



GXS

100 Edison Park Drive
Gaithersburg, MD 20878
U.S.A.
+1-800-560-4347
www.gxs.com



Inovis

11720 AmberPark Drive, Suite 400
Alpharetta, GA 30009
U.S.A.
+1-877-446-6847
www.inovis.com

GXS – Inovis MERGER ANNOUNCEMENT

MASTER FAQ

December 8, 2009

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On December 8, 2009, GXS and Inovis announced they have signed a definitive agreement to combine in a strategic merger. The merger is expected to close in the first half of 2010, subject to regulatory review.

Until the deal closes, each company will continue to operate independently, and it is business as usual.

General

Q: What is the rationale for the merger of GXS and Inovis?

A: The merger of GXS and Inovis will change and advance the B2B e-commerce industry, combining industry leaders with rich histories and unique capabilities. Inovis has distinct expertise and traction among retailers and consumer products companies that will complement GXS’s strengths in the high tech, electronics, financial services and automotive industries. The combination of the companies’ strategic advantages can be summarized as following:

- The premier worldwide leader focused on business-to-business e-commerce;
- An extensive global footprint, serving customers across every industrialized country and most emerging markets;

- A global resource pool of 2,600 B2B e-commerce professionals offering industry-specific best practices, global standards knowledge, strong technical abilities, and local knowledge;
- A financially sound organization with strong financial backing.

Q: What are the terms of the merger of GXS and Inovis?

A: Both GXS and Inovis are privately held organizations and therefore the terms of this transaction are not disclosed. Francisco Partners and its co-investors, Golden Gate Capital, Cerberus and Norwest Venture Partners will own the combined company.

Q: What are the combined revenues, employees and customer base of the two companies?

A: As privately held organizations, the companies do not disclose financial data. However, at the time of the merger, Inovis has approximately 600 employees and GXS approximately 1800 employees. The combined company is expected to have approximately 40,000 customers across 52 countries.

Q: What will be the combined company's brand?

A: The final branding for the combined company and its products will not be determined until the merger transaction closes (anticipated completion is first half of 2010). It is the intent of the merger to combine GXS and Inovis services together into a single integrated portfolio.

Q: What are some of the key facts and statistics about GXS and Inovis?

A: Inovis stats:

16,000 customers
600 employees
52 countries
150 Managed Services customers

GXS stats:

29,000 customers
1,800 employees
50 countries
230 Managed Services customers

Combined company stats:

40,000+ customers
2,400 employees
52 countries
400 Managed Services customers

Market Opportunity:

- B2B integration and Product Master Data Management market total spend grows from approximately \$3.9 billion in 2009 to \$5.4 billion in 2012 (GXS estimates).
- 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 2009 and 2010.¹

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

Transaction Details

Q: What are the terms of the transaction?

A: Under the terms of the agreement, GXS and Inovis will combine in a strategic merger. As the companies are both privately-held, the financial terms of the transaction will not be disclosed.

Q: When do we anticipate the merger to close?

A: We anticipate the merger will close in the first half of 2010, subject to regulatory review and approvals.

Q: Are there any closing conditions?

A: The financing of the transaction, customary regulatory reviews, and government approvals are required.

Q: What will be the operating status of GXS and Inovis prior to the anticipated closing of the merger?

A: GXS and Inovis will continue completely separate business operations, and operate as usual until the merger is completed. We do anticipate that the parties will conduct integration planning sessions during this time.

Q: Are there any regulatory approvals required for closing?

A: Closing is subject to the review of relevant regulatory authorities. The companies are working to secure necessary government approvals.

The merger is intended to qualify as a tax-free reorganization.

Business / Product Strategy

Q: Can customers still purchase GXS and Inovis products and services?

A: Yes, absolutely. Until the transaction is complete, Inovis and GXS continue to operate as completely separate businesses. Following the merger, the combined company expects to continue to support and maintain all existing services of both companies and fulfill on its obligations to service customers with the highest levels of quality.

Q: What value does the merger bring to the B2B e-Commerce Industry?

A: GXS has always been a recognized leader in the B2B e-commerce industry. GXS Trading Grid® revolutionized 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 utilizes 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.

Q: How will the combined company be positioned for the future?

