# **Clausal Computing Oy makes a cash tender offer for all shares and stock options in Tectia Corporation**

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Press Release

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### Clausal Computing Oy makes a cash tender offer for all shares and stock options in Tectia Corporation

Clausal Computing Oy ("Clausal Computing" or the "Offeror") makes a public tender offer ("Tender Offer") to purchase all the shares (the "Shares") and stock options (the "Stock Options") in Tectia Corporation ("Tectia" or the "Company") not already owned by Tectia or its subsidiaries or by the Offeror or its affiliates. The Tender Offer also concerns the Shares owned by SSH Management Investment Oy, a subsidiary of Tectia.

Clausal Computing is wholly-owned by Tatu Ylönen. Currently, Clausal Computing does not own any Shares but Tatu Ylönen owns 13,919,048 Shares in Tectia, representing approximately 45.56 percent of the Shares issued by Tectia and voting rights attached to the Shares. Tatu Ylönen, who acts as the Managing Director and Board member of Tectia, does not participate in the Board work or other work in Tectia relating to the Tender Offer.

The cash price offered in the Tender Offer is EUR 0.50 per Share, corresponding to a premium of 25.0 percent compared to the closing price of EUR 0.40 of the Shares on March 7, 2012, the last trading day preceding the announcement of the Tender Offer. The offered price corresponds to a premium of approximately 21.9 percent compared to the volume-weighted average trading price of the Shares during the three-month period, and a premium of approximately 32.7 percent compared to the volume-weighted average trading price of the Shares during the six-month period. The last trading day which has been considered in calculating the volume-weighted average trading prices is March 7, 2012.

Tatu Ylönen, the owner of Clausal Computing, comments: "I founded Tectia in 1995 as SSH Communications Security and I acted as the Managing Director and/or chairman of the Board of the company until 2001. During that time, the company became the leading developer of Secure Shell (SSH) and Internet Protocol Security (IPSec) technologies and the company was listed on the main list of the Helsinki Stock Exchange in December 2000. Since 2001, the development of the company has been varying and the profitability has mainly been weak. This has resulted from the changes in the business environment as well as from strategic decisions of the company concerning its core businesses.

I returned to the position of the Managing Director of Tectia in September 2011 and since that, we have analyzed the development possibilities of the company and redefined the company's strategy. I believe it requires a new way of thinking and long-term actions to change the course of Tectia and the stock exchange with the related quarterly reporting is not the right environment to implement this strategy.

Being a listed company creates administrative costs which are financially burdensome to the company and it also sets restrictions in respect of obtaining the financing needed by the company,

because the redemption obligation in case the ownership exceeds 50 percent restricts my abilities to participate in the arrangements for additional financing of the company.

The company has approximately 4,500 shareholders, roughly the same amount as certain publiclytraded Finnish companies with many times larger turnover, and over 35 percent of the shareholders of Tectia own up to 50 shares. Trading with the shares in Tectia has been limited and I believe that it has affected the shareholders' possibilities to realize their holdings.

Because of the above-mentioned factors, I have decided to make a tender offer through my whollyowned company Clausal Computing that I believe is tempting to the shareholders and stock option holders of the company. I hope that you will familiarize yourselves with the offer and its terms so that you can understand my intentions regarding the offer."

Clausal Computing will finance the Tender Offer with debt financing in such a manner that a part of the cash price payable pursuant to the Tender Offer shall be financed with debt financing from Tatu Ylönen and a part with debt financing from an external financial institution.

The offer period for the Tender Offer is expected to commence on or about March 19, 2012 and it is expected to expire on or about April 11, 2012. The detailed information on the Tender Offer will be included in a tender offer document, which will be available on or about March 16, 2012.

The completion of the Tender Offer is conditional on, amongst other things, the binding acceptance of the Tender Offer in respect of Shares representing (together with Shares already owned by Clausal Computing and its affiliates) more than 50 percent of the Shares and voting rights in Tectia on a fully diluted basis. Clausal Computing reserves the right to waive any of the conditions to completion of the Tender Offer. The principal terms of the Tender Offer, including the conditions for the completion of the Tender Offer, are included as an appendix to this press release.

The Offeror or its affiliates may purchase Shares also outside the Tender Offer at the price which is at the maximum the same than the cash price offered in the Tender Offer.

#### **Additional information**

For additional information, please contact:

Clausal Computing: Tatu Ylönen, Managing Director and owner, at. +358 40 546 6588

#### **Background to the Tender Offer**

Clausal Computing is wholly-owned by Tatu Ylönen, the largest shareholder in Tectia. Clausal Computing operates in the field of development and sale of computer software, databases and intellectual property rights and services related thereto.

Tatu Ylönen, the controlling shareholder in the Offeror, currently owns approximately 45.56 percent of the issued Shares and voting rights in Tectia. The Offeror and its affiliates do not own any Stock Options.

Tatu Ylönen's current shareholding in the Company is very close to the threshold launching the obligation to make a mandatory offering, which is 50 percent of the voting rights of the Shares, as defined in Chapter 6, Section 10 of the Finnish Securities Market Act. This situation sets certain restrictions to the possibilities of the Company to acquire additional equity financing for the

purposes of the implementation of the current strategy and development needs of the Company. If the above-mentioned threshold launching the mandatory offering obligation is exceeded by means of the Tender Offer, such restrictions would be removed.

