

Declaration of the Managing Board and Supervisory Board of itelligence AG pursuant to Section 161 of the German Stock Corporation Law on the Corporate Governance Code as amended on May 21, 2003

The Managing Board and Supervisory Board of itelligence AG identify with the objectives of the German Corporate Governance Code: to foster company management which is good, trustworthy and orientated to benefiting stockholders, employees and customers. The objective for itelligence is sustainable enhancement of company value. Correspondingly, both the Managing Board and the Supervisory Board welcome the recommendations and rules of the German Corporate Governance Code and have already complied with most of its recommendations since the foundation of itelligence AG. Since the last declaration of compliance on December 19, 2003, the company has complied with further German Corporate Governance Code recommendations. With respect to a few sections, company practice diverges from the code. Detail are given below with an explanation.

I. With respect to the following sections, itelligence AG has complied with further recommendations, since releasing the first declaration of compliance on December 18, 2002:

- **Sections 5.3.1 / 5.3.2: Supervisory Board committees with sufficient expertise**

In 2004, the Supervisory Board formed the following committees with specialist expertise: human resources, strategy and audit. The committees report regularly on their work to the Supervisory Committee. Complex matters have been and will be discussed by all members of the Supervisory Board.

- **Section 5.4.5: Fixed and variable components of the compensation system for Supervisory Board members**

At the annual general meeting on May 27, 2004, a resolution was passed on the reorganization of Supervisory Board compensation. Since that time, alongside a fixed component, the Supervisory Board compensation model includes a performance-related component. This performance-related compensation also includes elements which are related to the long-term performance of the company.

II. The recommendations of the German Corporate Governance Code in the following sections have not yet been implemented:

- **Section 3.8: Deductible of D&O insurance policies**

itelligence AG still does not plan to change the current D&O insurance policies which do not provide for a deductible to be borne by the Managing and Supervisory Board members.

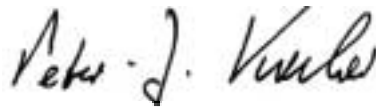
- **Section 5.1.1: Age limit for members of the Managing Board**

An age limit is not included and will not be included in the current contracts of the members of the Managing Board because all existing contracts have been concluded for a limited term which will end before the age limit is reached.

Bielefeld, December 17, 2004
itelligence AG



For the Managing Board
Herbert Vogel



For the Supervisory Board
Prof. Dr.-Ing. Peter-Jürgen Kreher