

**JOINT STATEMENT
OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD
OF
net mobile AG**

(Zollhof 17, 40221 Düsseldorf, Federal Republic of Germany)

**regarding the
voluntary public tender offer (cash offer)
of 28 September 2009**

**by
DOCOMO Deutschland GmbH**

(c/o ARQIS Rechtsanwälte, Schadowstrasse 11B, 40212 Düsseldorf, Federal Republic of
Germany)

to the shareholders of net mobile AG

and regarding the

correction of the offer document dated 1 October 2009

regarding the acquisition of their shares in net mobile AG with the following
International Securities Identification Numbers (ISIN):

Shares of net mobile AG: ISIN DE0008137852 / SCN 813785

net mobile AG shares tendered for sale: ISIN DE000A0Z2ZV4 / SCN A0Z 2ZV

net mobile AG shares subsequently tendered for sale: ISIN DE000A0Z2ZW2 / SCN A0Z
2ZW

against a cash payment in the amount of €6.35 per share

PRELIMINARY REMARKS

On 28 September 2009, DOCOMO Deutschland GmbH, Düsseldorf ("**Bidder**"), published a bidding document for its voluntary public tender offer (cash offer) ("**Offer**") to the shareholders of net mobile AG, Düsseldorf ("**net mobile**" or "**Target Company**"), for the acquisition of all no-par value bearer shares (each with a pro rata amount of share capital of

€1.00 and entitlement to participate in profits as of 1 January 2009) in the Target Company (“**net mobile shares**”) against a cash payment of €6.35 per net mobile share (“**Offer Price**” or “**Consideration**”). The Bidder submitted the bidding document to the Management Board of net mobile (“Management **Board**”) on 28 September 2009, after which the Board immediately forwarded said document to the Supervisory Board of net mobile (“**Supervisory Board**”) and directly to the works council of net mobile. According to information from the Bidder, the bidding document was published by way of announcement on the Internet under <http://www.docomodeutschland.de> in German and in the form of a non-binding English translation. According to information from the Bidder, notification regarding the provision of copies of this bidding document at no charge and the Internet address under which such bidding document is published were also published in the electronic *Bundesanzeiger* (Federal Gazette) on 28 September 2009. According to the Bidder’s information, copies of the bidding document and the non-binding English translation thereof are available free of charge to net mobile shareholders from Commerzbank Aktiengesellschaft, ZCM-ECM Execution, Mainzer Landstrasse 153, 60327 Frankfurt am Main, Germany, fax +49 (0)69 136 44598.

The bidding document of 28 September 2009 was corrected on 1 October 2009.

The Management Board and Supervisory Board have carefully examined the Offer and hereby issue the following joint statement in this connection:

I.

GENERAL INFORMATION REGARDING THE STATEMENT

1. Legal basis of the Offer and the statement

According to the Bidder’s information, its Offer is a voluntary public tender offer for the acquisition of shares against a cash payment. According to information from the Bidder, the Offer is submitted exclusively in accordance with law of the Federal Republic of Germany. According to the Bidder’s information, the provisions of the *Wertpapiererwerbs- und Übernahmegesetz* (WpÜG – German Securities Acquisition and Takeover Act) do not apply since the shares in net mobile are not admitted at an organized market, but solely traded in the Open Market (*Freiverkehr*).

According to the Bidder, the Offer is not subject to the provisions of any jurisdiction other than those of the Federal Republic of Germany. According to the information of the Bidder, no other registrations with or approvals or authorizations from the securities supervisory authorities of other jurisdictions have been sought or brought about in connection with the

bidding document and/or the Offer and there are no plans to arrange this. Shareholders of net mobile thus cannot rely on the application of other jurisdictions' regulations for the protection of investors. Although according to its own information the Bidder has also published a non-binding English translation of the German bidding document, only the German version of the bidding document is binding.

According to the information of the Bidder, this bidding document is available to the custodian banks and other securities services companies at which net mobile shares are held in custody and can be sent on request to net mobile shareholders who are resident or have their registered office or habitual abode in the Federal Republic of Germany. According to the Bidder's information, said banks and securities services companies may otherwise only publish, send, distribute or circulate the bidding document to the extent that this is permissible pursuant to the applicable German and foreign legal provisions.

The Management Board and Supervisory Board of net mobile have decided to issue a joint statement ("**Statement**"). This Statement is issued exclusively for the purpose of complying with the obligation of the Management Board and Supervisory Board pursuant to German law and not in accordance with provisions or regulations of any other jurisdiction.