A: Combined, the two companies will be able to offer a powerful software + services model and will have distinct and powerful strengths and synergies including: unmatched global presence, scalable technical architecture and 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 four areas will enable the combined company to address business growth opportunities of more than \$5 billion in 2012.

Q: What does each company offer to the new organization that is unique and exciting?

A: While both companies are focused on B2B e-commerce, GXS and Inovis both bring unique and complementary advantages to the combined company:

- **B2B Managed Services, also known as B2B integration outsourcing, is the fastest growing segment within the B2B multi-enterprise market.** With nearly 250 enterprise Managed Services customers, GXS is a clear leader and innovator in the B2B managed services space. Inovis strengthens GXS Managed Services with 150 enterprise customers, additional services, and strong experience. With Inovis's Actionable Intelligence technologies, the combined company will have a shared, network-based data validation service for any-to-any document matching, scorecarding and alerting. These Inovis services will complement key GXS Managed Services components, including Intelligent Web Forms, Trading Grid for Excel, TeamBook, and other Active Applications, such as Active Orders, Active Logistics, Active Price, and Active Payments.
- **GXS and Inovis are both recognized 'Leaders' in the Gartner Magic Quadrant for Integration Service Providers and the Forrester Wave™ for B2B Service Providers.** Together, the combined companies will have more than 40,000 direct customers, a global network of partners and distributors, and nearly six million established in-network trading partner relationships.
- **Inovis proven B2B Gateway workhorse has a large customer base.** With GXS's large customer base of multi-national corporations, there will be numerous cross-sell opportunities. GXS will expand the reach for Inovis' industry leading solution. Together, the combined the company will have a sizeable and global B2B software business.
- **Both Inovis and GXS are leading the way in supply chain visibility offerings. Over the past several years Inovis has invested heavily in developing a consolidated user interface and portal labeled as Actionable Intelligence.** Actionable Intelligence provides an online view of both transactions and supply chain processes and offers compliance modeling, transaction validation, drill down access charts and dashboards. Similarly, GXS has many years experience in offering supply chain visibility services for the order-to-cash process as well as global

logistics processes. In addition, GXS is now using Microsoft Windows® Azure cloud-computing platform to develop new analytics services on GXS Trading Grid for small-to-medium-sized businesses. The integration of Inovis' easy to use and flexible platform with the power and breadth of GXS's Trading Grid will enable the combined company to offer the most robust B2B visibility solution available.

- **Inovis and GXS are both “Visionaries” in the Gartner Magic Quadrant for MFT.** Inovis has a proven Managed File Transfer software solution, with significant market traction. GXS has focused on MFT-as-a-Service (MFTaaS) as an alternate delivery method for large file transfer services. Inovis also now offers MFTaaS .
- **GXS is recognized by Gartner as a Niche Player in the fast and growing Product Master Data Management (PMDM) market;** GXS has a PMDM offering that enables customers to synchronize product information inside and outside the business. GXS PMDM is integrated with the global data synchronization network (GDSN) giving customers an easy method for globally-consistent product information dissemination. GXS also operates GDSN-certified data pools for 26 countries.
- **Inovis is a leader in retail product data synchronization.** Inovis operates a highly-successful data synchronization catalogue service hosting more than 130 million items from 5,500 retailers and suppliers, including Macy's, JCPenney and House of Fraser. This service compliments GXS Active Catalog (formerly Global Product Catalogue) which was first launched in 1988 and manages over 70 million items from nearly 1,800 retailers and suppliers.

Q: What are the most immediate strategic opportunities for the combined company?

A: The combination of these two great teams will enable us to jointly deliver a broad range of new capabilities to further accelerate the growth opportunities in 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 GXS and Inovis were early pioneers in these spaces. 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 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.

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

A: The combined company seeks to offer an integrated portfolio of services and software following the closing of the merger. The company will maintain strong focus on B2B managed services, global messaging, managed file transfer and B2B Gateway software (desktop and enterprise). The company's B2B hosted applications, such as product catalogs, order and logistics visibility, and payment services, also will be featured prominently in the company's product and service portfolio. The combined company will have extensive experience in automotive, consumer goods, financial services, high-tech electronics, transportation and logistics, and retail.

