

Delticom AG acquires online food retailing interests

Hannover, February 23, 2016 - Delticom AG, Hannover, Germany ("**Delticom**") - WKN 514680, ISIN DE0005146807, ticker symbol DEX – has acquired a 90 % interest in Gourmondo Food GmbH, Munich, Germany ("**Gourmondo**"), and a 100 % interest in ES Food GmbH ("**ES Food**"), Hannover, Germany. The acquisition agreement is to be executed soon. Both companies are active in the online food retailing area. Gourmondo and ES Food operate more than 10 domains, including gourmondo.de, gourmondo.nl, alnatura-shop.de, lebensmittel.de and supermarkt.at. Moreover, ES Food operates an advanced, state-of-the-art automated warehousing system.

At the same time, Delticom is to acquire Ringway GmbH, an 80 percent subsidiary of ES Food that has developed and markets an innovative 3D online shop.

Concurrently with the execution of the acquisition agreement, Delticom AG will acquire a shareholder loan granted to Gourmondo Food GmbH, as well as software rights required for the operation of the online eFood shops.

The sellers are Prüfer GmbH, Hannover, Germany, and direct or indirect wholly-owned subsidiaries of Prüfer GmbH.

The acquisition price amounts to a total of EUR 30 million, with EUR 18.5 million being paid in cash, EUR 1.5 million being rendered through assuming the bank borrowings of Gourmondo, and EUR 10 million rendered through issuing new Delticom shares to one of the sellers, Seguti GmbH (a wholly-owned subsidiary of Prüfer GmbH). The value of the new Delticom shares was calculated on the basis of the three-month weighted average price of the Delticom share up to and including yesterday.

The Management and Supervisory boards of Delticom AG have today approved the issuing of the new shares against non-cash capital contributions through partial utilization of the Authorized Capital 2011.

Ad hoc disclosure



Through this acquisition, the European leader of the online automotive business is reinforcing his logistic competences and is expanding into promising sections of efood.

Prüfer GmbH currently holds directly or indirectly a total of 2,990,227 shares (25.03 % of the share capital) of Delticom AG, and consequently comprises a shareholder with significant influence over the Group according to IAS 24. This equity interest is attributable to Delticom Management Board member Dr. Andreas Prüfer pursuant to Section 22 (1) Clause 1 No. 1 of the German Securities Trading Act (WpHG).

In connection with the aforementioned transaction, an agreement has been reached between Prüfer GmbH and Binder GmbH, whereby Prüfer GmbH is to acquire 800,000 of the Delticom shares held by Binder GmbH for an acquisition price of EUR 25 per share (total acquisition price: EUR 20 million). Prüfer GmbH is thereby reinvesting the total EUR 18.5 million cash that the sellers receive from Delticom into Delticom shares, and Prüfer GmbH will acquire further Delticom shares worth EUR 1.5 million.

Following the execution of the transaction and the share purchase agreement as well as the entry of the non-cash capital increase in the commercial register, Prüfer GmbH will hold directly or indirectly 4,303,308 Delticom shares (34,57 % of the share capital), and Binder GmbH will hold 2,186,861 Delticom shares (17,55 % of the share capital). The existing pooling arrangement between Prüfer GmbH, Dr. Andreas Prüfer, Binder GmbH and Mr. Rainer Binder remains in place.

<End of the ad hoc announcement>

Company profile:

Delticom is Europe's leading online retailer for tyres and car parts and accessories. Founded in 1999, the Hanover-based company has more than 300 online shops and websites in 45 countries, among others ReifenDirekt in Germany, Austria and Switzerland. The Delticom group

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also includes the online shops of Tirendo. The four-time Formula 1 World Champion Sebastian Vettel was Tirendo's brand ambassador between 2012 and 2015 and participated in particular in TV spots and viral videos promoting the brand. Delticom offers a wide range of products for its private and business customers: more than 25,000 models from over 100 tyre brands for cars, motorcycles, commercial vehicles and buses, but also complete wheels. More than 300,000 car parts, including motor oil, replacement parts and accessories, complement the product portfolio.

Customers enjoy all the advantages of modern E-Commerce: convenience in order placing, quick, efficient delivery, clear cost information and, last but not least, low prices. The products are delivered in two business days to any address the customer chooses. Alternatively, Delticom delivers the tyres to one of more than 42,000 service partners (9,500 in Germany alone) for professional fitting directly on to the customer's vehicle at a reasonable price

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