



Stockholm November 9, 2005

AddNode to acquire CAD-Quality in Sweden and Norway

- AddNode is acquiring CAD-Quality i Sverige AB in Sweden and CAD-Quality i Norge AS in Norway, jointly referred to below as the “CAD-Q companies.”
- The CAD-Q companies are the Nordic region’s leading supplier of model and drawing based IT solutions and work with implementation of software, training, support and IT support of CAD systems for the building and civil construction, facility management and manufacturing sectors. The CAD-Q companies were established in 1989 and currently have some 110 employees in 15 offices in Sweden and Norway.
- After completion of the acquisition, the Group’s pro forma net sales for the period from January 1 to September 30, 2005 will amount to about SEK 590 M, with pro forma earnings before depreciation and write-downs of intangible fixed assets of SEK 58 M. The number of employees according to the pro forma accounts was about 500 persons at September 30, 2005.
- The acquisition is not expected to have any significant effect on the Group’s operating income for the current year but is expected to have a positive effect on earnings next year.
- The CAD-Q companies’ operations will supplement AddNode’s Industrial business area through their broad Nordic presence, large customer base and in-depth expertise in systems for design, construction and drawing. The Industrial business area’s sales are expected to increase by some SEK 200 M annually. The expansion of these operations is in line with the Group’s goals and growth strategy.
- The acquisition is being financed through a non-cash issue of at most 4,000,000 Series B shares in AddNode, corresponding to a dilution effect of at most 19 percent of the total number of shares. An earnings-based supplementary purchase sum may be paid. The acquisition includes liquid funds of some SEK 17 M. The acquired companies’ interest-bearing assets exceed interest-bearing liabilities by about SEK 5 M.
- The Board of Directors of AddNode will convene an extraordinary meeting of shareholders on November 24, 2005 for a decision on the share issue. Shareholders representing a total of more than 64 percent of the voting rights in AddNode have announced that they will vote for the acquisition and the new share issue.

“AddNode continues to play an active role in the consolidation of the IT industry through the acquisition of the CAD-Q companies. The acquisition creates opportunities for increased earnings potential and an expanded service offering with a broad and stable customer base in the Industrial business area,” says Bo Strandberg, President and CEO of AddNode.

AddNode offers sector- and technology-specific IT solutions that develop and enhance the efficiency of its customers’ business operations. AddNode is currently active in four business areas: Financial, Industrial, Media and Technology. AddNode is listed on the O-list of the Stockholm Stock Exchange. The Group has some 390 employees with operations in Sweden, Norway, Denmark and Finland and head offices in Stockholm. For further information, visit www.addnode.com.



Reasons for the acquisition

AddNode's goal is to build a Nordic IT group focused on selected sectors and technologies, in which each business area will be one of the leading and most profitable in its respective market. The strategy is to focus on a limited number of sectors and technologies with favourable growth potential, thus achieving a broad spread of risks. AddNode's strategy is realized through a combination of organic growth and acquisitions, with an emphasis on long-term profitability and stability.

The acquisition of the CAD-Q companies strengthens AddNode's Industrial business area, which, through the subsidiary Technia's Nordic operations, works with IT solutions for the industrial and service sectors. The CAD-Q companies expand the business area through broader geographic presence and a larger customer base in the Nordic industrial and service sectors. The acquisition of the CAD-Q companies also creates new business opportunities in which Technia's and CAD-Q's products and services complement each other and together deliver added value for existing and new customers. The CAD-Q companies are strongly established in Norway, while Technia has a strong presence in Finland. Together, the two companies in this business area will be the Nordic region's market-leading supplier of systems and services for industrial product design and product development.

During 2005, AddNode has noted a clear trend towards increased investments in solutions for the industrial and service sector intended to enhance the efficiency of systems and processes. This sector is undergoing a growth phase, and the CAD-Q companies have experienced increased demand in all business areas in Sweden and Norway. Future development opportunities also exist in the Danish market, particularly in the Management business area, which focuses on system solutions for property companies.

With this acquisition, AddNode takes yet another step in the consolidation process that is intended to build a stronger IT group with respect to size and profitability, as well as its scope of operations. The acquisition of the CAD-Q companies provides AddNode with additional sales of approximately 35 percent on an annual basis. The CAD-Q companies are scheduled to be consolidated as of December 2005. The acquisition is not expected to have any significant effect on AddNode's consolidated operating income during the current year but is expected to have a positive effect on earnings as of next year.

There is potential primarily in the Industrial business area's new market-leading position as a supplier of IT-related product development systems for the industrial sector, as well as the expanded business opportunities that will create increased shareholder value over the long term.

Financial effects

A pro forma summary of financial information for the new Group is presented in the table below. The key data presented below assume that 4,000,000 new AddNode Series B shares are issued and that CAD-Quality i Sverige AB and CAD-Quality i Norge AS thus become wholly owned subsidiaries.

The pro forma accounts for the first nine months of 2005 were prepared to provide a picture of how the financial key data would appear for a combined group based on the principles and assumptions that are described in the forthcoming information material to be prepared for the meeting of shareholders.



