



Invitation to the Ordinary General Meeting

Delticom AG

Hanover

ISIN: DE0005146807 / German Securities Code (WKN): 514680

Dear shareholders,

We hereby invite our shareholders to attend our Ordinary General Meeting, which will take place on Tuesday, May 19, 2009 at 11.00 a.m. in the Stock Exchange Floor at BÖAG Börsen AG, An der Börse 2, 30159 Hanover Germany.

Agenda (abridged version)

1. Presentation of the adopted annual financial statements and approved consolidated financial statements and the management reports for Delticom AG and the Delticom Group, each with an explanatory report by the Managing Board in respect of the disclosures made pursuant to Section 289 (4) and Section 315 (4) of the *Handelsgesetzbuch* (HGB – German Commercial Code) as well as the report of the Supervisory Board for fiscal year 2008.

2. Appropriation of net retained profits

The Managing and Supervisory Boards propose to pay a dividend from the net retained profits recorded in fiscal year 2008 totaling € 12,293,258.12 of € 3.00 per dividend-entitled no-par value share and to appropriate an amount of € 0.00 to other retained earnings, and to carry the remaining amount of € 453,818.12 to new account. Given the 3,946,480 dividend-entitled shares, the disbursement totals € 11,839,440.00.

3. Ratification of the Managing Board for fiscal year 2008

4. Ratification of the Supervisory Board for fiscal year 2008

5. Election of the auditor for fiscal year 2009 and the auditor for the auditor's review of the abridged financial statements and interim management report as of June 30, 2009

6. Resolution on the change to Article 12 (1) of the Articles of Incorporation (Remuneration for the Supervisory Board)

- 7. Resolution on capital increase from company funds**
- 8. Resolution on the new authorization to acquire treasury stock within the meaning of Section 71 (1) No. 8 of the *Aktiengesetz* (AktG - German Public Limited Companies Act) and on the exclusion of subscription rights**
- 9. Resolution on the approval of a control and profit and loss transfer agreement with PNEBO Gesellschaft für Reifengroßhandel und Logistik mbH**

Participation in the General Meeting

Pursuant to Section 15 (1) of the Articles of Incorporation, to be entitled to participate in the General Meeting and exercise their voting rights, shareholders must be entered in the share register of Delticom AG and have registered their shares with the company at the address stated below in writing, by post, fax or e-mail at the latest by May 12, 2009:

Delticom AG
c/o AAA HV Management GmbH
Bachemerstr. 180,
50933 Cologne, Germany
Telefax + 49 (0221) 27848-11
E-mail: delticom@aaa-hv.de

If the registration form provided by the company is not used to register for the General Meeting, clear information must be provided to allow unambiguous identification of the registering shareholder, for example by stating the shareholder number and the shareholder's name as stated in the share register, and which can be found in the personal shareholder letters sent to the shareholders.

To facilitate the organization of the General Meeting, shareholders are requested to register early for the General Meeting. This request does not affect the statutory deadlines. Shareholders entered in the share register may also have their voting rights exercised at the General Meeting by an authorized agent, for example a bank, a shareholders' association or another person of their choice. If a bank is entered in the share register, this bank may only exercise voting rights on shares not belonging to it on the basis of an authorization provided by the shareholder.

We provide those shareholders unable to attend the General Meeting or to vote in person with the possibility of having their voting rights exercised by voting proxies appointed by the company. These voting proxies are employees of the company who vote on the individual items of the agenda on the basis of the authorization of the respective shareholders and in accordance with the instructions issued by such shareholders. The exercising of votes by voting proxies appointed by the company is only possible in cases where such proxies have been granted a power of attorney with global instructions or with instructions for individual agenda items.

Powers of attorney must be granted in writing. This requirement for the written form does not apply if powers of attorney are granted to banks, institutes or persons equivalent to banks within the meaning of Section 135 (9) of the AktG (e.g., shareholders' associations or authorized voting agent) or to financial services institutes and companies which operate according to Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) of the *Gesetz über das Kreditwesen* (KWG – German Banking Act) (Sections 135 (12) and 125 (5) of the AktG).

Shareholders may also grant powers of attorney to the voting proxies appointed by the company by fax or by e-mail (delticom@aaa-hv.de), stating the shareholder number and the name of the shareholder entered in the share register. The admissions ticket order form includes a section where powers of attorney and voting instructions may be issued. The forms required to grant powers of attorney may also be requested from the company at the above address. Further details concerning registration and the issuing powers of attorney can be found in the documents which will automatically be sent to all shareholders entered in the company's share register by May 5, 2009 together with the notifications made pursuant to Section 125 of the AktG.

Shareholder motions and election proposals

We will immediately publish any countermotions or election proposals received from shareholders which are to be made accessible in the General Meeting section of our Web site at <http://delti.com>, provided that these have been received at the address stated below no later than midnight of May 5, 2009.

Delticom AG
General Meeting
Mr. Alexander Gebler
Brühlstraße 11
30169 Hanover
or by e-mail to: HV@delti.com

Motions sent to other addresses will not be considered. Any statements of position by the management will also be published at this URL.

Further information

Pursuant to Section 30b (1) No. 1 of the *Wertpapierhandelsgesetz* (WpHG – German Securities Trading Act), we hereby announce that at the time of the General Meeting being convened in the electronic federal gazette (*Bundesanzeiger*), Delticom AG's share capital totals € 3,946,480.00 and is divided into the same number of no-par value registered shares. Each share entitles its holder to one vote.

The invitation together with the full wording of the agenda and motions for resolutions and together with the Managing Board's report on Agenda Item 8 and the control and profit and loss transfer agreement under Agenda Item 9 and the associated report within the meaning of Section 293a of the AktG were published in german on April 9, 2009 in the electronic federal gazette and will soon be sent to shareholders. The full german version of the wording of the

invitation published in the electronic federal gazette dated April 9, 2009 together with the agenda and all of the further documents named therein are also available online for download from http://delti.com/Investor_Relations/hauptversammlung_ir.html and can be requested free of charge from Delticom c/o AAA HV Management GmbH, Bachemer Straße 180, 50935 Cologne as the company's registration agent.

In addition, all of the german documents stipulated above are available for viewing by shareholders at Delticom AG's offices, Brühlstraße 11, 30169 Hanover.

Hanover, April 2009

Delticom AG
- The Managing Board -