



GXS / INOVIS MERGER

CUSTOMER AND PARTNER FAQ

On June 25, 2010, GXS and Inovis announced that they have closed their merger in the UK. GXS is very excited to share with you, our customers and partners, the vision and possibilities for the new GXS. The questions and answers below are intended to provide you with further detail about the new company. At the bottom of this document, you will find additional resources to which additional questions may be directed.

Table of Contents

| | |
|--|----------|
| The Basics | 2 |
| Q1. <i>What is the rationale for the merger of GXS and Inovis?</i> | 2 |
| Q2. <i>What are the combined operating statistics for the company, including number of employees and size of the customer base?</i> | 2 |
| Q3. <i>GXS recently refinanced its debt through a public bond offering. What was the purpose of that offering and how it does affect the merger?</i> | 2 |
| Q4. <i>What is name of the new company?</i> | 3 |
| Q5. <i>What are some of the key facts and statistics about GXS and Inovis?</i> | 3 |
| Q6. <i>What is the ownership structure of the new company?</i> | 3 |
| Transaction Details | 3 |
| Q7. <i>What are the terms of the transaction?</i> | 3 |
| Q8. <i>What is the operating status of GXS and Inovis now?</i> | 3 |
| Q9. <i>Have the regulatory bodies approved the merger?</i> | 3 |
| Business / Product Strategy | 4 |
| Q10. <i>Can customers still purchase GXS and Inovis products and services?</i> | 4 |
| Q11. <i>Which EDI VAN, GXS's or Inovis's, will be kept going forward?</i> | 4 |
| Q12. <i>What value does the merger bring to the B2B e-Commerce Industry?</i> | 4 |
| Q13. <i>How will the combined company be positioned for the future?</i> | 4 |
| Q14. <i>What does the new company bring to the industry that is unique and exciting?</i> | 5 |
| Q15. <i>What are the most immediate strategic opportunities for the combined company?</i> | 5 |
| Q16. <i>What services can we expect to be part of the combined company's integrated product portfolio?</i> | 5 |
| Q17. <i>What will be the company's technical architecture and infrastructure strategy?</i> | 5 |
| Q18. <i>What will the combined company do with the two companies' translator technologies?</i> | 6 |
| Q19. <i>What should customers expect regarding the continuity of their existing services and support?</i> | 6 |
| Q20. <i>How do Inovis' customers benefit from the merger?</i> | 6 |
| Q21. <i>How will GXS customers benefit from the merger?</i> | 7 |
| Q22. <i>What impact does the merger have on the strategic and regional partners of GXS or Inovis?</i> | 8 |
| Additional Information | 8 |
| Q23. <i>Who can I contact with specific questions about the merger?</i> | 8 |
| Cautionary statement regarding forward-looking statements. | 8 |

The Basics

Q1. What is the rationale for the merger of GXS and Inovis?

The merger of GXS and Inovis creates a single, united provider of B2B integration and e-commerce services with unmatched global reach. The merger advances the B2B e-commerce industry by combining industry leaders with rich histories and unique capabilities. The combined company will be called GXS.

Inovis provides GXS with distinct expertise and traction among retailers and consumer products companies that complement GXS's pre-existing strengths in the high tech, electronics, financial services and automotive industries. The combination of the companies' strategic advantages can be summarised as follows:

- The premier worldwide leader focused on business-to-business integration;
- An extensive global footprint, serving customers across every industrialised country and most emerging markets;
- A global resource pool of over 2,000 B2B e-commerce professionals offering industry-specific best practices, global standards knowledge, strong technical abilities, and local knowledge; and
- A financially sound organisation with strong financial backing.

Q2. What are the combined operating statistics for the company, including number of employees and size of the customer base?

The newly combined company now has approximately 2,400 employees and approximately 40,000 customers. GXS serves customers with operations across 99 countries around the globe. However, we can summarise the following key company operating statistics for the combined company for 2010 at this time:

- A large and fast growing Managed Services business
- The largest business network for B2B integration worldwide
 - Transactions volumes growing 10% annually on average
 - Over 40,000 direct customers
 - Tens of thousands more through a vast network of partners
 - Over five million defined trading partner relationships
- A large software business for Edge integration
- Unique data transformation and cloud integration capabilities
- Vertically-driven cloud applications
 - Product catalogues for apparel, price synchronisation for retail, electronic payments for automotive, cash management for financial services

Q3. GXS recently refinanced its debt through a public bond offering. What was the purpose of that offering and how it does affect the merger?

On December 9, 2009, GXS announced that it was raising public market debt through a bond offering. The purpose of this offering was to repay the Company's existing credit facilities, to refinance the existing debt of Inovis and to fund the cash consideration in the merger. This transaction also lifted many of the operating covenants to which GXS was subject previously, giving the company greater discretionary spending ability.