2. Factual basis of the Statement

Unless otherwise expressly noted, all information, expectations, assessments and forward-looking statements and intentions contained in this Statement are based on the information available to the Management Board/Supervisory Board at the time of resolving this Statement and reflect their assessments and intentions at that point of time. These may change after the date of the Statement. Forward-looking statements are based on current plans, estimates and forecasts made by the Management Board/Supervisory Board to the best of their knowledge and do not constitute any declaration as to their accuracy in the future. Forward-looking statements are subject to risks and uncertainties that are usually difficult to predict and are beyond or not fully within the sphere of influence of the Management Board/Supervisory Board or net mobile. It is possible that the information, expectations, assessments and forward-looking statements and intentions contained in this Statement may change. The information contained in this Statement regarding net mobile and the Bidder as well as persons acting jointly with the Bidder is based, in particular, on the annual report for the 2007/2008 financial year and the nine-month financial report of net mobile as of 30 June 2009, as well as on the bidding document.

The information regarding intentions of the Bidder is based on statements and communications received from the Bidder that have not been separately verified by the Board and Supervisory Board. To the extent that this Statement refers to, cites, summarizes or reproduces the Offer or the bidding document, such references, citations, summaries or reproductions are merely notes that do not indicate that the Management Board and Supervisory Board adopt the Offer or bidding document as their own or accept any liability for the accuracy or completeness of the Offer or bidding document.

The Management Board and Supervisory Board do not intend to update this Statement unless there is a statutory requirement for them to do so. Neither the Management Board, the Supervisory Board nor net mobile have authorized any third parties to make statements on the Offer, the bidding document or this Statement. If third parties nevertheless make statements in this connection, these may not be attributed to the Management Board, the Supervisory Board or net mobile.

3. Shareholders' independent decision

The Management Board and the Supervisory Board stress that their statements and assessments in this Statement are not binding for the shareholders of net mobile, and that the Statement makes no claim to completeness. Rather the shareholders of net mobile should make their own decision on the acceptance or non-acceptance of the Offer on the basis of the bidding document, as well as on the basis of all other sources of information available to them (including individual consultation obtained by them) and taking into consideration their individual tax and other interests. The shareholders should also be aware that relevant viewpoints for their decision may arise from the audited annual financial statements and the audited consolidated financial statements of net mobile for the 2007/2008 financial year and the recently published nine-month financial report as of 30 June 2009. The shareholders are recommended to read these documents carefully in addition to the bidding document prior to a decision.

4. Publication of the Statement

This Statement will be published by way of announcement on the Internet at <http://www.net-m.de> and <http://www.docomodeutschland.de> as well as by being available free of charge by net mobile by way of counter publicity. In addition, a non-binding English translation of this

Statement will be published on the Internet at www.net-m.de and <http://www.docomodeutschland.de>.

Copies of the Statement and its non-binding English translation may be obtained free of charge from net mobile AG, Investor Relations, Zollhof 17, 40221 Düsseldorf, Germany (requests via e-mail at investor@net-m.de). An announcement on the availability of the Statement and its publication on the Internet will be made soon in the electronic Federal Gazette. This Statement is prepared in German. It has one annex. In addition, a non-binding English translation of the Statement and the annex will be published. The Management Board, the Supervisory Board and net mobile take no responsibility for the correctness or completeness of the translation of the Statement in English or the translation of the annex in English. Publication in accordance with another jurisdiction is neither intended nor permitted; the further publication, forwarding, distribution or circulation of this Statement may be subject to the provisions (in particular in line restrictions) of a jurisdiction other than that of Germany. Any further statements on the Offer (namely due to potential changes to the Offer by the Bidder) will be published like this Statement.

II.

BACKGROUND AND DETAILS OF THE OFFER

1. Background of the Offer

The Management Board and the Supervisory Board support the Bidder's Offer, the background of which is detailed in particular in Section 6 of the bidding document:

"NTT DOCOMO's global strategy is to seek strategic alliances with mobile and multimedia service providers in markets worldwide. NTT DOCOMO has conducted a detailed review of a large number of value-added wireless data service providers in Europe to determine opportunities for potential partnerships. Following the completion of this process, NTT DOCOMO considers net mobile AG to be among the leading companies providing wireless data portals and services to telecom operators and facilitating the provision of wireless value-added services such as audio and visual content, SMS and premium SMS to end users through the carriers' networks. net mobile AG today has a strong technological platform and capabilities in Germany and other European markets, and NTT DOCOMO expects that net mobile AG will benefit

from NTT DOCOMO's operational experience with advanced wireless data services in Japan. This will allow net mobile AG to remain well-positioned with operators as third-generation and fourth-generation wireless services are deployed in Europe over the next several years."

The Management Board and the Supervisory Board expressly welcome the Bidder's explanations given in the preceding text. Furthermore, it was always a concern of the Board and the Supervisory Board to utilize growth opportunities to safeguard the future in the long term, as well as to expand further the leading market presence developed by the founders and employees over the years.