Jan - sept 2005	AddNode	CAD-Q	Effects of acquisition*	Total
Net sales, SEK M	408,2	180,7		588,9
Other operating income, SEK M	18,5			18,5
EBITA, SEK M	50,3	7,9		58,2
Operating income, SEK M	40,5	7,0	-4,3	43,2
Total assets, SEK M	558,8	62,9	105,9	727,6
Net debt, SEK M**	-108,3	-5,5	1,0	-112,8
Equity/assets ratio, %	53	22		52
No. of employees on closing date	389	110		499

* Sum of the effects resulting from the acquisition

** A negative net debt means that liquid funds and other interest-bearing financial assets exceed interest-bearing liabilities

The pro forma accounts were only prepared for descriptive purposes and are not intended to present the financial position or earnings that the businesses would actually have achieved. The pro forma accounts are also not intended to show the financial position at some future date or operating income for some future period. Assuming that the merger is completed in accordance with the present time plan, AddNode plans to consolidate the CAD-Q companies as of December 2005.

Implementation, terms and financing of acquisition

AddNode has entered an agreement with CAD-Quality Holding AB to acquire all shares in the Swedish company CAD-Quality i Sverige AB and the Norwegian company CAD-Quality i Norge AS with an option to acquire all shares in the dormant Danish company CAD-Quality A/S. The acquisition is subject to the condition that an extraordinary meeting of shareholders in CAD-Quality Holding AB on November 23, 2005 approve the proposed sale and that an extraordinary meeting of shareholders in AddNode AB on November 24, 2005 approve a proposal on a non-cash issues of 4,000,000 AddNode Series B shares at which time the shares in the CAD-Q companies will be transferred as capital in kind. With the non-cash issue, AddNode's share capital will increase by SEK 48,000,000.

In addition to the newly issued 4,000,000 AddNode shares, AddNode will pay a supplementary purchase sum relating to CAD-Quality i Sverige AB and CAD-Quality i Norge AS, subject to the condition that their average operating income after depreciation (EBITA) for the 2006 and 2007 fiscal years amounts to a total of at least SEK 10 M. The supplementary purchase price will amount to 4.5 times the amount by which the average EBITA exceeds SEK 10 M.

Neither AddNode nor any senior executive or major shareholder owned shares in CAD-Quality Holding AB or the CAD-Q companies on the date on which the acquisition agreement was entered.

The proposal by the Board of Directors of AddNode to approve a non-cash share issue is intended to be presented at an extraordinary meeting of shareholders on November 24, 2005. Shareholders who together represent more than 64 percent of the voting rights have announced that they intend to vote in favor of the acquisition and the new share issue.



Share capital and ownership structure

In conjunction with the acquisition, the AddNode Group's ownership structure will change. CAD-Quality Holding AB will receive 4,000,000 Series B shares and thus become the owner of about 19 percent of the capital and about 13 percent of the voting rights in AddNode. CAD-Quality Holding AB has approximately 300 shareholders, of whom the three largest are Erlandsforsgården AB (15%), David Erkelius (13%) and Jörgen Fjellet (13%). The table below illustrates the future ownership structure in AddNode.

Owners	No. of A-shares	No. of B-shares	Total no. of shares	% of capital	No. of votes	% of votes
Bonnier Affärsinformation	426 497	3 691 173	4 117 670	19,40%	7 956 143	25,99%
CAD-Quality Holding		4 000 000	4 000 000	18,84%	4 000 000	13,06%
Staffan Hanstorp		2 119 878	2 119 878	9,99%	2 119 878	6,92%
Jonas Gejer		2 119 878	2 119 878	9,99%	2 119 878	6,92%
Magnus Fredlund	110 000	564 973	674 973	3,18%	1 664 973	5,44%
Staffan Johansson	110 000	556 123	666 123	3,14%	1 656 123	5,41%
Mats Åkesson	110 000	544 623	654 623	3,08%	1 644 623	5,37%
Håkan Lindberg	117 500	51 664	169 164	0,80%	1 226 664	4,01%
Johan Petrini		1 056 939	1 056 939	4,98%	1 056 939	3,45%
Lars Save	91 992	88 988	180 980	0,85%	1 008 908	3,30%
Others	77 258	5 390 498	5 467 756	25,76%	6 163 078	20,13%
Total	1 043 247	20 184 737	21 227 984	100,00%	30 617 207	100,00%

Time plan

AddNode's Board of Directors has prepared information material relating to the acquisition that shareholders are expected to be able to order from AddNode's head office (attn: Lena Ottesen) as of November 10, 2005. An extraordinary meeting of shareholders will be held in CAD-Quality Holding on November 23, 2005. An extraordinary meeting of shareholders in AddNode will be held on November 24, 2005 at 1:00 p.m. at AddNode's head office. Notice of the meeting will be published on November 10, 2005.

Stockholm, November 9, 2005

The Board of Directors of AddNode

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