Q4. What is name of the new company?

The name of the combined company is GXS. However, Inovis is now operating as Inovis, a GXS company and Freeway Commerce is now operating as Freeway Commerce, a GXS company. Inovis and Freeway Commerce products and services will continue to be sold, supported and maintained.

Q5. What are some of the key facts and statistics about GXS and Inovis?

Combined Company:

- 40,000+ customers
- 2,400 employees
- Customers in 99 countries
- 390 Managed Services customers

Market Opportunity:

- We believe the target market opportunity for GXS will grow from approximately \$3.9 billion in 2009 to \$5.4 billion in 2012 (GXS estimates). This includes the markets for messaging, B2B software, managed file transfer, and product master data management.
- Gartner estimates that companies have spent more than \$500 million on Business Integration Outsourcing, and, based on demand from IT end users, Gartner estimates that this market segment will register a compound annual growth rate of 20%, at least through 2010.¹

¹ Gartner "Predicts 2010: Application Infrastructure for Cloud Computing," November 30, 2009.

Q6. What is the ownership structure of the new company?

Francisco Partners and its co-investors, Golden Gate Capital, Cerberus and Norwest Venture Partners will own the combined company, with Francisco Partners retaining the controlling interest. In addition, GXS has added two new members to its Board of Directors, [Prescott Ashe of Golden Gate Capital](#) and [Kevin Genda of Cerberus Capital Management](#).

Transaction Details

Q7. What are the terms of the transaction?

Under the terms of the agreement, GXS and Inovis have combined in a strategic merger. The financial terms of the transaction are not being disclosed at this time. Francisco Partners and its co-investors, Golden Gate Capital, Cerberus and Norwest Venture Partners are the co-owners the combined company. Each company now has representation on the GXS Board of Directors.

Q8. What is the operating status of GXS and Inovis now?

The merger of GXS and Inovis has been approved by all appropriate regulatory bodies. Now operating as GXS, the company is actively integrating its product and service portfolio as well as other key resources.

Q9. Have the regulatory bodies approved the merger?

Yes.

Business / Product Strategy

Q10. Can customers still purchase GXS, Inovis and Freeway Commerce products and services?

Yes, all of the GXS products and services are still available as are **all** of the Inovis and Freeway Commerce products and services. Please note that **all** products and services will continue to be supported. Any future plans to integrate any product or service will be communicated to customers directly. Plans to integrate products or services are driven by opportunities to improve our ability to enhance and serve customers and ensure that we continue to operate the most efficient, high-performance service. GXS has completed similar acquisitions in the past and has a proven track record integrating overlapping solutions with minimal or no disruption to customers, while maintaining a consistent customer experience.

Q11. Which EDI VAN, GXS's or Inovis's, will be kept going forward?

GXS intends to operate **both** companies' Value Added Network (VAN) platforms and services for the foreseeable future. Any integration or consolidation will take place in direct consultation with customers and will be clearly communicated directly to customers before taking place. GXS has completed similar acquisitions in the past and has a proven track record integrating overlapping solutions with minimal or no disruption to customers, while maintaining a consistent customer experience.

Q12. What value does the merger bring to the B2B e-Commerce Industry?

GXS has always been a recognised leader in the B2B e-commerce industry. GXS Trading Grid[®] revolutionised the industry and provided a modern, scalable, flexible and global platform for streamlining and automating the global supply chain. Inovis has a history of providing an excellent platform for e-commerce as well as exceptional software and services solutions that meet their customers' needs.

Together, our combined company can bring exceptional, new innovations to the B2B e-commerce industry resting on a best-of-breed platform that utilises cutting-edge technology and assures ease-of-integration with in-house software deployments as well as with global trading partners. Inovis's strength and breadth of knowledge in the retail sector and GXS's complementary strengths in automotive, consumer products and high tech/electronics will ensure that the combined company can serve companies of any size and industry with competence and depth.

Specifically, the newly combined company will be able to offer B2B integration services to meet nearly every need including MFT software and services, B2B Managed Services, B2B Gateway software and Supply Chain Visibility Services. The company will also offer a range of small-and-medium business solutions such as GXS Trading Grid for Excel, GXS Intelligent Web Forms, EDI-to-Fax and desktop EDI software.

Q13. How will the combined company be positioned for the future?