2. Offer and conditions of Offer

a. Offer

The Offer of the Bidder is aimed at the acquisition of all shares in net mobile against a cash payment of €6.35 per share in accordance with the provisions of the bidding document.

b. Conditions of Offer

According to the bidding document, the Offer is subject to various conditions precedent. The shareholders are therefore also recommended to read carefully the corresponding statements in subsection 3.7 of the bidding document. In particular, conditions exist therein with respect to:

- (i) A minimum acceptance threshold;
- (ii) Antitrust approval in Germany;
- (iii) Banking supervision approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*);
- (iv) *Approval by the Federal Ministry of Economics and Technology*; and
- (v) Non-occurrence of certain events.

According to information of the Bidder, it may – to the extent permissible – waive all or individual conditions of the Offer and/or lower the minimum acceptance threshold until the last day of the acceptance period. The waiver is the equivalent of the fulfillment of a condition. If one of the conditions listed in the bidding document is not fulfilled and is – to the extent permissible – also not waived and/or if the minimum acceptance threshold is not lowered, the Offer shall, according to the bidding document, be of no force and effect.

Detailed information concerning rescission in such cases is contained in subsection 3.9 of the bidding document.

3. The Bidder and persons acting jointly with it

The Bidder, persons acting jointly with it, the Target Company and the relationships between them are described in section 5 of the bidding document. The members of the Management Board of net mobile are presently: Theo Niehues (Chairman), Frank Hartmann, Dirk Plassmann and Kai Markus Kulas. The Supervisory Board of net mobile presently consists of: Dr. Michael Briem (Chairman), Dr. Ralf-Peter Simon (Deputy Chairman) and Alexander Straub. These gentlemen hold no offices with the Bidder and persons acting jointly with it and do not discharge any tasks there.

III.

NATURE AND AMOUNT OF THE OFFERED CONSIDERATION

1. Minimum offer price under the WpÜG

The Bidder is offering a cash offer. Although both in the opinion of the Bidder and in our opinion the WpÜG does not apply, we consider it important to indicate that the Consideration offered by the Bidder satisfies the provisions of the WpÜG. The cash Offer Price of €6.35 per net mobile share satisfies the minimum price requirements pursuant to section 31 (1) and (7) of the WpÜG and sections 4 and 5 of the *WpÜG-Angebotsverordnung* (WpÜG Offer Regulations):

- a. Under section 5 of the WpÜG Offer Regulations, in a tender offer pursuant to section 29 et seq. of the WpÜG, the Consideration must equal at least the weighted average share price of the respective share during the last three months prior to publication of the decision to submit the tender offer. The minimum price calculated accordingly by the company as of the 10 September 2009 (date of publication of the decision to submit the Offer, see section 10 (1) of the WpÜG) was €4.12 per net mobile share. The Consideration thus complies with section 5 of the WpÜG Offer Regulations.
- b. Further under section 4 of the WpÜG Offer Regulations, in a tender offer pursuant to section 29 et seq. of the WpÜG, the Consideration must at least equal the value of the highest consideration paid or agreed to by the Bidder, a person acting jointly with it or its subsidiary within the last six months prior to publication of the bidding document in accordance with section 14 (2) first sentence of the WpÜG. According to

the Bidder's information, during this period there were various transactions in shares of the Target Company which are described in detail in subsections 5.4 and 5.5 of the bidding document. According to the information of the Bidder, this minimum price is €6.35 per net mobile share. The Consideration thus also complies with section 4 of the WpÜG Offer Regulations.

2. Comparison with historical share prices

Compared with historical share prices of net mobile prior to publication of the decision to submit an offer through the bidder, the Offer Price includes a substantial premium from the perspective of the Management Board and the Supervisory Board:

- a. The relevant weighted three-month average price as of the 10 September 2009 pursuant to section 5 of the WpÜG Offer Regulations, the day prior to publication of the decision to submit the Offer on 11 September 2009, was €4.12. The Offer Price thus includes a premium of €2.23, or 53.9% over said average price.
- b. The weighted six-month average price as of 10 September 2009, the last trading day prior to publication of the decision to submit the Offer on 11 September 2009, was €4.14. The Offer Price thus includes a 53.5% premium over said average price.
- c. The share price (Xetra closing price) of net mobile shares on 10 September 2009, the last trading day prior to publication of the decision to submit the Offer on 11 September 2009, was €4.73. The Offer Price thus includes a premium of €1.62, or 34.2% over said average price.
- d. The weighted twelve-month average price as of 10 September 2009, the last trading day prior to publication of the decision to submit the Offer, was €3.94. The Offer Price thus includes a premium of €2.41, or 61.2% over said average price.
- e. The 52-week highest closing price as of 10 September 2009, the last trading day prior to publication of the decision to submit the Offer, was €4.90 on 13 May 2009. The Offer Price thus includes a 29.6% premium over said price.

3. Evaluation on the basis of market or over-the-counter transactions

As already described in subsections 5.4 and 5.5 of the offer document, the Bidder concluded agreements with Dr. Michael Briem, Swisscom (Schweiz) AG, Mr. Theodor Niehues and net mobile in which they undertook to accept the offer for all net mobile shares held by them at a price of €6.35 per net mobile share. From the perspective of the Management Board and the Supervisory Board, the free decision of these net mobile shareholders to enter into such an obligation for all of the shares held by each of them is a strong indication of the fairness of the Offer Price because due to these agreements the price of EUR 6.35 is as well the result of negotiations between independent third parties. Other transactions connected factually or temporally with the Offer are not known to the Management Board or the Supervisory Board.

