



**Apax Partners supports the growth strategy of D+S Europe AG
as its new core shareholder**

- Funds advised by Apax Partners have offered D+S Europe AG shareholders €13.00 per share in a Voluntary Public Tender Offer (in accordance with section 29 WpÜG)
- Following the signing of a capital increase and shares secured through SPA and irrevocable undertakings, funds advised by Apax Partners will hold a total of 27% of the diluted share capital
- The Management Board of D+S Europe AG supports the transaction on the basis of an Investment Agreement

München/Hamburg 15th of April, 2008 – Pyramus S.à.r.l., a company based in Luxembourg and controlled by funds advised by Apax Partners Worldwide LLP, today announced, pursuant to section 10 WpÜG, that it intends to offer the shareholders in D+S Europe AG €13.00 per share in a Voluntary Public Tender Offer pursuant to section 29 WpÜG. D+S Europe AG is a company with more than 5,600 employees that holds leading positions in full-service e-commerce solutions and customer contact management. The offer is entirely equity financed and will not have a minimum acceptance threshold.

Pyramus S.à.r.l. has signed a capital increase of 3,271,000 shares, which corresponds to 8.71% of the undiluted share capital of D+S Europe AG. The share capital following this capital increase amounts to €40,842,941. The capital increase is executed out of authorized capital under the exclusion of existing shareholders' pre-emption rights at an offer price of €13.00 per share.

In addition, Pyramus S.à.r.l. has entered into SPAs and irrevocable undertakings to accept the offer, respectively, with a number of large institutional shareholders of D+S Europe AG including the AvW Group, TOCOS Beteiligungsgesellschaft, and ASP Holding, a company connected to the Management Board member Sven Heyrowsky. As a result, it has secured 27% of the share capital post capital increase.

Pyramus S.à r.l. is making a Voluntary Public Tender Offer without a minimum acceptance threshold to the free-float shareholders on the same terms as were offered to, and accepted by the large block-holders. The offer is €13.00 per share and corresponds to a 44% premium versus the three months volume weighted average price (source: Bloomberg) prior to the announcement of the offer. Irrespective of the acceptance level, it is the intention of Apax Partners to leave D+S Europe AG as a listed entity.

The completion of the transaction should, according to the Investment Agreement, be subject only to cartel clearance of the transaction i.e. not subject to any minimum threshold or any other precedent conditions. The offer is completely financed by Apax Europe VII's equity.

Dipl.-Ing. Achim Plate, CEO of D+S europe AG commented:

"We are happy that we have found in Apax a partner and long-term oriented investor that supports and secures our future growth strategy. D+S europe AG will benefit from the strong financial resources of Apax, its extensive international network, and its long experience in the consumer, technology and telecommunication industries. In particular, financial support from a partner such as Apax is of enormous significance in the current difficult financial environment. This deal will allow the Management Team to concentrate their energy on the operative challenges and the resulting opportunities."

Dr. Christian Näther, Partner at Apax Partners commented:

"Apax Europe VII is investing in a company that during the past years has developed very positively and with a strong management team. The management has our full confidence and Apax will support the continuation of the current growth strategy.

Hamburg will remain the headquarters from where the highly motivated team of D+S europe AG will continue to lead the future growth of the company. Apax Europe VII will finance the entire transaction out of equity, and thus does not rely on any debt financing. The shares of D+S europe AG will continue to be publicly traded. All parts of the transactions continue to be subject to clearance by the competent authorities."

About Apax Partners

Apax Partners is one of the world's leading private equity investment groups. It operates across the United States, Europe, Israel and Asia and has more than 30 years of investing experience. Funds advised by Apax Partners total \$35 billion around the world. These Funds provide long-term equity financing to build and strengthen world-class companies. Apax Partners Funds invest in companies across its global sectors of Tech & Telecom, Retail & Consumer, Media, Healthcare and Financial & Business Services. For more information visit: www.apax.com.

About D+S europe

With over 5,600 employees internationally D+S europe AG is the leading solutions provider for comprehensive e-commerce and customer contact management. Regardless of the communication channel, whether via fixed or mobile network, Internet, TV or in writing, D+S europe AG manages the contacts of internationally leading enterprises with millions of private customers. For renowned brand manufacturers D+S Europe AG operates online shops and their Europe-wide e-commerce business. D+S europe AG's share is listed in Prime Standard and SDAX. For further information please refer to www.dseurope.ag.

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