Combined, the two companies will be able to offer a strong software + services model and will have distinct strengths and distinctions among B2B e-commerce providers, including: global presence, scalable technical architecture, agile development capability, a global

resource pool, combined engineering talent to accelerate innovation, operational efficiencies through streamlined cost efficiencies, and the ability to advance the entire marketplace with new B2B integration breakthroughs and shared services. GXS believes these capabilities and assets will enable the combined company to address business growth opportunities of more than \$5 billion in 2012.

Q14. What does the new company bring to the industry that is unique and exciting?

The new GXS will bring to the industry an unwavering commitment to help companies operate and manage their global B2B operations more efficiently and effectively. Our solutions will help customers automate and manage a wider variety of B2B transaction flows, from multi-enterprise product design processes, to compliant electronic invoicing, to managing global payments and cash flow. With GXS Active Applications and Inovis Actionable Intelligence, the company will unleash and harness the operational intelligence inherent outside the customer's enterprise, across their ever expanding eco-systems of diverse customers and worldwide trading partners.

Q15. What are the most immediate strategic opportunities for the combined company?

The combination of these two great teams enables us to jointly deliver a broad range of new capabilities to further accelerate growth in the adoption of B2B e-commerce. Today, customers are seeking new solutions, including 1) offloading the on-going management of their B2B programs, and 2) automating a wider variety of diverse message formats and types across different protocols. Both companies were early pioneers in creating B2B Managed Services. GXS introduced the 'B2B Outsourcing' proposition as an effective alternative to expensive in-house solutions. In addition, Inovis has been a leader, innovator and driver of B2B Gateway and managed file transfer software. Together, the combined company can complement, strengthen, and accelerate both the Managed Services and Gateway software segments and deliver a powerful, best-in-class software + services solution for companies around the world.

Q16. What services can we expect to be part of the combined company's integrated product portfolio?

The company is fully committed to an industry-leading portfolio of global messaging services, B2B managed services, and B2B Gateway software and services. The company also plans deeper investments to serve emerging customer needs with new managed file transfer solutions. Finally, the company will continue to expand its suite of hosted applications ([GXS Active Applications](#)) and expects to deepen investment providing customers with process visibility.

Q17. What will be the company's technical architecture and infrastructure strategy?

Regarding data centre infrastructure, GXS operates two hardened data centres: one in Cleveland, Ohio and the other in Amstelveen, The Netherlands. Inovis operates a primary datacentre in Lithia Springs, GA and a second data centre in Allen, TX. Inovis data centres are collocated within class 4 AT&T data centre facilities. GXS plans to consolidate data centre facilities as much as practical to minimise infrastructure costs and simplify administration in order to keep costs and prices down to ensure competitive TCO for

customers.

Regarding technical architecture, both GXS and Inovis have a common vision for modern, extensible, easy-to-maintain architecture. Both companies' go-forward platforms consist chiefly of a Java-based development environment and open systems solutions. However, in alignment with GXS's partnership with Microsoft, it is anticipated that Microsoft-based technologies will be used in select capacities. The roadmap and vision includes cloud-to-cloud integration and external programmability framework for customers and partners. More details on the roadmap and vision will be made available in the coming months.

Q18. What will the combined company do with the two companies' translator technologies?

GXS will continue to support and maintain all translation technologies that were supported and maintained prior the closing. GXS understands that customers have made significant investments around our software solutions and that it is important that we not disrupt our customers B2B operations. GXS will continue to invest significantly in its translation technologies hosted in GXS Trading Grid, and which are a core component of our fast-growing managed services business.

Q19. What should customers expect regarding the continuity of their existing services and support?

GXS and Inovis are committed to serving our customers with the highest levels of quality and performance. All existing services will continue to be provided, maintained and supported until a complete integration plan has been developed and communicated. It is the intent of the merger to combine and integrate all products and services for the benefit of customers, and maximise the strengths and scale of the combined organisation. We will provide additional details regarding our long-term product plans later this year. Our product plans and strategies will, of course, be developed with the coordination of our customer advisory councils, special interest groups, and product user groups.

Q20. How do Inovis' and Freeway Commerce' customers benefit from the merger?

Inovis and Freeway Commerce customers now have access to a variety of capabilities and greater geographic reach and local market knowledge. Specifically, Inovis' customers benefit from:

- More than 100,000 trading partners directly connected to GXS Trading Grid®, providing Inovis customers easy expansion of their e-commerce programs;
- Strong end-to-end visibility and reduced administrative activities and fees associated with enabling the flow of messages across our combined communities;
- GXS's expansive international service capabilities to service customers' worldwide supply chains and trading partners. These include local language support, local community management support, and internationalised technology enablement options, such as GXS Intelligent Web Forms and Trading Grid for Excel;
- GXS's Active Applications that complement Inovis' portfolio with new capabilities such as Active Logistics, to track and trace global shipments, Active Orders, to manage order execution in a supply chain community, and Active Inventory Management for inventory visibility in Vendor Managed Inventory scenarios;
- A suite of Product Master Data Management (PMDM) capabilities, including best-in-

class PMDM software that is specifically tailored for synchronising product data and item information in the retail supply chain;