4. Fairness Opinion

net mobile has engaged Ebner Stolz Möhning Bachem of Hanover ("**Ebner Stolz**") to prepare an opinion assessing the fairness of the Consideration from a financial perspective ("**Fairness Opinion**"). In its Fairness Opinion, Ebner Stolz reaches the conclusion that the Consideration of €6.35 per net mobile share which the owners of net mobile shares will receive if the Offer is accepted is fair from a financial perspective. We adopt the full extent of the Fairness Opinion of Ebner Stolz as our own.

The Management Board and the Supervisory Board indicate that the Fairness Opinion is subject to certain comments and reservations and that reading the entire document is necessary to understand the conclusion of the Fairness Opinion. The complete text of the Fairness Opinion is attached to this Statement as Annex 1. For preparation of the Fairness Opinion, Ebner Stolz evaluated the bidding document, certain publicly available business and financial information as to net mobile and the market in which net mobile operates and diverse information provided by net mobile such as budgets and Group audit reports as well as discussions with the management of net mobile with respect to the business and the perspectives of net mobile. It is also to be indicated that the Fairness Opinion of Ebner Stolz does not represent an appraisal in the manner typically prepared by auditors pursuant to the requirements of German corporate law on the basis of IDW S1.

5. Own assessment

Naturally, the Management Board also conducted its own review of the Offer Price. In so doing, it likewise reached the assumption that the price of €6.35 is fair and reasonable.

6. Overall evaluation

In view of the preceding remarks and in taking account of the overall circumstances, including the Fairness Opinion, the Management Board and the Supervisory Board consider the Consideration fair and reasonable within the meaning of section 31 (1) first sentence of the WpÜG.

IV.

GOALS PURSUED BY THE BIDDER WITH THE OFFER

1. The Bidder has described its intentions with regard to net mobile expressly in subsection 6.2 of the bidding document. The shareholders are also recommended to read this passage carefully.

2. Accordingly, the Bidder, together with the Management Board of net mobile, desires to analyze and review potential business opportunities and synergies with net mobile and its direct or indirect subsidiaries listed in Annex 2 of the bidding document ("**net mobile Group**") and whether (and, if so, which) changes might make sense or be required. The Management Board and the Supervisory Board of net mobile have always been and continue to be intent on realizing business opportunities and making use of synergies. Furthermore, the Management Board and the Supervisory Board of net mobile are obliged under the *Aktengesetz* (AktG – German Stock Corporation Act) to act in the interest and for the benefit of the company. This also includes the analysis of opportunities to ensure an effective leverage of synergies and value potential. They therefore have an open mind about the announced discussions in the scope of their obligations under corporate law.

3. The economic potential of NTT Docomo and the corresponding possibility of fresh capital to finance the further growth of net mobile nevertheless make a significant argument in favor of a takeover by NTT Docomo.

4. With respect to the impact of the Offer on the employees, the Bidder elaborated as follows in subsection 6.5 of the bidding document:

"net mobile AG's success depends to a large extent on the knowledge, experience, commitment and creativity of its employees. The Bidder therefore does not intend to take any measures which would have any material effects on the employees of net mobile AG following the Offer. As net mobile AG's business evolves in the future, the

Bidder will rely on the management board of net mobile AG to make decisions regarding the corporate structure of its business."

No circumstances are known to the Management Board and the Supervisory Board which would cause these statements of the Bidder to appear incorrect. Further, the Management Board and the Supervisory Board are of the opinion that the positive growth of the net mobile Group in the past would not have been possible without its exceedingly qualified and motivated employees. Accordingly, the Management Board and the Supervisory Board are of the opinion that, also in the future, the success of a strategy which is aimed at further growth and increases in value for the net mobile Group will significantly depend on whether net mobile will not only succeed in holding onto its employees in the future, but also attract new, highly qualified employees to it. For this, it is necessary to introduce long-term perspectives for the employees of the net mobile Group.

5. The Management Board and the Supervisory Board understand the bidding document in so far, as the Bidder and NTT Docomo do not intend to relocate the headquarters of net mobile away from Düsseldorf or that they plan to relocate or close significant parts of the company or sites. The Board and the Supervisory Board acknowledge and agree with this.

6. According to the information of the Bidder in the bidding document, it intends to continue to work together with the present Management Board members of net mobile after the successful consummation of this Offer, something which the Management Board of net mobile welcomes.

