

OPEN Business Club AG
Hamburg

- Securities Identification Number XNG888 -
- ISIN DE000XNG8888 -

**Invitation to the
Annual General Meeting**

We hereby invite our shareholders to the

Annual General Meeting,

which will be held on Wednesday, 13 June 2007, at 10 a.m.

in Tagungszentrum der MesseHalle Hamburg-Schnelsen,
Haus A, Erdgeschoss
Modering 1a,
22457 Hamburg.

Agenda

- 1. Presentation of the annual financial statement and the approved consolidated financial statement of OPEN Business Club AG, the management report and the group management report to the consolidated financial statement of OPEN Business Club AG for the short financial year 2006, the report of the Supervisory Board as well as the report of the Management Board regarding the information pursuant to § 286 (4) and § 315 (4) of the German Commercial Code**

These documents can be inspected from the time of convocation of the Annual General Meeting onwards during general business hours at the premises of OPEN Business AG, Gänsemarkt 43, 20354 Hamburg. Upon request, every shareholder may obtain immediately a free copy of the documents. The documents are also published on the internet at www.xing.com from the time of convocation onwards and will be presented for inspection at the Annual General Meeting.

- 2. Resolution on the ratification of the acts of the members of the Management Board in the short financial year 2006**

The Supervisory Board and the Management Board propose the ratification of the acts of the members of the Management Board for the short financial year 2006.

- 3. Resolution on the ratification of the acts of the members of the Supervisory Board in the short financial year 2006**

The Supervisory Board and the Management Board propose the ratification of the acts of the members of the Supervisory Board for the short financial year 2006.

- 4. Election of the auditor for the financial year 2007**

The Supervisory Board proposes the appointment of Ernst & Young AG, Wirtschaftsprüfungsgesellschaft, Hamburg, as auditors for the annual financial statement and the consolidated financial statement of OPEN Business Club AG for the financial year 2007.

5. Resolution on the change of the company name and the amendment to § 1.1 of the articles of association

The Management Board and the Supervisory Board propose to resolve:

- a) The name of the company will be changed into XING AG.
- b) § 1.1 of the articles of association will be rewritten as follows:

„The name of the Company is: XING AG.“

6. Resolution on an amendment to § 4 of the articles of association (Notices) in accordance with the Act for the Implementation of the EU Transparency Directive (Transparenzrichtlinie-Umsetzungsgesetz)

According to the Act for the Implementation of the EU Transparency Directive (Transparenzrichtlinie-Umsetzungsgesetz (TUG)), which came into effect on 20 January 2007, the transmission of information to shareholders via data telecommunication is, inter alia, subject to the approval of the Annual General Meeting, even if a shareholder has expressly approved of this form of transmission of information. Section 4 of the articles of association shall be supplemented accordingly in order to ensure that the company will have the possibility to transmit information to shareholders by way of data telecommunication in the future.

The Management Board and Supervisory Board propose to resolve:

To the heading “Notices” in § 4 of the articles of association will be added “*and Information*”.

The previous first sentence of § 4 of the articles of association becomes paragraph § 4.1 and the following new paragraph § 4.2 will be added to § 4 of the articles of association:

„4.2 The Company may transmit information to holders of admitted securities also via data telecommunication in line with statutory regulations.“

7. Resolution on an amendment to §12 of the articles of association to increase the Supervisory Board's remuneration

The remuneration of the Supervisory Board shall be increased in line with the advanced duties and responsibilities of a company listed in the Prime Standard segment on the Frankfurt Stock Exchange. Furthermore the additional expenses incurred by committee activities shall be adequately reimbursed.

