



artnet AG

Berlin

Security code number: 690950 ISIN: DE 0006909500

Invitation to the Annual General Meeting

Shareholders in our company are hereby invited to the
Ordinary Shareholders' Meeting
on July 9, 2008 at 11 am
in Ludwig-Erhard-Haus, Fasanenstraße 85, 10623 Berlin.

Agenda:

Item 1: Presentation of the adopted annual accounts, the approved Group financial statements, the Company and Group annual report for the 2007 financial year, the Board of Directors' annual report and the Board of Management's explanatory annual report to the statements in accordance with Article 289, Paragraph 4 and Article 315, Paragraph 4 of the German Commercial Code.

Item 2: Resolution to grant discharge to the Board of Management for the 2007 financial year

The Board of Management and the Board of Directors propose granting discharge for this period to the Board of Management for the 2007 financial year.

Item 3: Resolution to grant discharge to members of the Board of Directors for the 2007 financial year

The Board of Management and the Board of Directors propose granting discharge for this period to the members of the Board of Directors for the 2007 financial year.

Item 4: Resolution on the selection of the auditor for the 2008 financial year

The Board of Directors proposes electing Ebner, Stolz & Mönning GmbH certified accountants and tax consultants, Hamburg, as auditors for the 2008 financial year.

Item 5: Resolution to authorize the acquisition of own shares

The Board of Management and the Board of Directors propose the following resolutions:

- (1) The company be authorized to acquire its own shares until the end of January 8, 2010 and up to a 10% participation in current share capital. At no point may the acquired shares, together with other own shares owned by the company or attributable to the company under Articles 71 a et seq. AktG (German Stock Corporation Act), constitute more than 10% of the share capital. The time limit applies only to acquiring – and not holding – the shares.
- (2) The shares be acquired via the stock exchange. The transaction value per share (excluding ancillary acquisition costs) for acquisition of such shares may not exceed the average closing price of the shares on the Frankfurt Stock Exchange, as traded on XETRA (or a comparable successor system) on the five preceding stock exchange trading days, by more than 10% or fall short of this amount by more than 10%.
- (3) The Board of Management be authorized to use shares acquired on the basis of this authorization or an authorization granted at an earlier time as follows:
 - (a) All or part of the shares may be withdrawn from circulation without such withdrawal or its execution requiring a further resolution at the Annual General Meeting.
 - (b) The shares may also be sold in a manner other than via the stock exchange or by means of an offer to all shareholders, in order to offer shares in the company to third parties in the context of

combinations with companies or acquisition of companies, parts of companies or shareholdings in companies.

- (c) Furthermore, the shares may be sold in a manner other than via the stock exchange or an offer to all shareholders if the shares are sold in exchange for cash at a price that at the time of selling does not fall significantly short of the stock market price for shares in the company carrying the same terms.
- (4) The shareholder's subscription right be excluded, provided that own shares acquired by the company are used in accordance with the above authorization under points (3) (b) and (c).
- (5) The authorization may be exercised in whole or in partial amounts, on one or more occasions, in pursuit of one or more of the aforementioned objectives.

Board of Management report on exclusion of the subscription right in agenda item 5 in accordance with Article 71, Paragraph 1, Number 8 AktG in conjunction with Article 186, Paragraph 4, second sentence AktG.

In this year's Annual General Meeting, arnet AG is to be authorized to acquire its own shares. Such shares will be purchased via the stock exchange.

Own shares thus acquired may be used for all legal purposes and in particular for the following:

The proposal for a resolution includes authorization to sell the acquired own shares in a manner other than via the stock exchange in exchange for cash under exclusion of the subscription right. The prerequisite for this is that the shares are sold at a price that at the time of selling does not fall significantly short of the stock market price for shares in the company carrying the same terms. This authorization makes use of the power granted under Article 71, Paragraph 1, Number 8 AktG, in the same manner described under Article 186, Paragraph 3, fourth sentence AktG, to exclude the subscription right. In order to avoid dilution of shareholders, the shares may only be sold at a price that at the time of selling does not fall significantly short of the stock market price for shares in the company

carrying the same terms. The discount in relation to the stock market price at the time of exercising the authorization shall not amount to more than 5% of the stock market price on which it is to be based. The authorization is in the company's interest, as it provides it with greater flexibility. In particular, it enables it to sell shares to business partners.

Own shares may also be sold under exclusion of the subscription right of shareholders in order to offer shares in the company to third parties in the context of business combinations and the acquisition of companies, parts of companies or shareholdings in companies. In this regard, it must be possible to transfer shares in the company to the seller as consideration. Many owners of successful companies are no longer prepared to sell their companies if they do not receive a stake in the purchaser. This aim, which will make it easier for the company to realize its overall business objectives, now and in the future, can only be achieved through exclusion of the subscription right.

The transaction value envisaged for acquisition of the shares may not exceed the average closing price of the shares on the Frankfurt Stock Exchange, as traded on XETRA (or a comparable successor system) on the five preceding stock exchange trading days, by more than 10% or fall short of this amount by more than 10%. The transaction value is based on the market price and thus on the actual value of the shares. This is intended to prevent dilution of the asset value of the shares held by the shareholders. At the same time, the company will be granted the power to respond flexibly to market conditions by means of deviation from the market price of up to 10%.

Conditions of attendance

Of the 5,631,067 company shares issued, at the time of convening of this Annual General Meeting 5,552,986 shares carry voting rights and the right to participate. Each share grants one vote in the Annual General Meeting. Therefore, at the time of convening of this Annual General Meeting 5,552,986 voting rights exist. Voting rights cannot be exercised for the 78,081 own shares held by the company at the date of convening of this Annual General Meeting.

Only those shareholders who have produced evidence to the company of their share ownership – by way of special documentary proof issued by an institution permitted to hold

securities in safekeeping – are entitled to attend the Annual General Meeting and exercise their right to vote. The documentary proof must be in German or English and must relate to the **beginning of June 18, 2008**. It must be received by the company at the following address by **July 2, 2008** at the latest:

artnet AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich

Applications and voting proposals from shareholders under Articles 126 and 127 AktG are to be sent to the following address:

artnet AG
Mauerstr. 83/84
10117 Berlin
Fax: +49 (0) 30 20 91 78 29

The right to vote in the Annual General Meeting can also be exercised by a proxy, e.g. by a bank or an association of shareholders.

Shareholders in our company can authorize a proxy nominated by the company to exercise their right to vote. The authorization of proxy voters must be given in writing and contain instructions on each item of the agenda. The original version of this authority to act and the instructions must be received no later than the end of July 7, 2008 by artnet AG (marked "Proxy voter"), Mauerstr. 83/84, 10117 Berlin. A form for granting proxy and issuing instructions which includes further notes and conditions with regard to proxy voting is available to shareholders for download at internet address <http://www.artnet.com> > Investor Relations > Shareholder Meeting or may be requested by calling telephone number +49 (0) 89 21027-222 from Monday to Friday between 9.00 am and 5.00 pm. In the case of the authorization of one of the proxy voters nominated by the company, proof of the share ownership must also be received within the specified time in accordance with the above conditions.

Berlin, May 2008

artnet AG
The Board of Management