- Inovia' and Freeway Commerce' customers will be invited to participate in GXS's numerous customer feedback and industry support programs, including advisory councils, special interest groups and product user groups;

Long-term, customers of GXS will benefit as their global B2B integration costs go down and their service performance, visibility, and control go up. With combined annual spend on research and development exceeding \$40 million and a combined annual capital investment exceeding \$35 million, we remain committed to helping customers accelerate and optimise their B2B e-commerce investments to achieve better results. This is accomplished through the introduction of high-value services which provide disproportionate customer benefit, such as improving business processes (i.e., global shipping), optimising and integrating with ERP systems (i.e., SAP, Dynamics AX, or Infor), and reducing compliance costs (i.e., deduction management, e-invoicing, or customs compliance).

Note: Independent assessments of customers cost saving from new solutions are important to GXS and Inovia. Earlier in 2009, The Hobson Company provided detailed calculations of cost savings for customers leveraging B2B managed services versus traditional in-house options. The last published assessment early in 2009 showed an annual 20-40% annual cost savings for customers and also highlighted that customers save 16%-72% in cash in year-one.

Q21. How will GXS customers benefit from the merger?

GXS customers will benefit in multiple ways by gaining new capabilities from Inovia, including the following:

- Inovia' value-added-network, Inovisworks, has more than 50,000 trading partners directly connected, providing GXS customers easy expansion of their e-commerce programs;
- Strong end-to-end global supply chain visibility and reduced administrative activities and fees associated with the flow of transactions across B2B providers;
- Automated fax-to-EDI and an e-mail attachment routing and translation service;
- A feature-filled, broadly-used retail data synchronisation catalogue service for apparel, a deductions management compliance service, and strong support for popular integration standards, such as AS2;
- Powerful B2B Gateway and Managed File Transfer (MFT) software to complement GXS's network-based services. GXS customers will gain access to an integrated MFT software solution, which does not exist today in GXS's portfolio. GXS also will gain a B2B Gateway software package ideal for mid-market companies to large enterprises.

Long-term, GXS customers will benefit as their global B2B integration costs go down and their service performance, supply chain visibility, and control go up. With combined annual spend on research and development exceeding \$40 million and a combined annual capital investment exceeding \$35 million, we remain committed to helping customers accelerate and optimise their B2B e-commerce investments to achieve better results. This is accomplished through the introduction of high-value services which provide disproportionate customer benefit, such as improving business processes (i.e., global shipping), optimising and integrating with ERP systems (i.e., SAP, Dynamics AX, or Infor), and reducing compliance costs (i.e., deduction management, e-invoicing, or customs compliance).

Note: Independent assessments of customers cost saving from new solutions are important to GXS and

Inovis. Earlier in 2009, The Hobson Company provided detailed calculations of cost savings for customers leveraging B2B managed services versus traditional in-house options. The last published assessment early in 2009 showed an annual 20-40% annual cost savings for customers and also highlighted that customers save 16%-72% in cash in year-one.

Q22. What impact does the merger have on the strategic and regional partners of GXS or Inovis?

GXS intends to continue to honour and maintain the established partnerships of both companies. GXS strategic partnerships include Accenture, Microsoft Corporation, Infor, Proginet, Software AG and Verizon. The certification of GXS Trading Grid as SAP-Certified for NetWeaver will not be affected.

GXS anticipates no change in its status and support of regional partnerships, including regional distributors. Partners can continue to resell the same products and solutions as prior to closing.

Additional Information

Q23. Who can I contact with specific questions about the merger?

GXS customers

For questions about the merger, please call GXS at 01932 776047 or e-mail directly at gxsinovis@gxs.com. In-country support phone numbers can be found [here](#).

Inovis and Freeway Commerce customers

For questions about the merger, please email info.emea@inovis.com or call Inovis at 01483 569388 and Freeway Commerce at 01772 646060.

Media & Third Parties

Members of the media or other third-parties with inquiries regarding the merger can contact Denise Oakley at 01932 776408 or denise.oakley@gxs.com.

Cautionary statement regarding forward-looking statements.

This document is for general information purposes only. It is not intended to create, supplement or amend any contractual commitment or provide any future promises and should not be relied upon. It contains forward-looking statements about GXS and Inovis and includes statements that cannot be guaranteed, but are intended to provide directional accuracy regarding the future operations of the combined organisation.

###