7. The Supervisory Board of net mobile currently consists of three members elected by the shareholders. The Bidder has announced that it assumes that Dr. Briem and Dr. Simon will resign their respective seats after successful completion of the Offer and it will endeavor to fill the open seats on the Supervisory Board with representatives of the Bidder. Dr. Briem and Mr. Simon have announced that they intend to resign their respective seats on the Supervisory Board at net mobile immediately after the Offer is consummated in accordance with the by-laws of net mobile.

Immediately after the resignation of office is effective, the Management Board intends to file an application pursuant to section 104 of the AktG so that all seats on the Supervisory Board of the Target Company are completely filled again. However, so far it has neither advised that such application be made nor adopted a resolution. In the event the Offer is successfully consummated, in the context of exercising its statutory duties it will, however, in the selection of suitable candidates also give significant consideration to the shareholder structure.

8. In the event the Offer is successfully consummated, net mobile will become a subsidiary of the Bidder and thereby a part of the NTT Docomo Group. Concerning the structural measures that could possibly follow, the Bidder explains in subsection 6.3:

"Mid- and long term, the Bidder seeks to acquire all net mobile AG shares. In case the Bidder will not have acquired all net mobile AG shares, the Bidder therefore plans to further acquire net mobile AG shares over the stock exchange or outside of the stock exchange (subsequent acquisitions). Moreover, the Bidder reserves the right to increase its shareholding in net mobile AG also by means of capital measures (such as capital increases against cash contribution or contribution in kind under exclusion of the subscription rights). However, the Bidder has no binding schedule for the increase of its shareholding in net mobile AG.

If the Bidder holds a number of net mobile AG shares that corresponds to a 75% majority of the share capital of net mobile AG represented at a general shareholders' meeting of net mobile AG, upon consummation of this Offer or at a later time, the Bidder may consider the conclusion of a domination and profit and loss transfer agreement with net mobile AG. If a domination agreement is concluded between the Bidder as controlling party and net mobile AG as controlled party, the Bidder would be entitled to give binding instructions with respect to the management of net mobile AG to the Board of Management of net mobile AG. If a profit transfer agreement is concluded in addition or alternatively to a domination agreement, net mobile AG would be obliged to transfer all its profits to the Bidder. In both cases, the Bidder would be obliged to compensate net mobile AG for any net losses for the year pursuant to applicable provisions of German law and to make an offer to the remaining other net mobile AG - Shareholders for the acquisition of their net mobile AG shares in net mobile AG in consideration for adequate compensation or to pay to them an adequate annual guaranteed dividend or another form of compensation on a regular basis.

The Bidder may also consider other organizational measures with respect to net mobile AG. Such organizational measures might include resolutions concerning measures pursuant to the German Transformation Act (Umwandlungsgesetz) (e.g., change in legal form or merger of net mobile AG). The execution of some of these measures would also lead to a delisting of net mobile AG shares.

To the extent that after execution of this Offer or at a later time the Bidder holds at least 95% of the share capital of net mobile AG at that time, the Bidder may consider proposing to pass

a resolution at the general shareholders' meeting of net mobile AG on the transfer of the net mobile AG shares of the remaining minority shareholders of net mobile AG to the Bidder pursuant Section 327a et seqq. AktG in consideration for an adequate compensation in cash (so-called squeeze-out)."

The Management Board and the Supervisory Board cannot yet evaluate the integration measures that have been placed on the table in the abstract on the basis of the bidding document. Concrete recommendations are needed to be able to make a statement as to their expediency in the interest and for the benefit of the company.

The shareholders are recommended to read this passage very carefully. These structural measures entail risks and opportunities for the shareholders.

In principle, however, the Management Board and the Supervisory Board also have an open mind concerning the possible full integration of net mobile into NTT Docomo. Such a full integration can make sense particularly for reasons of simplification and cost saving. The interests of the minority shareholders are adequately protected by German stock corporation law. The Board and the Supervisory Board will do everything within their power to watch that the respective minority shareholder protection regulations are precisely followed.

V.

ANTICIPATED CONSEQUENCES OF A SUCCESSFUL BID FOR NET MOBILE, ITS EMPLOYEES AND THEIR REPRESENTATIVE BODIES, THE TERMS AND CONDITIONS OF EMPLOYMENT AND THE LOCATIONS

In the bidding document, the Bidder has already set out the key consequences of a successful bid for net mobile, its employees and their representative bodies, the terms and conditions of employment and the locations. Supplementary to these, reference is made to the preceding remarks contained in section IV of this Statement in which some decisive passages are repeated in their original wording. In particular, according to the statements by the Bidder in the bidding document, execution of the Offer shall have "(...) [no] material effects on the employees."

The Management Board and Supervisory Board share this assessment made by the Bidder. They acknowledge and agree with the statements by the Bidder quoted above. However, alongside the Bidder they are also unable to rule out the possibility of unforeseeable consequences arising for net mobile, its employees and their representative bodies and the terms and conditions of employment etc. due to the analysis announced by the Bidder and the review to ensure an effective leverage of synergies and value potential or as a result of

possible or intended integration and structural measures. This applies in particular in the event of the intentions of the Bidder changing in the future.

