

Press Release  
Stockholm, 9 December 1999

## **Optosof acquires Norwegian Company Mogul and signs letters of intent to acquire four leading Nordic Internet Consultancies**

The Stockholm SBI-listed Company Optosof has signed an agreement to acquire the leading Norwegian Internet consultancy Mogul AS. Optosof has also signed an acquisition letter of intent with four leading Scandinavian Internet consultancies. Optosof thereby continues its expansion on the Nordic market. The acquisitions will consolidate the position of Optosof as a strategic partner and supplier of complete, leading-edge digital solutions focussing on the Internet. The acquisitions will make Optosof one of the five largest Internet consultancies in the Nordic countries, with more than 400 employees.

Optosof has signed an acquisition letter of intent with the Norwegian Internet consultancies Numerica Taskon AS and Win.HLP AS, the Finnish Internet consultancy Webstation Oy and the Swedish IT consultants Datastrategi. Optosof has furthermore signed an agreement to acquire the leading Norwegian Internet consultancy Mogul AS. To date, 68 per cent of Mogul shareholders have approved this agreement. This will increase the number of employees in the Optosof group from 160 to more than 400.

The acquisitions will be implemented in two parts, a rights issue totalling 3,824,000 new shares, representing a total value of SEK 550.6 million (based on the average equity price during the period 19 November - 2 December), and a cash payment totalling SEK 10.3 million. After the new issues have been made, the Optosof equity stock will total 10,209,000 shares. The newly acquired companies are expected to have a total turnover of some SEK 220 million and a positive operating profit in 2000. The above acquisitions are subject to the customary due-diligence conditions.

Besides the prior authorisations, a ruling is required at the extraordinary general meeting on 11 January 2000.

"Following up our successful new issue, we are now acquiring those companies in Scandinavia that we consider to be most significant to the development of our expertise and that will expand our presence on strategically important markets," states Optosof group managing director Lennart Fernheden.

Lennart Fernheden also announces his departure as group managing director in conjunction with the acquisitions. Fernheden has been managing director of Optosof for 12 years and now wishes to give priority to his often-neglected family. Lennart Fernheden will remain on the board of directors. Presumptive new group president is the present managing director of Mogul AS, Jörn Lyseggen.

"At the time of making the new issue we promised our new and old shareholders an aggressive pace of expansion. We are now fulfilling our promises," says Lennart Fernheden.

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### **Optosof**

The Optosof group provides qualified, complete solutions for companies and organisations in the field of digitised media with emphasis on the Internet. The Group, comprises the subsidiaries Clockwork Consulting AB, Clockwork AS, Optosof Sweden AB, Optosof Ltd, Optosof GmbH, Linewise AB, base8 AB, Freezone Hosting AB and Punkt Edu AB (56%) and today has some 160 employees in Sweden, Norway, the UK, Finland and Germany. After the acquisitions, the Group will have some 400 employees. Optosof has been quoted on the Stockholm Stock Exchange SBI list since July 1997.

## **Mogul AS**

Mogul was established in 1994 and is Norway's oldest Internet consultancy. Mogul today is one of Norway's largest Internet consultancies with 70 employees. Mogul focuses on strategic counselling in mission-critical commercial solutions for the Internet. This thrust has given Mogul major customers in public administration, finance and industry.

Mogul has negotiated a merger with Internet consultancy Numerica Taskon. The Optosof bid for the two companies has accelerated the merger process.

"We have conducted discussions with Optosof since May. This transaction means that we will be Norway's clearly predominant Internet consultancy and at the same time that we will make our entry on the international scene. The fact that we will be part of the executive management of one of Scandinavia's most competent and fastest-growing Internet consultancies strengthens both our morale and our competitiveness in the Nordic countries and in a wider international context," states current Mogul AS managing director Jörn Lyseggen.

The customers of Mogul include Sparebanken NOR, ODIN Funds Forvaltning, Det norske Arbeiderparti, Norska Statens Informasjonstjeneste, Sense Communications and others.

## **Numerica Taskon**

Numerica was merged with Taskon in 1998 although the history of the company goes back to 1980. Numerica Taskon has more than 70 employees and focuses on complex Internet-related projects and graphic design. Numerica Taskon has built up a unique fund of expertise within the fields of E-commerce, work flow, call center, and integration towards major data base solutions. Numerica Taskon has also constructed one of the world's first WAP banks for Fokus Bank.

