

**Joint declaration of conformity with the German Corporate Governance Code
by the Executive Board and the Supervisory Board of CANCOM SE in
accordance with Section 161 of the German Stock Companies Act
(Aktiengesetz, AktG)**

The Executive and Supervisory Boards of CANCOM SE declare that, since its last declaration of conformity published on 10 December, 2013, the company has been fully compliant with the recommendations of the German Corporate Governance Code issued on May 13, 2013 and June 24, 2014, published in the Federal Gazette (Bundesanzeiger) on June 10, 2013 and September 30, 2014.

Munich, December 10, 2014

For the Board of Management
Klaus Weinmann

For the Supervisory Board
Walter Krejci