VI.

CONSEQUENCES OF THE OFFER FOR NET MOBILE SHAREHOLDERS WHO DO NOT ACCEPT THE OFFER

Shareholders intending not to accept the Offer are recommended by the Management Board and Supervisory Board to read carefully section 11 of the bidding document in particular where the Bidder has set out the key consequences.

VII.

INTENTIONS OF THOSE MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD WHO HOLD NET MOBILE SECURITIES TO ACCEPT THE OFFER

1. Supervisory Board

As already described in detail in section 3 of this Statement, NTT Docomo and the bidder concluded an agreement with Dr Briem in September 2009 in which the latter undertook to accept the Offer for all net mobile shares held by him and acquired prior to the expiry of the extended acceptance deadline at a price of €6.35 per net mobile share. At the time of publication of this Statement this undertaking to accept the Offer comprises 689,933 shares. Dr. Briem has already fulfilled this undertaking for all shares held by him at the time of publication of this Statement.

2. Management Board

At the time of publication of this Statement, CEO Theo Nihues holds 3,247 net mobile shares. Mr. Nihues has already accepted the Offer for all net mobile shares held by him.

The remaining members of the Management Board do not hold any net mobile shares at the time of publication of this Statement.

VIII.

INTENTIONS OF NET MOBILE TO ACCEPT THE OFFER IN RESPECT OF ITS OWN SHARES

At present net mobile holds 9,810 own shares. After careful consideration the Management Board and Supervisory Board have come to the conclusion that it is in the interest of the company for these shares also to be tendered to the Bidder. net mobile has therefore accepted the Offer for all the net mobile shares that it holds at a price of €6.35 per net mobile share.

IX. RECOMMENDATION

The Management Board and Supervisory Board welcome the Bidder's Offer and support it for the reasons mentioned above. Based on these reasons and taking into account the overall circumstances of the Offer the Management Board and Supervisory Board also believe that the Offer Price is reasonable and complies with section 31 (1) WpÜG. Furthermore, the Management Board and Supervisory Board consider the Offer to uphold the interests of net mobile shareholders and, as far as can be judged at present in view of the fact that some of the Bidder's intentions and statements have not yet been finalized, to uphold the interests of the company and its employees and consider the Offer to be advantageous for net mobile .

The Management Board and Supervisory Board therefore recommend net mobile shareholders to accept the Offer and to tender their net mobile shares in accordance with the Offer in time.

However, the Management Board and Supervisory Board wish to point out once more that each net mobile shareholder must make its own decision as to whether or not and for how many net mobile shares they wish to accept the Offer, taking into account the overall circumstances, their own personal circumstances and their individual assessment concerning the future development of net mobile, the share price and the value of the net mobile shares. net mobile shareholders thinking of accepting the Offer should take into account their personal tax situation and to this end seek advice if required. They should also review the possibility of disposing their net mobile shares via the stock market, although when comparing the share price with the Offer Price they also should take into account any costs and transaction fees incurred through a sale via the stock market.

Düsseldorf, 8 October 2009

net mobile AG

Board of Managing Directors

Supervisory Board

Annex 1:

FAIRNESS OPINION

[on next page]

Personal/confidential
Board of Managing Directors of net mobile AG
Zollhof 17
40221 Düsseldorf
Germany

Ebner Stolz Mönning Bachem
GmbH & Co. KG

Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Karl-Wiechert-Allee 1d, 30625 Hanover
Tel +49 511 93 62 27-0
Fax +49 511 93 62 27-30
mail-hannover@ebnerstolz.de
www.ebnerstolz.de

Möh/Pua Tel.: -39 Fax: -60 Hanover, 2 October 2009

Fairness opinion on the amount of the offer price in the context of the voluntary public takeover bid by NTT DOCOMO, Inc., Tokyo/Japan, announced on 11 September 2009 and made to the shareholders of net mobile AG, Düsseldorf on 28 September 2009

Dear Sirs,

Against the backdrop of the voluntary public takeover bid by NTT DOCOMO, Inc. announced on 11 September 2009 and made to the shareholders of net mobile AG, Düsseldorf on 28 September 2009 (also referred to hereafter as the “transaction” or “takeover bid”), the Board of Managing Directors of net mobile AG commissioned us to determine if the offer price of EUR 6.35 per net mobile AG share (also referred to hereafter as the “offer price”) is financially fair and appropriate. This assessment is intended to serve as a decision-making basis for the Board of Managing Directors and the Supervisory Board.

The takeover bid is subject to several reservations, such as a minimum acceptance rate of 75% and the approval of the antitrust authorities. The Board of Managing Directors of net mobile AG is assuming that the necessary reservations will be settled by the end of the first quarter of 2010 at the latest and that the offer price will therefore be paid out at the end of the first quarter of 2010 at the latest.

