

## **PRESS RELEASE**

### **Management board and executives of COMPUTERLINKS AG support offer from Barclays Private Equity and commit to selling their shares resulting from options**

- Additional joint reasoned opinion of Management Board and Supervisory Board published on the amended offer document of Barclays Private Equity
- Management board and executives of COMPUTERLINKS AG commit to selling their 469,500 shares resulting from options to Barclays Private Equity
- Minimum acceptance rate of the takeover offer has thus been reduced to 4,935,203 shares
- Taking into account the 469,500 shares arising from the stock option programme, the total number of COMPUTERLINKS shares to be acquired is still equal to 75 percent of the share capital of COMPUTERLINKS AG as increased in the future
- Other details of the offer remain unchanged: offer price of EUR 15.50 per bearer share - offer period still to end on 8 August 2008

Munich, 29 July 2008 – On 24 July 2008, the Management Board and Supervisory Board of COMPUTERLINKS AG received an amendment to the voluntary public takeover offer from CSS Computer Security Solutions Erwerbs GmbH – an acquisition company in which currently one fund (in the future several) managed by Barclays Private Equity Limited ("**Barclays Private Equity**") has an indirect stake – and today submitted an additional joint reasoned opinion to it in accordance with § 27 of the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*).

By way of the amendment to the offer document, Barclays Private Equity is reducing the minimum acceptance rate, which has to be reached by the end of the offer period in order for the takeover offer to take place, from 5,404,703 shares to 4,935,203 shares.



The background to this amendment are agreements entered into between Barclays Private Equity and the holders of all 469,500 stock options outstanding under the 2006 stock option programme on 23 July 2008 regarding these stock options. Under these agreements the holders of the stock options, all of whom are management-level personnel or management board members of COMPUTERLINKS AG, undertake to exercise their options in accordance with the applicable stock option conditions, and to subsequently sell the 469,500 COMPUTERLINKS shares resulting therefrom to Barclays Private Equity at the offer price of EUR 15.50 (or, in case of a competing offer, at a potentially higher offer price). According to the bidder, no consideration in excess of this amount has been granted.

Taking into account the 469,500 shares as described above, the total number of COMPUTERLINKS shares to be acquired is – following the exercise of all stock options outstanding under the stock option programmes 2001 and 2006 – still equal to 75 percent of the then increased share capital of COMPUTERLINKS AG amounting to EUR 7,206,270.

The Management Board and the Supervisory Board of COMPUTERLINKS AG consider the agreements entered into between the managers of COMPUTERLINKS AG and the bidder as a signal of support for the offer. In their additional reasoned opinion to the modification of the takeover offer, the Management Board and Supervisory Board still recommend the shareholders of COMPUTERLINKS AG to accept the offer.

In their joint reasoned opinion of 10 July 2008, the Management Board and the Supervisory Board of COMPUTERLINKS AG had already announced that they would accept the offer of Barclays Private Equity with regard to their own shares.

“The decision of our management to sell the shares which result from the option programme to Barclays Private Equity shows the confidence our employees have in this adequate offer. Together with our future partner, the management team wants to push ahead with the international growth of COMPUTERLINKS,” said Stephan Link, CEO of COMPUTERLINKS AG.



The offer period, which ends on 8 August 2008 at midnight CEST, as well as the offer price of EUR 15.50 are not affected by the amendment to the offer. The financing of the expected costs of the transaction is based on this offer price and is dependent on reaching the minimum acceptance rate.

The Management Board and the Supervisory Board of COMPUTERLINKS AG advise the shareholders that their additional reasoned opinion published today should be read together with the reasoned opinion of the Management Board and the Supervisory Board dated 10 July 2008. The additional opinion is published on the website of COMPUTERLINKS AG at <http://www.computerlinks.de> and through an announcement in the electronic German Federal Gazette (*Elektronischer Bundesanzeiger*). Free copies are available at COMPUTERLINKS AG, Stefan-George-Ring 23, 81929 Munich, and they can be requested (at no costs) from company over the phone on +49 (0) 89 930 99 227. The reasoned opinion dated 10 July 2008 has already been published in the same manner.

The offer document and the amendment to the takeover offer have been published in the internet at [www.css-angebot.de](http://www.css-angebot.de). In addition, free printed copies of these documents 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 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.

**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.

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