



PRESS RELEASE 2001-11-20

Eniro makes cash offer for SOL – becomes the largest in search services in the Nordic region

Eniro AB (publ) (“ENIRO” or “the Company”) today makes a cash offer (“the Offer”) to the shareholders of the largest portal network in the Nordic region, Scandinavia Online AB (publ) (“SOL”). By the acquisition of SOL, Eniro becomes the leading directory and search company in the Nordic region, both offline and online.

Press conference today Tuesday at 10.30 CET at Operaterassen in Stockholm and at 3 CET in Oslo at Gjerdrums vei 11
Telephone conference at 10.30 CET on +46-8-500 525 41

- **Eniro offers SEK 11.50 in cash for each share.** The Offer represents a premium of approximately 44 percent in relation to the last closing price of the SOL share on the Stockholm Stock Exchange during the last trading day prior to the announcement of the Offer.
- **The Board of SOL unanimously recommends the shareholders to accept the Offer from Eniro.**
- **The main shareholders accept.** Shareholders representing 75.9 percent of the shares and votes in SOL have undertaken to irrevocably accept Eniro’s Offer.
- **Acceptance period.** The acceptance period is expected to last from November 26 through December 14 2001.

This press release may not be distributed to or within the US, Canada, Australia and Japan or in any other country in which distribution conflicts with the regulations of such country or requires additional measures than those stipulated under Swedish law. No offer is being made to persons whose participation in the Offer requires an additional prospectus, registration or other measures than those required under Swedish law.

The acquisition of SOL is in line with Eniro's overall strategy to become Europe's leading directory service company, for both offline and online services.

"Eniro and SOL are a perfect fit. With a market share of 50 percent of the Swedish Internet advertising market, we have a proven model for generating online revenues. SOL holds the leading user position in the Nordic region and they are particularly strong within enquiries and search services. As one company we can combine our successful sales- and marketing efforts with SOL's usage positions", says Lars Guldstrand, President and CEO of Eniro. "When evaluating SOL, we have also taken into account the cash holding of the company and the value of the tax losses that we can utilize as well as their state-of-the art technical platform."

In summary, through the acquisition, Eniro will achieve:

- Unrivalled market positions in the Nordic region for search and directory services
- In total, an aggregated user base in excess of 5 million users to be compared to Eniro's user base of close to 0.7 million unique visitors in the Nordic region today
- A strong online position in Norway, a country in which Eniro has no presence today
- The centrally hosted state-of-the-art technical platform which today serves a number of countries, and the possibility to shift all the Group's online services onto this platform

The acquisition

- will be followed by organizational restructurings that will be concluded during 2002
- is EBITDA accretive from Q4 2002 and will lead to a total negative impact on EBITDA for the full year 2002 amounting to 20 MSEK
- is EBITDA accretive already for the full year 2002 excluding the costs of operating dual technical platforms

For more information:

Lars Guldstrand, CEO and President Eniro AB, +46-8 634 70 01, +46 70 528 81 81

Mats Eklund, Senior Vice President, Market & Business Development Eniro AB, +46 8 634 70 20
+46 70 206 18 44

Anna-Carin Gripwall, Head of Corporate Communications Eniro AB, +46 8 634 70 04, +46 70 349
30 64

This press release may not be distributed to or within the US, Canada, Australia and Japan or in any other country in which distribution conflicts with the regulations of such country or requires additional measures than those stipulated under Swedish law. No offer is being made to persons whose participation in the Offer requires an additional prospectus, registration or other measures than those required under Swedish law.

Background and motives for the Offer

By acquiring SOL, Eniro strengthens its Nordic online market position considerably. SOL complements in large part Eniro's own online services with SOL's frequently used search services in combination with their geographical presence.

A combination of SOL's and Eniro's online services creates a very strong portal/search function in the Nordic region. Eniro intends through the acquisition to develop and strengthen existing search services by benefiting from SOL's strong brands and high usage frequency. SOL also has a complementary service offering, which serves an important component in maintaining a high level of usage.

Eniro has already a strong position regarding Internet advertising with a market share in Sweden of 50 percent.¹ Eniro has a well-documented successful market penetration model, sales operation and a long standing dialogue with its customers.

