severance payment caps for early termination of the Executive Board mandate refer to the conclusion or extension of Executive Board contracts and have not been relevant to Viscom AG in the past. The Executive Board contracts of Viscom AG do not contain any provisions regarding severance pay in the case of early termination of the Executive Board mandate without serious cause or as a result of a change of control. It is generally understood that agreements on severance pay in the case of early termination of the Executive Board mandate without serious cause cannot be legally enforced, since contracts with Executive Board members can be terminated subject to mutual agreement only unless there is a serious cause, and Executive Board members have no obligation to agree to caps on severance pay within the meaning of the recommendations of the Code.

Hanover, 25 February 2011

The Executive Board

The Supervisory Board