

## **NTT Communications announces agreed takeover offer in cash for Integralis AG**

- Business Combination Agreement signed
- Offer price of 6.75 Euro per Integralis AG share represents a significant premium
- Acquisition enables NTT Communications to enhance its global managed security service offering through a market-leading security services platform
- Integralis to become lead unit for global IT security within NTT Communications

TOKYO, JAPAN and ISMANING, GERMANY - 30 June 2009. NTT Communications Corporation (NTT Com), the wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation, and Integralis AG, a leading international provider of IT security services, announced today the signing of a Business Combination Agreement. As part of this agreement, NTT Com agreed to launch a voluntary public takeover offer for all outstanding shares of Integralis, offering Euro 6.75 in cash per share. The offer price represents a 70 percent premium over the three-month average closing share price on the Frankfurt Stock Exchange (Xetra) prior to the date of this announcement and a 35 percent premium over the closing price (Xetra) on 29 June 2009. Based on the number of Integralis shares outstanding, the offer would represent an equity value for Integralis of approximately Euro 75 million. NTT Com has already secured irrevocable undertakings from key shareholders including all members of the management and supervisory board of Integralis, representing approximately 30 percent of the company's voting rights.

The acceptance period is expected to start in late July/early August 2009 after approval by the German Federal Financial Supervisory Authority (BaFin). The offer is subject to certain conditions, including a minimum acceptance threshold of 75 percent, as well as regulatory approvals. NTT Com expects the acceptance period to end in September 2009. If the tender offer is successfully completed, Integralis will become a subsidiary of NTT Com. The existing management board of Integralis will continue to run the business of the company.

### **Increasing importance of enterprise security services**

As a result of the offer, Integralis will enhance NTT Com's global services offering through a market-leading security services platform, thus addressing a key demand of NTT Com's corporate customers. According to research companies, Integralis is one of the most important players globally in the area of enterprise security services. Given the exponential growth of viruses, spam, phishing and hacking, these security services increasingly gain importance for companies. With the acquisition of Integralis, NTT Com would be able to service its clients around the world with this strategically important security service. Customers of NTT Com will, for example, benefit from Integralis worldwide network of security operation centers, which provide a 24 hour service for multinational companies.

"We are looking forward to welcoming Integralis as a partner of NTT Com," Akira Arima, Senior Executive Vice President NTT Com, commented on the transaction. "The unique expertise in the area of enterprise security services will be extremely valuable for many of our customers. We intend to support Integralis and its workforce on its growth path."

### **Growth opportunities with multinational companies**

After the transaction, Integralis will become a lead global IT security unit within NTT Com and will gain access to the large customer base of NTT Com.

Georg Magg, CEO of Integralis, said: "For Integralis, this partnership is a fantastic opportunity to stay focused on our core security business and yet pursue growth opportunities around the globe, most notably in Asia. We are looking forward to working with NTT Com for many years to come."

### **Successful track record of NTT in Germany**

The planned takeover of Integralis is not the first acquisition that a company from the NTT Group undertakes in Germany: In early 2008, NTT DATA, a sister company of NTT Com, acquired a majority stake in German SAP specialist itelligence. In the same year, the acquisition of a majority stake in Cirquent, the former IT consulting unit of BMW, followed. Both companies have performed very well since the beginning of the cooperation.

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Subject to an approval by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin), the offer document will be published at a later date in accordance with the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, WpÜG), and will further be made available on: <http://www.nttcom.de>

The website also contains additional information about the transaction.

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### **Joint Press Call**

The transaction will be presented by Jun Sawada, Senior Vice President at NTT Com, and Georg Magg, CEO of Integralis, in a joint press call (details outlined below).

**Date:** Tuesday, 30 June 2009

**Time:** 11:00 am CET

**Dial-in number:** +49 (0)69 5007 1265

**Confirmation Code:** 1477057

The press call will be held in German and English.

### **About NTT Communications Corporation**

NTT Com provides a broad range of global networks, management solutions and IT services to customers worldwide. The company is renowned for reliable, high-quality security, hosting, voice, data and IP services, as well as expertise in managed networks and leadership in IPv6 transit technology. NTT Com's extensive infrastructure includes Arcstar™ Global IP-VPN and Global e-VLAN, as well as a Tier-1 IP backbone reaching more than 150 countries in partnership with major Internet service providers, and secure data centers in Asia, North America and Europe. NTT Com is the wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation, one of the world's largest telecoms with listings on the Tokyo, London and New York stock exchanges. For the fiscal year ended March 31, 2009, NTT Com reported revenues of JPY 1,127 billion (Euro 9.3 billion). The number of employees amounts to 8,350. For more information, please visit [www.ntt.com/index-e.html](http://www.ntt.com/index-e.html).

**About Integralis AG**

As a leading international IT security solutions provider, Integralis offers its customers expert consulting and tailored services to protect their critical business processes. The Integralis product portfolio is based on leading-edge technologies and strategic partnerships oriented to planning, implementing and operating overarching information security architectures. Backed by top quality skills and experience, the Integralis consulting team supports customers' IT security projects by offering structured methodical and technical consulting and implementation services. Integralis services provide 7/24 multilingual support for the day-to-day operation of customers' security systems around the world. Services comprise the telephone hotline, remote monitoring and administration as well as on-site support. Under the Integralis name, a global network of branches serves a large number of blue-chip companies and public authorities as well as many national and international businesses. Integralis is listed in Deutsche Börse AG's Prime Standard. With 511 employees, Integralis realized revenues of Euro 169 million in 2008. Further information on Integralis is available on the Internet at [www.Integralis.com](http://www.Integralis.com).

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In this transaction, NTT Com is being advised by Houlihan Lokey and Skadden Arps, Integralis by Lincoln International and Ashurst.

**Important information**

This release is neither an offer to purchase nor a solicitation of an offer to sell Integralis shares or any other security. The terms and conditions of the offer will be published in the offer document only after the permission of the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin) has been obtained. Investors and holders of shares in Integralis are advised to read the relevant documents regarding the tender offer to be published by NTT Communications Deutschland GmbH because they will contain important information. Investors and

holders of shares in Integralis will be able to receive these documents, when they become available, at the website [www.nttcom.de](http://www.nttcom.de).

The information herein may contain "forward-looking statements" that may be identified by words such as "expects," "anticipates," "intends," "plans," "believes," "estimates" or words of similar meaning about the expected future business of NTT Communications Deutschland GmbH or any other entity. These statements are based on the current expectations of the management of NTT Communications Corporation and NTT Communications Deutschland GmbH and are inherently subject to uncertainties and changes in circumstances. NTT Communications Corporation and NTT Communications Deutschland GmbH do not undertake any obligation to update the forward-looking statements to reflect actual results, or any change in events, conditions, assumptions or other factors.