This opinion is intended solely for the purposes of information and to assist the Board of Managing Directors and the Supervisory Board of net mobile AG in connection with the takeover bid and is in no way a substitute for an independent analysis of the offer price by the executive bodies of net mobile AG. It does not constitute a recommendation that the takeover bid should be accepted or rejected or that the transaction should go ahead.

It is also not intended to determine if the terms and conditions of the transaction satisfy the legal or tax requirements or if they are in accordance with the internal provisions of net mobile AG. Our sole responsibility is to express an opinion on the financial suitability of the offer price.

In addition to this opinion letter, we shall prepare a report on our activities in connection with the opinion on the appropriateness of the offer price. In this report we will present the essential findings of our work. For reasons of confidentiality, the content of our report is intended exclusively for the Board of Managing Directors and the Supervisory Board of net mobile AG.

In the context of the transaction, we have issued an opinion on the possible tax consequences for net mobile AG on behalf of the Board of Managing Directors. Beyond this, our work in relation to the transaction has so far related solely to the opinion on the appropriateness of the offer price.

Please note that we do not receive any remuneration for our services in connection with the transaction that is in any way dependent on the transaction going ahead.

In this opinion, we refer to 28 September 2009 (“assessment date”) as the date of the publication of the takeover bid.

Our liability is limited to EUR 4 million (in words: four million euro) for all claims for damages made against us by the principal or third parties on account of the performance of this contract, regardless of whether grossly or slightly negligent, for the individual claim or offence. In addition, the current version of the General Engagement Terms for German Public Auditors and Public Audit Firms apply to the contract relationship, including with regard to third parties. Please find enclosed the current version of these Terms dated 1 January 2002.

1 Performance of the contract

We performed our work in September 2009 until 2 October 2009 at the premises of net mobile AG in Düsseldorf and at our office in Hanover.

The following key documents were made available to us for the performance of our work:

- Ad hoc disclosure by net mobile AG on the announcement of the takeover bid by NTT DOCOMO, Inc. on 11 September 2009
- Ad hoc disclosure by net mobile AG on the publication of the takeover bids by NTT DOCOMO, Inc. on 28 September 2009
- Consolidated financial statements of net mobile AG for the 2005/2006 financial year audited and issued with an unqualified audit opinion by Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Cologne
- Consolidated financial statements of net mobile AG for the 2006/2007 financial year audited and issued with an unqualified audit opinion by Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Cologne
- Consolidated financial statements of net mobile AG for the 2007/2008 financial year audited and issued with an unqualified audit opinion by Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Cologne
- Unaudited consolidated interim financial statements of net mobile AG for the months 1 October 2008 to 30 June 2009
- Consolidated planning figures for net mobile AG for the financial years 2008/2009 and 2009/2010 (as of February 2009)
- Assorted industry information
- Various reports by financial analysts
- Capital market data

We conducted various interviews with the Chief Financial Officer of net mobile AG, Mr. Frank Hartmann. In particular, these interviews focused on his assessments of the past and current business performance, results of operations and future prospects of net mobile AG.

Furthermore, we analysed documents relevant to the transaction provided to us by the Board of Managing Directors of net mobile AG and examined selected documents. Parallel to this, we conducted our own research of publicly available data for our analyses.

Our assessment of the offer price is essentially based on the documents provided by the Board of Managing Directors of net mobile AG for these purposes. However, we did not audit the annual financial statements or conduct our own due diligence (e.g. financial, legal or tax). The premises and appropriateness of planning are the responsibility solely of the Board of Managing Directors of net mobile AG.

We added the standard declaration of completeness, in which the Board of Managing Directors of net mobile AG assured us that all information of significance to this fairness opinion has been provided accurately and in full, to our working papers. In preparing this fairness opinion we assumed that the information provided was complete and correct and did not verify either the data used or the reliability of the sources of information.

2 Appropriateness of the offer price in the context of this fairness opinion

Financial appropriateness in the context of this fairness opinion exists if the position of the shareholders is not financially diminished by the transaction. In particular, this is the case if the offer price lies within a range of the transaction prices taken as a comparison.

3 Assessment of the offer price using various valuation analyses

3.1 Procedure

The assessment of the appropriateness of the offer price can be based on the following analyses:

- Assessment of the offer price using various valuation analyses
 - Income capitalisation approach
 - Comparative approach
 - On the basis of trading multiples derived from the key figures of similar listed companies
 - On the basis of transaction multiples derived from the transaction values for similar recently traded companies or parts of companies
 - Stock exchange price analysis
- Assessment of the offer price on the basis of financial analyst reports

3.2 Income capitalisation approach

It is generally recognised in the fields of economics and international valuation practice that the value determined in line with the income capitalisation approach represents a suitable measure of the value of an enterprise.

In light of the individual business prospects of the specific product portfolio, we see this fundamental analysis as a suitable method of assessing the offer price.