"For some time now we have been looking for partners in order to assume market leadership in Norway. Now we are there and at the same time we will be part of an international company possessing sound potential to take and hold a strong position on the new IT market of the coming years. Our expertise in advanced information technology, communication and graphic design fits in well with the profiles of Mogul, Clockwork and Win.HLP. We now possess the knowledge and the capacity that is required to implement transformation projects for major operations that are to be adapted to the new world where the Internet is the principal communication carrier," states Numerica Taskon AS managing director Ivar Søvold.

The customers of Numerica Taskon include ABB, Deutsche Telekom, Ericsson, Norges Bank, Den Danske Bank, Securitas, Tandberg, Telenor, Thomson, Toyota, and others.

## **Win.HLP**

Win.HLP AS is one of Norway's largest suppliers of mission-critical commercial systems for large and medium companies. Its approx. 40 employees are engaged in two business areas: E-business and Consulting. The company has developed middleware solutions in collaboration with Microsoft, SAP, and others. Its in-house development platform, Active.TRADE, generates communication between Internet and SAP/R3, Rubicon, Scala and several other business systems. This system today has approx. 8,500 users in Scandinavia, with an average of 1,000 simultaneous users. Win.HLP also develops the NetCom Wap solution.

The Win.HLP customers include Den Norske Bank, Alcatel, Elektroskandia, Telenor, Ericsson, Norsk Hydro, NetCom, and others.

In 1998 Win.HLP held negotiations concerning a fusion with Optosof subsidiary Clockwork Grape AS. This transaction now realises the intentions that the executive management of both companies had at that time.

"This merger creates a complete supplier of mission-critical commercial solutions. We will be in a position to offer our customers leading-edge solutions covering Internet banking, E-commerce, telephony and Wap," states Win.HLP managing director Rana. "These companies are the only consultancies on the Norwegian market that are jointly able to lift their horizons and think further than six months ahead; the only consultancies that today can help companies to use IT to enhance their competitiveness. We now stand sufficiently strong to provide our customers with solutions that provide value added by implementing IT as a competitive tool."

"These acquisitions will provide us with a unique possibility of realising the visions of the Optosof Group. We now obtain the necessary breadth, expertise and muscle to realise the potential of digital communication in the interests of our customers," states Clockwork Grape AS managing director Lars Grønseth.

## **Webstation**

Webstation Oy, Helsinki, is one of Finland's most competent companies in the field of design and production of databased information systems for the Internet, Extranets and Intranets. Webstation has focused its development towards structure and profitability and the company will form the foundation for a rapid, organic growth of the Optosof organisation. Webstation has developed a dynamic Internet-Extranet-intranet solution for large and medium companies called 'Tactics', which will be of significance for the entire Optosof Group. The Webstation customers include Carnegie, Kemira Chemicals, Hewlett Packard and Xerox.

"We have put our effort into identifying solutions that deliver substantial return on investment, in developing the associated technological expertise and at the same time continuously supplying successful solutions to our customers. The technological and IT-industry expertise and knowledge in strategic consulting is a perfect fit for the operational model of Webstation," states Webstation Chairman of the Board Kalle Färkkilä.

## **Datastrategi**

Datastrategi, which has more than 35 employees and has built up its operations around Microsoft products, is today one of Sweden's leading knowledge management companies. In the autumn of 1999, Datastrategi has collaborated with the Optosof subsidiary Clockwork in several projects. As a Microsoft

Certified Solutions Consultancy, Datastrategi has developed several applications related to dataming, Microsoft Office and the Internet with the goal of building up the communications basis in intranet solutions.

"Optosof-Clockwork complements Datastrategi's thrust towards creating and developing IT systems for the handling and distribution of corporate information over a number of fields. Together, we can offer our clients leading-edge technology in the fields of knowledge management, the Internet and computer-supported telephony," states Datastrategi managing director Fredrik Ekesiöö.

"Clockwork's advanced expertise in the fields of the Internet and integrated Internet-telecom solutions will now be fully complete with Datastrategi's focus on internal, corporative information processes: knowledge management. Together we secure a unique market position within Internet-intranet and computer-supported telephony," states Clockwork managing director Lars Lundberg.

The Datastrategi customers are largely in the building and property sector. They include Vasakronan, ABB Facilities Management, John Mattsson Fastighets AB, Microsoft, Amplion, Skandia and Svenskt Papper.

## **Coordination**

The Optosof acquisition strategy specifies "business as usual" as its most important component. Coordination of business methods, reporting systems and marketing activities will be prioritised initially. Other synergies will result from the ambitions of the executive management teams.