Together, Eniro and SOL will hold an unparalleled position in the Nordic region, in particular on the Norwegian and Swedish markets. Eniro intends to integrate SOL's operations in Sweden, Norway, Denmark and Finland with existing operations within Eniro. Through the acquisition of SOL, Eniro's customer base increases nearly 7 times from today's level of 0.7 million unique visitors.²

Eniro's online operations will during 2002 be implemented on SOL's advanced technological platform and can thus be operated at a substantially lower cost base. The transfer to SOL's well functioning technological platform appears to be beneficial compared to an in-house development associated with cost- and time related risks. After the initial transfer of the Nordic operations, Eniro's other operations will also be transferred to the new technological platform with additional synergies as a result.

SOL holds a cash balance of approximately SEK 395 million and substantial loss carry forwards that will be of use to Eniro. Eniro expects to be able to utilize the majority of these losses, resulting in lowered taxes of SEK 160 million in 2002. Taking the company's cash balance, tax losses and the calculated restructuring costs into consideration, the net acquisition cost for the business for Eniro is approximately SEK 140 million.

The acquisition is expected to generate a positive EBITDA as well as a positive cash flow contribution from the fourth quarter, 2002 and onwards. However, the acquisition will have negative effect on EBITDA for the full financial year 2002 of SEK 20 million. The costs for operating two technological platforms excluded, the acquisition will have a positive effect on EBITDA level as early as 2002.

¹ Source: IMR, Institutet för Reklam- och Mediastatistik, 2001

² Source: Jupiter MMXI for Sweden, Gallup/Red Measure for Denmark and Taloustikimous for Finland, October, 2001
This press release may not be distributed to or within the US, Canada, Australia and Japan or in any other country in which distribution conflicts with the regulations of such country or requires additional measures than those stipulated under Swedish law. No offer is being made to persons whose participation in the Offer requires an additional prospectus, registration or other measures than those required under Swedish law.

The Offer

The shareholders in SOL are being offered to tender all their shares in SOL to Eniro.³ SEK 11.50 will be paid for each share. SOL has only one class of shares.

The shares in SOL are listed on the O-list of the Stockholm Stock Exchange and on the Oslo Stock Exchange. The closing price for the SOL share on the Stockholm Stock Exchange on November 19 2001, the last day before the announcement of the Offer, was SEK 8.00 per share. The Offer for the shares represents a premium of approximately 44 percent in relation to this closing price.

The closing price for the SOL share on the Oslo Stock Exchange on 19 November 2001, before the announcement of the offer, was SEK 7.94 per share.⁴ In relation to this price, the Offer for the shares represents a premium of approximately 45 percent.

There is no commission fee. The total value of the Offer is SEK 523 million.

Eniro currently does not own any shares in SOL.

Schibsted, Telia and Telenor, holders of an aggregate of 34,507,192 shares, representing 75.9 percent of the number of shares and votes in SOL, have irrevocably undertaken to accept Eniro's offer. In addition, Schibsted, Telia and Telenor have granted call options, which entitle Eniro to buy these shares in SOL for SEK 11.50 for each share. The call options maturity date is December, 21 2001. In the event of an extension of the Offer, the duration of the call options will be extended correspondingly.

The Board of SOL has evaluated the Offer and has decided unanimously to recommend the holders of SOL shares to accept Eniro's offer. ABG Sundal Collier has evaluated the Offer and has in a fairness opinion stated that the consideration offered to the shareholders is reasonable.

The Offer will be financed through existing cash on balance and existing credit lines.

³ Neither Lars Berg, Per Bystedt, Marianne Nivert nor Jan Rudberg participated in the Board of Directors of Eniro's decision to the make the Offer

⁴ NOK/SEK=0,85

This press release may not be distributed to or within the US, Canada, Australia and Japan or in any other country in which distribution conflicts with the regulations of such country or requires additional measures than those stipulated under Swedish law. No offer is being made to persons whose participation in the Offer requires an additional prospectus, registration or other measures than those required under Swedish law.

