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Information Highway and Connecta announce intention to merge to form one of Europe's leading internet consultancies

The Boards of Directors of Connecta and Information Highway have agreed to recommend to their shareholders that the two companies merge on equal terms. The merger will create one of Europe's leading internet consulting firms and establish a platform for further, rapid international expansion. Today, the combined entity employs approximately 1,200 people with the aim of increasing the workforce to 2,000 by year-end.

- The combined company will become a full service provider to larger companies and institutions offering the complete range of internet services, from strategy and design to technology implementation.
- The merger will be effected through a public offer for Connecta by Information Highway. 3.37 new shares in Information Highway will be offered for each share of Connecta. Holders of warrants over Connecta shares will be offered 10 new shares in Information Highway for every 3 warrants. In addition, 10 new shares in Information Highway will be offered for every SEK61.23 of nominal value of Connecta's convertible debenture.
- After completion of the merger, shareholders in Information Highway will own 49 percent and shareholders in Connecta 51 percent of the combined entity on a fully diluted basis.

Deal rationale in summary

- The management of Connecta and Information Highway share the same visions and goals on how to help their clients develop competitive strategic solutions for the new economy.
- Connecta and Information Highway have similar organisational structures and cultures which should enable a rapid and smooth integration process.
- The combined management team is strong. Information Highway's management has proven expertise in international industrial operations and acquisition integration whereas Connecta's management has strong expertise in high-end strategic internet consulting.
- Both Connecta and Information Highway have a strong focus on profitability, high growth and superior quality standards.
- Information Highway's strong technical expertise in areas such as wireless and Linux together with its business consulting practice will complement Connecta's expertise in strategic business development within the areas of internet and e-commerce. The combined company will be able to offer its clients a complete service offering ranging from strategic internet consulting and design to technical implementation.

- The combined company will have a strong focus on internet strategy with over 160 experienced consultants offering clients advice on the impact of the internet and e-commerce on their overall corporate strategy.
- The client bases of the two companies are highly complementary.
- The strength and scale of the combined company will enable a faster international expansion and an ability to offer multinational companies larger project solutions on an international basis. Today, Connecta has a presence in Sweden and has signed a letter of intent to purchase Albatros Network A/S in Denmark. Besides its presence in Sweden, Information Highway also has operations in Norway, Denmark, Finland and the United Kingdom.
- Within Sweden, the geographic presence of Connecta and Information Highway is highly complementary. Connecta has a strong presence in Stockholm whereas Information Highway has offices in all major cities in Sweden, ranging from Umeå in the North to Malmö and the Öresund region in the South.

Comments

From the CEO of Connecta, Christer Jacobsson:

“We are making an aggressive move. The two companies are rapidly expanding internet consultancies with similar visions and cultures and a strategic focus on strong growth combined with a good level of profitability. In addition, we both have a focus on offering our clients superior quality solutions. The two companies have complementary strengths in terms of the existing geographical presence, existing client base and competence. Together we will have the critical mass necessary to offer international clients a competitive service offering on a pan European basis.”

From the CEO of Information Highway, Göran Wågström:

“We complement each other perfectly and the merger is a major strategic move to position us for the future. This merger makes us a market leader in Europe and provides a strong and powerful Nordic platform for further international expansion. Together we will be able to provide our clients with a complete service offering for the new economy. This service offering combines deep understanding of different sectors with strategic expertise, cutting-edge technical competence and the ability to deliver effective solutions of high quality. “

Board of Directors and Management

The composition of the Board of Directors and the management team will reflect the ownership structure of the combined group. A new Board will be proposed at an extraordinary shareholders’ meeting after the completion of the offer.

The CEO of Connecta, Christer Jacobsson, will be proposed as Executive Chairman of the Board of Directors. Göran Wågström, CEO of Information Highway, will be proposed as CEO of the new combined group and as a member of the Board.

Other persons proposed for the Board include Anders G. Carlberg, currently Chairman of Connecta, and Lars Irstad, currently Chairman of Information Highway. Additional Board members will be appointed to include members of the Boards of both companies.

The offer in summary

Information Highway and Connecta have signed a merger agreement according to which the merger will be implemented through a public offer for Connecta by Information Highway. It is intended that the merger will be accounted for using the pooling method as a result of which no additional goodwill will be created. The name of the combined group is yet to be decided.

The offer from Information Highway will be made on the following basis:

- 3.37 new shares in Information Highway for each share in Connecta;
- 10 new shares in Information Highway for every 3 warrants in Connecta; and
- 10 new shares in Information Highway for every SEK61.23 nominal value of convertible debentures.

The offer will extend to both A and B shares in Connecta on an equal basis. The new shares in Information Highway will confer the right to receive dividends in respect of the financial year 2000.

Fractions of shares will be aggregated and sold by E. Öhman J:or Fondkommission AB on behalf of shareholders.

There will be no commission charges incurred in connection with acceptance of the offer.

Assuming all shareholders accept the offer, Information Highway will issue 57.0 million new shares to the shareholders of Connecta. Assuming all holders of warrants and the convertible debenture also accept the offer, an additional 7.2 million of new shares in Information Highway will be issued. Following the offer, the current shareholders in Information Highway will own 49 percent of the combined entity and shareholders in Connecta the remaining 51 percent on a fully diluted basis.

