

Declaration of conformity by United Internet AG with regard to the recommendations of the German Corporate Governance Code in accordance with Section 161 German Stock Corporation Act (AktG)

In accordance with Section 161 German Stock Corporation Act (AktG), the Management Board and Supervisory Board of United Internet AG declare that:

Since submitting its last Declaration of Conformity issued on March 5, 2015, United Internet AG complied with the recommendations of the "Government Commission German Corporate Governance Code" in its applicable version dated May 5, 2015 ("**Code**"), whereby the version dated June 24, 2014 was applied until the new version was published in the Federal Gazette on June 12, 2015, and plans to continue to comply with these recommendations with the following exceptions:

Deductibles in the case of D&O insurance policies for Supervisory Board members (section 3.8 para. 3 of the Code)

The D&O insurance policy for Supervisory Board members does not include any deductible. This is also not planned in the future as United Internet AG does not generally believe that the motivation and responsibility with which the members of the Supervisory Board conduct their duties can be improved by such a deductible.

Capping Management Board compensation (section 4.2.3 para. 2 sentence 6 of the Code)

The agreements regarding Management Board compensation do not include payment caps for the total amount. Although provision is made for caps on variable components, these are not expressed as a total but as a percentage of a fixed amount. As the Supervisory Board believes that the general capping of Management Board compensation intended by the Code's recommendation is already suitably reflected by the provisions of the current compensation agreements, it does not intend to comply in full with the Code's recommendation acc. to section 4.2.3 para. 2 sentence 6 in the future.

Formation of committees (section 5.3 of the Code)

In view of its current size with only three members, the Supervisory Board has not formed any committees and fulfills all its duties as a whole. Under these circumstances, the Supervisory Board cannot recognize how the formation of committees would improve the efficiency of its work.

Targets for the composition of the Supervisory Board (section 5.4.1 para. 2 and 3 of the Code)

Following the resolution of past uncertainties in the regulatory environment, the Supervisory Board specified first concrete objectives regarding its composition in a resolution adopted on December 16, 2015 and will take these objectives into consideration when making election proposals at future Annual Shareholders' Meetings. It was decided not to set a regular limit for the duration of membership to the Supervisory Board as the Supervisory Board believes that such a limitation is not appropriate compared to other criteria for nominating Supervisory Board

members and that it is ultimately at the discretion of the Annual Shareholders' Meeting to elect those candidates to the Supervisory Board whom they believe are best suited to representing their interests. The specific objectives of the Supervisory Board and the status of their implementation are published in the Company's Corporate Governance Report.

Consideration of the Deputy Chair when setting compensation for Supervisory Board members (section 5.4.6 para. 1 sentence 2 of the Code)

When setting compensation for Supervisory Board members, the position of the Deputy Chair of the Supervisory Board is not considered. The Deputy Chair of the Supervisory Board does not currently undertake any additional duties which would represent a greater burden compared to those of a regular Supervisory Board member.

Performance-based compensation of Supervisory Board members to be aligned with sustainable corporate development (section 5.4.6 para. 2 sentence 2 of the Code)

On May 21, 2015, the Annual Shareholders' Meeting of United Internet AG adopted a new remuneration system for the fiscal year 2015 and the following years which complies fully with the Code (consisting of a fixed remuneration component and an attendance fee) and thus replaced the former remuneration system (consisting of a fixed remuneration component and variable short and long-term remuneration components), which was possibly not fully oriented toward sustainable growth of the enterprise as defined in section 5.4.6 para. 2 sentence 2 of the Code.

Publications on accounting (section 7.1.2 sentence 4 of the Code)

Due to organizational, internal reasons, United Internet AG only published its interim report for the first quarter of 2015 and its report for the first nine months of 2015 on May 19, 2015 and November 17, 2015, respectively. For the same reasons, the interim report for the first quarter of 2016 will be published on May 17, 2016 and the report for the first nine months of 2016 on November 15, 2016.

Montabaur, March 5, 2016

For the Management Board
Ralph Dommermuth

For the Supervisory Board
Kurt Dobitsch