Conditions for the Offer

Eniro's offer is conditional upon:

- that it is accepted to the degree that Eniro becomes the owner of more than 90 percent of the total number of shares and votes in SOL. However, Eniro reserves the right to implement the Offer even if it is accepted to a lesser degree;
- that all Swedish and foreign permits and approvals, including those from relevant competition authorities, required for the Offer and for the proposed acquisition of SOL, are received on terms which in the opinion of Eniro do not significantly affect the acquisition:
- that prior to the announcement that the Offer is being implemented, neither the Offer, nor the acquisition of SOL, nor the SOL Group, is materially adversely affected as a result of legislation, a court ruling, the decision of a public authority or a comparable circumstance in Sweden or in another country that is in effect or may be anticipated at the time such judgment is made, or by any other circumstance beyond Eniro's control.

Preliminary timetable

It is expected that the prospectus will be distributed to the shareholders in SOL on or about 23 November 2001. The acceptance period is expected to be from November 26 through December 14 2001. If Eniro announces on or about 17 December 2001 that the Offer is being made unconditional, payment is expected to be made on 21 December 2001. Eniro intends to give notice whether the Offer will be completed. Eniro reserves the right to prolong the stated acceptance period and thereby prescribe that the above-mentioned conditions for the Offer will remain under such a prolongation, and consequently postpone the payment of proceeds.

Advisors

Carnegie is the financial advisor to Eniro in the Offer.

Facts about Eniro

Eniro is Northern Europe's leading provider of directory services online and offline, with operations in 23 countries. Eniro was listed on the Stockholm Exchange O-list on October 10, 2000 and is expanding internationally rapidly.

Eniro's business idea is to create marketplaces where buyers and sellers meet, irrespective of media channel. The company offers local directories, regional directories to individuals and businesses. The information is provided in printed format, on CD-rom, via voice, and through fixed and mobile Internet. Eniro is focused on being in the forefront of commercialization of new technology in the directory industry. Examples of the Nordic brands are Gula Sidorna, Din Del, Kontakt, Mostrup, Yritystele and Kaupunki Info. Recently the Yellow Pages business in Helsinki area in Finland, were acquired.

Eniro's directories facilitate trade and are used as marketplaces for buyers and sellers to conclude business agreements. In Sweden alone, over SEK 300 billion in annual trade is generated through Eniro's services.⁵

During 2000, the Eniro Group had a turnover of SEK 3,004 million and showed an operating profit before depreciation (EBITDA) of SEK 891 million in 2000. The number of employees amounts to approximately 4,000. In total, Eniro has over 800 directory titles, of which 35 million copies are distributed.

For more information, see www.eniro.com

⁵ Source: Sifo June, 2001

This press release may not be distributed to or within the US, Canada, Australia and Japan or in any other country in which distribution conflicts with the regulations of such country or requires additional measures than those stipulated under Swedish law. No offer is being made to persons whose participation in the Offer requires an additional prospectus, registration or other measures than those required under Swedish law.

Facts about SOL

The SOL group is the leading Internet media company in the Nordic region. The Group's online services include the portals passagen.se, sol.no, sol.dk and suomi24.fi, the search engines evreka.com, evreka.fi, kvasir.no and kvasir.dk. The auto classifieds services bilweb.se, bilguiden.no, and bilguiden.dk as well as the consumer information site dinside.no are included in the business.

The company's portals passagen.se, sol.no, sol.dk and suomi24.fi are all among the most visited in each of the Nordic countries. The portals provide most users with a one-stop-shop solution to most of their online needs. More than 7 million unique users, corresponding to 36 percent of all inhabitants above 14 years of age in the Nordic countries visited our sites in January 2001.

SOL is also the regional leader in interactive services delivered to GSM mobile phones on the SMS platform, with more than 1.2 million registered users. In 2000, the revenues amounted to SEK 221 million, placing Scandinavia Online among the top four listed European companies in terms of portal revenues.

SOL's shares are listed on the Stockholm Stock Exchange and on the Oslo Stock Exchange.

SOL – leading portal in the Nordic region

Country	Sweden	Norway	Denmark	Finland
Site	Passagen	SOL	SOL	Suomi24
Search Engine	Evreka	Kvasir	Kvasir	Evreka
Market position	No. 2	No. 1	No. 2	No. 4

For more information, see www.scandinaviaonline.com

This press release may not be distributed to or within the US, Canada, Australia and Japan or in any other country in which distribution conflicts with the regulations of such country or requires additional measures than those stipulated under Swedish law. No offer is being made to persons whose participation in the Offer requires an additional prospectus, registration or other measures than those required under Swedish law.