

## **PRESS RELEASE**

### **Executives of COMPUTERLINKS AG back the offer from Barclays Private Equity and commit to selling their shares from options**

- Agreements with holders of share options from the COMPUTERLINKS AG 2006 share option programme secure Barclays Private Equity a further 469,500 shares which are still to be issued
- Minimum acceptance rate of the takeover offer is thus reduced to 4,935,203 shares
- Taking into account the 469,500 shares which come from these share options, the total number of COMPUTERLINKS shares which must be acquired is still equivalent to 75 percent
- Other key data from the offer remain unchanged: offer price of EUR 15.50 per bearer share; offer period from 4 July to 8 August 2008, midnight CEST

Munich, 24 July 2008 - CSS Computer Security Solutions Erwerbs GmbH, an acquisition company in which currently one fund (in the future several funds) managed by Barclays Private Equity has an indirect stake, today published an amendment to the offer document dated 4 July 2008, which has been approved by the German Federal Financial Supervisory Authority (BaFin), for the voluntary public tender offer to the shareholders of COMPUTERLINKS AG.

The amendment comes in light of agreements which the bidder concluded on 23 July 2008 with all holders of share options from the 2006 share option programme, all of whom are management-level employees of COMPUTERLINKS AG. With these agreements, the share option holders are backing the offer submitted by Barclays Private Equity, and committing to exercise all 469,500 options in accordance with the relevant option conditions and to sell the 469,500 COMPUTERLINKS shares which result from such options to the bidder, presumably during the additional offer period or subsequently, at the offer price of EUR 15.50 (or, in case of a competing offer at a potentially higher offer price). No consideration in excess of this amount has been granted.

The executives of COMPUTERLINKS have thus clearly demonstrated their faith in the takeover offer submitted by Barclays Private Equity, following the announcement from the Management Board and the Supervisory Board that they would accept the offer with regard to the shares they personally hold.

As a result of these agreements, the minimum acceptance rate of 5,404,703 shares stipulated in the offer document dated 4 July 2008 can be reduced to 4,935,203 shares. Taking into account the 469,500 COMPUTERLINKS shares to be issued, which the bidder has secured through these agreements, the total number of COMPUTERLINKS shares which must be acquired is still equivalent to 75 percent of the increased share capital.

The other key data for the offer, in particular the offer price of EUR 15.50 and the offer period from 4 July 2008 to 8 August 2008 at midnight CEST, remain unchanged.

The financing of the transaction is based on this offer price. Reaching the minimum acceptance rate within the offer period remains a prerequisite for any payment under the financing contracts and therefore is decisive for the transaction to take place.

In accordance with §§21 para. 1 sentence 1 no. 3, para. 2, 14 para. 3 sentence 1 no. 1 WpÜG (Securities Acquisition and Takeover Act), the amendment to the offer is being published online at [www.css-angebot.de](http://www.css-angebot.de) on 24 July 2008. In addition, free printed copies are available to COMPUTERLINKS shareholders from Sal. Oppenheim jr. & Cie. KGaA, Equity Capital Markets, Unter Sachsenhausen 4, 50667 Cologne, fax +49 (0) 221 145 1847.

#### **About the bidder / About Barclays Private Equity:**

The bidder is an acquisition company in which currently one, and in the future several, funds managed by Barclays Private Equity Limited have an indirect stake. The bidding company was acquired for the purpose of carrying out this transaction, and primarily serves to hold and manage the COMPUTERLINKS shares which are to be purchased.



Barclays Private Equity, founded in Great Britain in 1979, is one of the leading private equity firms for medium-sized companies in Europe. In recent years, its current total of eight offices worldwide have invested equity capital with a total volume of over EUR 10 billion in around 400 transactions. On average, it purchases 15-20 companies each year with EUR 500-700 million of equity capital. Barclays Private Equity has been active in Germany since 1998, and its 10-strong team in the Munich office branch has already successfully concluded a multitude of company transactions.

#### **About COMPUTERLINKS AG:**

With office branches in 11 European countries as well as in North America, Australia and the United Arab Emirates, COMPUTERLINKS is one of the leading distributors for top international manufacturers in the information technology sector. In its business activities, COMPUTERLINKS functions as a link between manufacturers and resellers, and facilitates the successful distribution of sophisticated IT solutions from the e-Security und e-Business segments. It puts a particular focus on evaluating and marketing the latest hardware and software products which stand out in terms of innovation and quality and have the greatest chances of surviving on an IT market which is marked by an increase in security-related demands.

#### **Press contact:**

##### **Barclays Private Equity**

Nicholas Wenzel

CNC – Communications & Network Consulting AG

Tel: +49 172 831 9266

E-Mail: [nicholas.wenzel@cnc-communications.com](mailto:nicholas.wenzel@cnc-communications.com)