The enterprise value can be determined using a discounted cash flow (DCF) method or the income capitalisation approach. In this case, the enterprise value was determined using the income capitalisation approach, the most commonly used practice in Germany.

As the two procedures lead to the same enterprise value if the valuation assumptions are consistent, particularly as regards financing, we opted not to determine the enterprise value separately using the DCF method.

We used the consolidated planning of net mobile AG for the financial years 2008/2009 and 2009/2010 provided to us as our basis for determining its enterprise value. We checked this for plausibility, particularly with regard to the current nine-month figures for the 2008/2009 financial year. Where necessary, adjustments were made to the planning for the financial years 2008/2009 and later with the involvement of the CFO of net mobile AG. Neither the consolidated planning nor the consolidated forecast include synergy or integration effects from the performance of the transaction.

Assuming solely financial goals, the value of an enterprise is basically determined by the present value of the cash flows to the enterprise's owners in connection with ownership of the enterprise.

For the valuation of net mobile AG, the profits expected in future were discounted to the assessment date using an appropriate interest rate. The capitalisation rate represents the return on an alternative investment adequate to the enterprise being valued if this is equivalent to the capitalised cash flow with regard to maturity, risk and taxation. The capitalisation rate we used satisfied these requirements.

Items that cannot be mapped or cannot be mapped fully in an income capitalisation valuation are measured and recognised separately. In addition to non-operating assets, this mainly includes certain financial assets and tax effects. Non-operating assets are those that can be freely

disposed of without affecting the enterprise's actual activities. According to the information provided to us, there are no significant non-operating assets.

Our analyses found that the offer price of EUR 6.35 is financially appropriate compared to the fundamentally computed values.

3.3 Market price-oriented approach

A further criterion in the assessment of an offer price are the prices observed on the market for transactions involving similar companies.

Similar transactions on the market can include:

1. Trading multiples derived on the basis of figures for similar listed companies
2. Transaction multiples derived on the basis of the transaction values for similar recently traded companies or parts of companies

Trading multiples

When applying pricing methods based on the key figures for similar listed companies, the value of net mobile AG is computed as the product of an earnings figure for the company that is considered to be both representative and long-term multiplied by the earnings multiplier of the comparative companies. The multiplier is calculated from the ratio of the market prices of the comparative companies to their earnings figures.

We used the available EBITDA and EBIT figures for the 2008 financial year and the available EBITDA and EBIT estimates for the 2009, 2010 and 2011 financial years of the selected peer companies as the basis for deriving multipliers. We used the same companies that we used to derive the beta factor. If the financial years of the peer companies differed from the financial year of net mobile AG we used the comparative figure for the financial year in which the financial year of net mobile AG ends.

Our analyses on the basis of trading multiples found that the offer price of EUR 6.35 predominantly exceeded the value ranges per share based on multipliers with corresponding performance figures. Thus, the analysis of the trading multiples produced no indication that the offer price is not financially appropriate.

Transaction multiples

As we were unable to identify business combinations involving companies similar to net mobile AG we were unable to perform any analyses using trading multiples.

3.4 Stock exchange price

When analysing stock exchange prices it is assumed that these correspond to the market value of the shares.

We analysed the price performance of net mobile AG shares from 10 September 2008 to 10 September 2009, the last trading day prior to the announcement of the takeover bid.

Extraordinary factors that influenced price performance were taken into account in the analysis. These include, for example, the lack of merchantability and random sales, speculative influences, special market situations and manipulation. We were not presented with any indications that such extraordinary factors occurred or other indications that the stock exchange price was not indicative.

The offer price for a share of net mobile AG of EUR 6.35 is above the range of stock exchange prices observed over the analysis period. Thus, the analysis of stock exchange price performance produced no indications that the offer price is financially inappropriate.

3.5 Assessment of the offer price on the basis of financial analyst reports

The price targets of financial analyses published in the period from 1 October 2008 to 15 September 2009 provide no indications that the offer price is financially inappropriate.

4 Summary opinion

net mobile AG commissioned us to prepare a fairness opinion. We are of the opinion that the offer price of EUR 6.35 per net mobile AG share in the context of the voluntary public takeover bid by NTT DOCOMO, Inc. announced on 11 September 2009 and published on 28 September 2009 is financially appropriate.

In this assessment we took into consideration that, on account of the reservations in the takeover bid by NTT DOCOMO, Inc., the Board of Managing Directors of net mobile AG believes that the offer price will be paid out at end of the first quarter of 2010 at the latest.

The reference date of this fairness opinion is 28 September 2009.

This fairness opinion is intended solely for the purposes of information and to assist the Board of Managing Directors and the Supervisory Board of net mobile AG in connection with the takeover bid and is in no way a substitute for an independent analysis of the offer price by the executive bodies of net mobile AG. It does not constitute a recommendation that the takeover bid should be accepted or rejected.

Sincerely

Ebner Stolz Mönning Bachem GmbH & Co. KH
Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft

Wilfried Steinke

Hans Peter Möller