In addition, the listing of the Shares in the Helsinki Stock Exchange causes significant administrative costs to Tectia each year without bringing any corresponding benefit to the Company. As a non-listed company, Tectia could fully focus on developing its business and on the implementation of the strategy without any work required by capital markets and quarterly reporting, the burdensome administrative costs and the restrictions on the obtaining of financing. The wide ownership base and listing of the Shares on the Helsinki Stock Exchange also limit the possibilities of the Company to acquire financing for the development needs of its business from external investors.

Trading with the Shares in the Company has been limited, due to which many shareholders may not have had a possibility to realize their shareholding in the Company. By means of the Tender Offer, the Offeror is contributing to make such realization of the shareholding possible.

The Offeror and its affiliates will continue to utilize their knowledge, expertise and resources in order to enable the growth of Tectia's business and to support Tectia to develop its business.

## **Strategic Plans**

The Offeror and its affiliates wish to increase their shareholding in Tectia which the Offeror believes to significantly support the growth of the Company and facilitate the arrangement of financing for the Company. If the direct or indirect shareholding of Tatu Ylönen, the controlling shareholder in the Offeror, exceeds nine-tenths (9/10) of the Shares and voting rights in the Company, he will commence the redemption procedure set forth in the Finnish Companies Act and exercise his control in the Company in such a manner that the Company will apply for the delisting of the Shares from the Helsinki Stock Exchange. The Offeror believes that the Company has the best possibilities to develop its business in accordance with its strategy in a private environment. The Offeror does not currently foresee that its strategy and plans for Tectia will have any effects on Tectia's personnel or operating locations.

#### Principal Terms and Conditions of the Tender Offer

- The offer period of the Tender Offer is expected to commence on or about March 19, 2012, and to expire on or about April 11, 2012, unless the offer period is extended in accordance with the terms and conditions of the Tender Offer. Any acceptance of the Tender Offer may be withdrawn by a shareholder of the Company or a holder of Stock Option any time before the expiration of the tender offer period.
- A condition to the completion of the Tender Offer is that the requirements set forth below are fulfilled:
  - (i) All necessary permits, consents, approvals and actions from applicable regulatory, governmental or similar authorities for the completion of the Tender Offer have been obtained, in each case, on terms which, in the opinion of the Offeror, are acceptable;
  - (ii) No final and non-appealable order preventing the completion of the Tender Offer shall have been issued by any court of competent jurisdiction;

- (iii) The Tender Offer has been bindingly accepted in respect of Shares representing (together with the Shares already owned by the Offeror and its affiliates) over 50 percent of all Shares and voting rights in the Company on a fully diluted basis;
- (iv) There is no event, change or circumstance, which the Offeror or its affiliates did not have knowledge about at the time of the announcement of the Tender Offer, that has occurred and that either has or is likely to have a material adverse effect upon the Company's or its subsidiaries' business, assets, financial condition or result of operations.
- (v) The external financing required for the completion of the Tender Offer that has been offered to the Offeror continues to remain available for the Offeror at the agreed terms.
- The Offeror may extend or discontinue the offer period at any time in accordance with the terms and conditions of the Tender Offer. The Offeror reserves the right to withdraw from the Tender Offer in the event that it becomes clear that any of the above-mentioned conditions to completion are not fulfilled or cannot be fulfilled. The Offeror may, to the extent permitted by law, waive any of the above-mentioned conditions to completion that are not fulfilled. If all conditions of completion have been fulfilled or the Offeror has waived the requirement for the fulfillment of all or some of them, the Offeror will consummate the Tender Offer in accordance with its terms and conditions after the expiration of the offer period by purchasing the Shares and Stock Options and paying the share consideration and the stock option consideration to the shareholders and the holders of Stock Options that have validly accepted the Tender Offer.
- The detailed terms and conditions of the Tender Offer will be included in the Tender Offer document, which will be published prior to the commencement of the offer period.
- The price offered for each Share in Tectia in the Tender Offer is EUR 0.50 in cash. The price offered for each Stock Option in Tectia validly tendered in the Tender Offer is EUR 0.47 in cash for each I/1999 stock option; EUR 0.01 for each I/2000 stock option; EUR 0.01 for each II/2000 stock option; EUR 0.01 for each II/2002 stock option; and EUR 0.01 for each III/2002 stock option.
- The amount of dividend, if any, paid by Tectia prior to the completion of the Tender Offer will be deducted from the cash consideration offered for the Shares.

#### Advisors

Pohjola Corporate Finance Ltd acts as the financial advisor of the Offeror and as the arranger of the Tender Offer. White & Case LLP acts as the legal advisor of the Offeror in connection with the Tender Offer.

Under the local law requirements in certain jurisdictions, restrictions do or may apply in relation to the making of the cash offer and/or to the circulation, accessing or availability of this press release in or into those jurisdictions. Any person who wishes to participate in the cash offer, must first satisfy themselves that they are not subject to any local requirements which prohibit or restrict them from doing so and should inform themselves of, and observe, any applicable legal or regulatory

requirements of their jurisdictions. In particular, it is unlawful for residents of Australia, Canada, Japan, South Africa and the United States to receive the information contained in this press release.