Christer Jacobsson will be the single largest shareholder in the combined entity with a shareholding of approximately 12.1 percent on a fully diluted basis.

Based on the closing share prices on February 22, 2000, the day before the suspension of trading in the shares, the combined market capitalisation of the two companies was SEK 13.5 billion on a fully diluted basis.

Conditions of the offer

The offer from Information Highway will be subject to the following conditions:

- that the offer is accepted by shareholders in Connecta representing more than 90 percent of the total number of shares and votes on a fully diluted basis. Information Highway does however reserve the right to waive this condition;
- that the shareholders' meeting of Information Highway approves the new issue of shares in accordance with the terms of the merger agreement; and
- that the offer, prior to its completion, is not rendered totally or partially impossible nor is significantly impeded as a result of legislation, legal measures, decision by a public authority or a comparable development in Sweden or abroad, or of any other circumstances that are beyond the control of the two companies.

The prospectus which will be published in connection with the offer will, inter alia, contain more detailed information on the terms and conditions of the offer.

Information Highway currently does not own any shares, warrants or convertible debentures in Connecta.

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Undertakings by shareholders

Christer Jacobsson, Nosibro Holding BV, Skandia Investment KB, Connecta Intressenter AB, Rolf Thorsell, Johan Ek and Johan Wieslander have undertaken to accept the offer in respect of their entire beneficial holdings of shares, warrants and convertible debentures in Connecta. In aggregate these shareholders control 85.2 percent of the votes and 59.9 percent of the capital of Connecta.

Nordic IT Investor Provider BV and BT Baltrade BV, which control shares amounting to approximately 10 percent of the share capital of Information Highway, support the merger and have undertaken to vote in favour of the resolutions to be put to the general shareholders' meeting of Information Highway in order to effect the merger.

Proforma financials

For the year ended December 1999, Information Highway recorded net sales of SEK213.8 million and operating profit before goodwill amortisation of SEK20.3 million. For the 12 months ended October 1999, Connecta recorded net sales of SEK305.4 million and operating profit before goodwill amortisation of SEK43.6 million.

Taking into account the rapidly growing demand for both companies' services, it is expected that sales and operating profit will develop positively.

A proforma balance sheet for the new group has been constructed using figures as at December 31, 1999 for Information Highway and figures as at October 31, 1999 for Connecta. This shows a balance sheet total for the new group, including the pending rights issue in Information Highway of SEK691 million, of SEK1.3 billion. The equity ratio equals 83 percent and cash amounts to approximately SEK800 million.

More detailed financial information will be provided in the prospectus.

Preliminary timetable

It is expected that the prospectus for the offer will be released during April. The acceptance period will commence shortly after the release of the prospectus. More detailed information on the timetable for the offer will follow later.

Impact on Information Highway's Rights Issue

Information Highway's pending rights issue will not be affected by the proposed merger. Accordingly, the rights issue will be carried out pursuant to the timetable published in the prospectus for the rights issue. The proceeds from the rights issue will be used as disclosed in the prospectus. After the rights issue the combined company will have a strong financial position, creating greater flexibility for its continued rapid expansion. Due to the proposed merger, a supplement to the prospectus for the rights issue will be published shortly by advertisement in Svenska Dagbladet.

Financial advisers

Connecta is being advised by Deutsche Bank, and Information Highway by E. Öhman J:or Fondkommission AB

Press conference

Additional information on the proposed merger will be provided at a press conference scheduled for 10:00 am on February 24, 2000 at IVA's conference centre (Ingenjörsvetenskapsakademin), Wallenbergsalen, Grev Turegatan 16, Stockholm, Sweden (<http://www.iva.se/konferens.html>).

The press conference will be broadcast on the following website:

<http://www.kamera.com/cih/start.htm>

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Connecta AB (publ.)

Information Highway AB (publ.)

This press release has been issued in Swedish and English versions. In case of any differences, the Swedish version shall prevail.

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About Connecta [www.connecta.se]

Connecta AB is an Internet consulting enterprise active in Internet business development. The company provides services through Strategy, Internet and Human Resource Management practice areas. With its total concepts, Connecta is able to serve as a full-range provider to major corporations and non-profit organisations, offering consulting services that consolidate clients' capacity to do business in the new, digital economy. Connecta was incorporated in 1993, and currently has around 520 employees. Acquisitions in Denmark will mean headcount increasing to 580. The Connecta share is quoted on The Stockholm Stock Exchange O-list. Christer Jacobsson is Connecta's CEO. Connecta provides solutions for clients including SEB, Skandia, Ericsson, Folksam, Volkswagen and Thompson (Fritidsresor).

About Information Highway [www.infohwy.se]

Information Highway assists companies in exploiting the business opportunities presented by the new network economy, consolidating client competitiveness, making them successful in the digital arena by providing Internet-based solutions characterised by business expertise, creativity and leading-edge technology skills, essentially offering "a safe ride to The New Economy". Information Highway was founded in 1994 and currently employs over 540 people in its Business, Interactive and Technology Consulting practice areas at ten locations in Sweden and in Norway, Denmark, Finland and the UK. The share is quoted on the OM Stockholm Stock Exchange (XSSE), ticker IHVY. Göran Wågström is Information Highway's CEO. Information Highway has a client base of about 300 businesses, and provides solutions for ABB, Ericsson, Telia, ATG, Fondex, SAS, Stadium, SMHI and Locus Medicus.