

#### Release no. 09/2010

# Announcement of prospectus Columbus IT Partner A/S is offering new shares with preemptive rights for existing shareholders

Columbus IT Partner A/S ("Columbus IT") is offering 26,434,873 new shares at a price of DKK 1.90 per share with pre-emptive rights for existing shareholders of the Company at a ratio of 3:1. The net proceeds of app. DKK 47.9M will be used partly for investment in focusing of the Company and partly for acquisitions.

Today, the Board of Directors in Columbus IT decided to exercise its authorization to increase the share capital of the Company. Thus, Columbus IT is today publishing a prospectus in connection with the capital increase with pre-emptive rights for existing shareholders of the Company ("the Offering").

The Offering comprises 26,434,873 new shares with a nominal value of DKK 1.25 with pre-emptive rights for existing shareholders.

The shares are offered at a ratio of 3:1 (which means that shareholders will be allocated one (1) preemptive right for each existing share, and three (3) pre-emptive rights entitle shareholders to subscribe for one (1) new share). The subscription price is fixed at DKK 1.90 per share. In total the Offering comprises DKK 33,043,591.25 (nom.), corresponding to 26,434,873 new shares of DKK 1.25 (nom.) per share.

The purpose of the capital increase is to strengthen Columbus IT Partner A/S's capital base, partly to be able to invest in focusing of the Company on development and implementation of a few verticals and partly to ensure available funds for acquisitions.

If the Offering is implemented gross proceeds will amount to DKK 50.2M and net proceeds to app. DKK 47.9M after deduction of costs. The Offering is 100% guaranteed by Consolidated Holdings A/S.

## Reason for the Offering

In the market for ERP solutions there is an increasing demand for industry solutions which correspond to the unique requirements of the individual industries.

In the future, the Company has therefore decided to focus on development and implementation of selected standard solutions based on Microsoft Dynamics and wishes to expand within these solutions.

The Group will focus on the industry specific solutions ("Verticals"), within which the Group already possesses industry knowledge and experience-based "best practice" processes. With the acquisition of To-Increase, the Group obtained the possibility to gather and intensify the development actions for the verticals.



Now, the Group will initiate a change of the organization to a business which obtains results through global execution of well-defined industry solutions with:

- a documented concept
- limited need for education and controlling
- focus on customers' return on net assets in relation with the implementation.

Furthermore, this will lead to a higher rate of utilization of consultants, which will consequently improve the earnings capacity of the Group. The organizational change will, however, require investments in supplementary training, internal processes and development of industry solutions, etc.

Against this background the Group wishes to strengthen its equity base, partly to be able to carry out the necessary investments, and partly to ensure the necessary financial flexibility to be able to utilize the strategic development possibilities which may occur, through constant liquidity resources for company acquisitions or start-up of new subsidiaries.

# Use of proceeds

When the Offering is implemented net proceeds after deduction of estimated costs related to the Offering will amount to DKK 47.9M, as the underwriting agreement guarantees 100% subscription of the Offering.

The proceeds from the Offering will improve the capital base of the Company and, together with the expected cash flow from operations, be spent on the planned investments in the organizational change, development of verticals and investments in growth. Company acquisitions or establishment of new subsidiaries are expected to constitute app. half of the proceeds.

## Underwriting agreement and underwriting commitment

On 17 June 2010, an underwriting agreement with Consolidated Holdings A/S (the largest shareholder of the company) was made subject to certain conditions of up to 100% of any new shares not subscribed for at the subscription price when the subscription period closes.

Before the Offering, Consolidated Holdings A/S owns 26,976,166 shares in Columbus IT, corresponding to 34.02%, and Consolidated Holdings A/S has provided underwriting commitments for subscription of its shareholding.

## **Terms and conditions**

The Offering

Up to DKK 33,043,591.25 (nom.) new shares, corresponding to 26,434,873 shares of DKK 1.25 (nom.) will be offered with pre-emptive rights for existing shareholders of the company. The shareholders of the company are allocated pre-emptive rights to the offered shares at the ratio 3:1. Thus, shareholders will be allocated one (1) pre-emptive right for each existing share of DKK 1.25 (nom.), and three (3) pre-emptive rights entitle the holder to subscribe for one (1) offered share of DKK 1.25 (nom). Pre-emptive rights will be allocated to shareholders of Columbus IT who are registered with VP Securities A/S on 30 June 2010 at 12.30 CET.

### Offer price

The shares are offered at a price of DKK 1.90 per share of DKK 1.25, free of brokerage.

# Pre-emptive rights

On 30 June 2010 at 12.30 CET each shareholder registered in VP as shareholder in the company will be allocated one (1) pre-emptive right for each existing share.



# Subscription ratio

The new shares will be offered at a ratio of 3:1.

# Subscription period

The subscription period for the offered shares commences on 1 July 2010 at 9.00 CET and closes on 14 July 2010 at 17.00 CET.

The offered shares will be registered with the Danish Commerce and Companies Agency after implementation of the Offering, which is anticipated on 21 July 2010. The offered shares will be issued and registered under a temporary ISIN code and application for approval for trading and official listing on NASDAQ OMX Copenhagen A/S from 22 July 2010 at 9.00 CET has been submitted.

# Lead Manager

The rights issue has been prepared and executed by ATRIUM Corporate Finance as financial advisor for Columbus IT Partner A/S.

# **Expected timetable for implementation of the Offering**

Publication of prospectus	23 June 2010	
Last trading day for existing shares including pre-emptive rights	25 June 2010	at 17:00
First trading day for shares excluding pre-emptive rights	28 June 2010	at 09:00
Trading and official listing of the pre-emptive rights	28 June 2010	at 09:00
Trading period for pre-emptive rights commences	28 June 2010	at 09:00
Allotment of pre-emptive rights	30 June 2010	at 12:30
Opening of subscription period for offered shares	1 July 2010	at 09:00
Closing of trading period for pre-emptive rights	9 July 2010	at 17:00
Closing of subscription period for offered shares	14 July 2010	at 17:00
Expected implementation and publication of the Offering	20 July 2010	
Expected registration of offered shares	21 July 2010	
Expected official listing and trading of the new shares	22 July 2010	

# **Prospectus**

The prospectus will be available in Danish only and will be distributed electronically to registered shareholders of the company who have provided the company with a valid e-mail address.

Besides, requests for copies of the prospectus may be addressed to:

Columbus IT
Lautrupvang 6
DK-2750 Ballerup
Denmark

Telephone: (+45) 70 20 50 00 E-mail: cgr@dk.columbusit.com

The prospectus will also be available at the company's website, www.columbusit.com. The contents of the website do not form part of the prospectus.

# **Limitations for the Offering**

This announcement does not constitute, or form part of, an offer or any solicitation of an offer, for securities.

This announcement does not constitute an invitation to invest in Columbus IT. This announcement only comprises an extract of the information contained in the prospectus. Subscription of shares must be based on the published prospectus. The announcement includes forward-looking statements on the strategy, growth, activities, operating profit, financial position and financial



expectations, etc, of the Group. These statements are subject to known and unknown risks and uncertainties. The actual development of the Group may therefore vary substantially from the mentioned or understood forward-looking statements. The factors that may cause such variations are described in the section "Risk factors" in the prospectus.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

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Ib Kunøe Chairman of the Board Columbus IT Partner A/S Claus E. Hansen Chief Executive Officer Columbus IT Partner A/S

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**Translation:** In the event of any inconsistency between this document and the Danish language version, the Danish language version shall be the governing version.