

## PRESS RELEASE

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# Board of Directors unanimously recommends shareholders to approve takeover offer from Check Point Software Technologies

**STOCKHOLM, Sweden – November 20, 2006** – Statement from the Board of Directors of Protect Data AB (publ) in relation to the Offer by Check Point Software Technologies Ltd for the shares and warrants of Protect Data AB (publ).

## Background

This statement is issued by the Board of Directors of Protect Data AB (publ) ("Protect Data") pursuant to Item II.14 of the Stockholm Stock Exchange Rules concerning Public Offers for the Acquisition of Shares (2006-07-01).

C.P.S.T. Sweden Holdings AB (Check Point Holdings), a wholly owned subsidiary of Check Point Software Technologies Ltd ("Check Point"), has on 20 November 2006 announced a public offer to acquire the entire share capital of Protect Data (the "Offer"). According to the Offer, Protect Data's shareholders and warrant holders are being offered to tender their shares and warrants to Check Point Holdings for a consideration in cash of SEK 180 for each share in Protect Data (the "Shares"), SEK 236 per warrant for every warrant 2005/2008 and SEK 85 per warrant for every warrant 2006/2009 issued by Protect Data (the "Offer Price"). The Offer does not include warrants issued in relation to Protect Data's stock option programs 2003/2008, 2005/2011 and 2006/2012.

"After an evaluation process of the strategic alternatives for the company, both our Board of Directors and I believe this opportunity represents the best strategy for Protect Data, its customers, shareholders and employees," said Martin Bjäringer, Chairman of the Board, Protect Data AB.

## The Offer Price represents:

- a premium of 39.5 per cent to the average closing price of SEK 129 per Share during the last 90 business days prior to announcement of the Offer;
- a premium of 9.4 per cent to the average closing price of SEK 165 per Share during the last 30 business days prior to announcement of the Offer;
- a premium of 2.6 per cent to the closing price of SEK 175.50 per Share on 17 November 2006, the last business day prior to announcement of the Offer.

According to the Offer, the acceptance period is expected to commence on or around 27 November 2006. The Offer is, among other conditions, conditional upon being accepted to such an extent that

Check Point Holdings becomes the owner of more than 90 percent of the total number of Shares. Monterro Holding Ltd ("Monterro") is the largest owner in Protect Data with approximately 10.46 percent of the Shares and the votes at the announcement of the Offer. Monterro has undertaken, subject to certain conditions, to tender its shares to Check Point Holdings upon completion of the Offer.

For further details about the Offer, we refer to Check Point's announcement of the Offer.

The Board of Directors of Protect Data has allowed a limited due diligence prior to the announcement of the Offer.

### **The recommendation by the board of directors**

The Board of Directors has based its recommendation on an assessment of factors that the Board of Directors has deemed relevant in relation to the Offer, including, but not limited to assumptions regarding Protect Data's businesses and financials.

The Chairman Martin Bjäringer, the vice Chairman Carl Rosvall and the co-opted Director Thomas Bill has, due to a potential conflict of interest, not participated in the board's decision to recommend the Offer. The above persons are shareholders in Monterro that has, subject to certain conditions, undertaken to tender its shares in the Offer. In Messrs Bjäringer's and Rosvall's absence Jonas Fredriksson has been appointed Chairman of the Board for the purpose of the board's recommendation of the Offer.

Peter Larsson, CEO of Protect Data, said:

"By combining with Check Point, which is a leading international IT security player, Protect Data will get access to a larger network of distributors and partners, which will facilitate an even stronger international growth than today's strong organic growth. This will enable Protect Data and Check Point to better exploit the market potential of Protect Data's market leading product suite within mobile data protection. Furthermore, Check Point's and Protect Data's software products will complement each other with no overlap. For our employees this deal provides an opportunity to extend their expertise and develop as part of a growing and dynamic enterprise."

Jonas Fredriksson, acting Chairman of Protect Data's Board of Directors, said:

"After evaluating the Offer and ongoing overviews of the market environment it is the Board's assessment that the transaction is in the shareholders' best interest. In addition, we have received a fairness opinion. Therefore, the Board unanimously recommends the shareholders and warrant holders to accept this Offer. By combining with Check Point, Protect Data will get the opportunity to increase its already high and strong growth by getting access to Check Point's sales channels and also to provide its customers with a more complete offer."

Protect Data's Board of Directors was assisted in evaluating the Offer by certain financial and other advisors. The advisors to the Board of Directors have been Jefferies Broadview, a division of Jefferies International Ltd ("Jefferies Broadview"), and Setterwalls Advokatbyrå AB. Jefferies Broadview has delivered a fairness opinion (the "Fairness Opinion") to the Board of Directors of Protect Data to the effect that, as of the date thereof and based upon and subject to the assumptions, considerations, qualifications, factors and limitations set forth therein, the offered price per share is fair, from a financial point of view, to the shareholders of Protect Data. The full text of the written Fairness Opinion of Jefferies Broadview will be published in the offer document issued by Check Point Holdings in connection with the Offer. The full text of the Fairness Opinion prevails over any summary set out in this announcement. The Fairness Opinion should be read in its entirety and does not constitute a recommendation for holders of Shares to tender their Shares in the Offer.

Based on the above, the Board of Directors recommends Protect Data's shareholders and warrant holders to accept the Offer.

This statement shall in all respects be governed by and construed in accordance with Swedish law. Any dispute arising out of or in connection with this statement shall be settled exclusively by Swedish courts.

Protect Data AB (publ) Board of Directors

**For further information, please contact:**

Jonas Fredriksson, Tel. 0708-72 50 97 in relation to the Board's recommendation, and for other matters Martin Bjäringer, Chairman, Protect Data, Tel. +46 8-459 54 00, +46 704-23 59 04 or Peter Larsson, CEO, Protect Data, Tel. +46 459 54 00.

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**About Protect Data**

Protect Data, through its wholly owned Pointsec subsidiary, is the worldwide de facto standard for mobile device security – with the most customers deployed, highest level of certification and more complete device coverage than any other company. The company is also a leader in the Nordic Digital Identity market, based on products for securing business transactions on the Internet. Protect Data AB was founded in 1988 and is listed on the Stockholm Stock Exchange (PROT) since 1997. The company has operations in 14 countries, and is represented through partners on all continents. For further information, please visit [www.protectdata.com](http://www.protectdata.com) or [www.pointsec.com](http://www.pointsec.com).