The Management Board and the Supervisory Board propose to resolve:

§ 12.1 and § 12.2 of the articles of association will be rewritten as follows:

- „12.1 The members of the supervisory board obtain a remuneration of € 2,000 per meeting day for their participation in each supervisory board meeting. The members of committees of the supervisory board additionally obtain a remuneration of € 1,000 per day for the participation in each committee meeting.*
- 12.2 The chairman of the supervisory board receives aberrant § 12.1 first sentence a remuneration of twice the amount of the remuneration for the participation in a supervisory board meeting. The chairman of a committee receives aberrant §12.1 (2) a remuneration of three times the amount of the remuneration for the participation in a committee meeting. The total remuneration of a supervisory board member for the participation in supervisory board and committee meetings must not exceed € 75,000 per financial year each. For the chairman of the supervisory board or a committee the total remuneration may not exceed twice this amount per financial year.“*

The rephrased provisions of the articles of association regarding the remuneration of the members of the Supervisory Board will be applied for the first time to determine the remuneration of the Supervisory Board members for the entire financial year 2007.

Attendance at the Annual General Meeting

Pursuant to § 14.3 of the articles of association, only those shareholders are entitled to attend the Annual General Meeting and to exercise their voting right who are registered as shareholders in the company's share register and have registered their shares such that their registration has been received by the company at the latest on the seventh day prior to the Annual General Meeting, in other words at the latest by Wednesday, 6 June 2007, 12 p.m (receipt of registration). Shareholders can register either in writing, by telefax or by email to the following address:

OPEN Business Club AG
c/o Haubrok Corporate Events GmbH
Widenmayerstraße 32
80538 München
Fax: +49-89-21027-288
Mail to: namensaktien@xing.com

If a financial institution is entered in the share register, this financial institution may exercise the voting right only on the basis of a shareholder authorization.

During the preparation of the Annual General Meeting any changes of registration in the company's share register after 6 June 2007 may not be accepted due to reasons of technical processing.

Voting right proxy

Shareholders who are entered in the share register and do not wish to attend the Annual General Meeting in person may have their voting right exercised on the basis of an authorization by a proxy, such as a financial institution, a shareholders' association or another person of their choice. Unless the proxy is not a financial institution, a shareholders' association or a person named in § 135 of the Stock Corporation Act, a written authorization is required to exercise the voting right. The proxy statements have been sent to the shareholders together with the registration form and the invitation to the Annual General Meeting and they will also be included in the entry cards which will be sent to you in due form and time.

Exercise of a voting right by a proxy representative of the company

As a service we offer our shareholders the opportunity to be represented at the Annual General Meeting by a proxy representative of the company in accordance with the instructions received from the shareholder. In this case the authorization can be transmitted in writing or by email. The proxy representatives may only exercise the voting rights of the shareholders if there is an express instruction relating to the individual agenda items. A proxy statement and an instruction form as well as further details are included in the documentation which has been sent out to the shareholders together with the invitation.

Counter motions and proportions

Counter motions and proportions by shareholders within the meaning of §§126, 127 of the Stock Corporation Act are to be addressed exclusively in writing, by fax or by email to OPEN Business Club AG.

Counter motions and proportions by shareholders which are received at the above address at the latest two weeks prior to the Annual General Meeting will be published on the internet on www.xing.com in consideration of §§ 126, 127 of the Stock Corporation Act. Possible statements of the management regarding the counter motions and proportions will be published under the same internet address.

Total shares and voting rights at the time of the convocation of the Annual General Meeting

At the time of convocation of the Annual General Meeting the share capital of the company amounts to € 5,201,700.00 and is divided into 5,201,700 shares with no par value. Each share grants a vote so that the total number of voting rights amounts to 5,201,700 at the time of the convocation of the Annual General Meeting.

Address of the company

OPEN Business Club AG
Gänsemarkt 43
20354 Hamburg
Telefax: +49-40-419131-11
E-Mail: hv@xing.com
Internet: www.xing.com

Hamburg, May 2007

OPEN Business Club AG
Management Board

The following financial institutes belong to a consortium that within the last five years carried out the company's last securities issue:

Deutsche Bank AG, Frankfurt am Main
Lehman Brothers International (Europe), London
Landesbank Baden-Württemberg, Stuttgart