Q: Are there any overlaps in the products and services between the two companies?

A: Both companies provide B2B e-commerce services and software, including messaging services, B2B Gateway software, and managed services. However, both companies have unique strengths in the design and capabilities of their offerings. The goal of any integration activity will be to provide affected customers a well-informed, seamless, managed transition with no business interruption. Our goal is to give customers a capable, reliable, high-performance Solution for their B2B communications needs.

Q: What overlaps exist in geographies or industries served?

A: Both GXS and Inovis have a solid, presence in North America and Western Europe. Additionally, GXS has a strong market presence in Asia Pacific and Japan. In fact, more than 50 percent of GXS's

standalone annual revenue comes from outside North America. GXS estimates the multi-enterprise B2B infrastructure market will be approximately \$5.4 billion in 2012. This presents a clear growth opportunity for the combined company on a global basis. It also represents an opportunity to present and expand Inovis solutions, such as B2B Gateway or Managed File Transfer, or to add its Actionable Intelligence business validation service.

Naturally, the retail supply chain participants (retailers, consumer goods manufacturers, food and grocery, etc) are among the highest volume users of B2B e-commerce services due to the high frequency of replenishment cycles. The combined company will seek to grow its expertise and capabilities to serve the retail supply chain.

GXS and Inovis have a strong presence in other industries including automotive, high technology, manufacturing, financial services, and logistics and transportation. GXS also serves a variety of government institutions and non-profit organizations worldwide.

Q: What will be the technical architecture and infrastructure strategy?

A: Regarding data center infrastructure, GXS operates two hardened data centers: one in Cleveland, Ohio and the other in Amstelveen, The Netherlands. Inovis operates a primary datacenter in Lithia Springs, GA and a second data center in Allen, TX. Inovis data centers are collocated within class 4 AT&T data center facilities. It is anticipated that the combined company will seek to consolidate data center facilities as much as practical to minimize infrastructure costs and simplify administration in order to keep costs and prices down to ensure competitive TCO for customers.

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. Following the closing of the merger, the company will outline a new technology roadmap and vision. The roadmap and vision will include cloud-to-cloud integration and external programmability framework for customers and partners.

Q: What will the combined company do with the two companies' translator technologies?

A: Both GXS and Inovis have large bases of software and managed services customers that leverage each company's translator technology. It will be important to preserve these investments and

offer customers roadmaps for future progression. The combined company will continue to evolve each company's translator until a path to assimilate the technologies is available.

Customers / Partners

Q: What should customers expect regarding the continuity of their existing services and support with either GXS or Inovis?

A: GXS and Inovis are committed to servicing 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 maximize the strengths and scale of the combined organization. We will provide additional details regarding our long-term product plans following the closing of the merger, which we expect to occur in the first half of 2010. 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.

Q: How will Inovis customers benefit from the merger?

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

- GXS Trading Grid has over 100,000 trading partners directly connected, providing Inovis customers easy expansion of their e-commerce programs;
- Combining the transaction service engines will enable clients to have strong end-to-end visibility and reduce administrative activities and fees associated with enabling the flow of messages across our combined communities;
- GXS has expansive international service capabilities to service Inovis customers' worldwide supply chains trading partners, including local language support, local community management support, and internationalized technology enablement options, such as GXS Intelligent Web Forms;
- GXS's Active Applications 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;
- GXS has a suite of Product Master Data Management (PMDM) capabilities, including best-in-class PMDM software that is specifically tailored for synchronizing product data and item information in the retail supply chain;
- Inovis 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, both GXS and Inovia customers will benefit as their global B2B integration costs go down while their requirements for 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 optimize 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), optimizing 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.

Q: How will GXS customers benefit from the merger?

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

- Inovia Inoviaworks with over 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 synchronization catalog 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, both GXS and Inovia customers will benefit as their global B2B integration costs go down while their requirements for service performance, supply chain visibility, and control go up. With combined annual spend on research and development exceeding

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Q: What impact does the merger have on the strategic and regional partners of GXS or Invis?

A: Except where prohibited by exclusivity arrangements, the combined company will continue to honor and maintain all active partnerships. Any partnerships that are affected by exclusivity arrangements will be reviewed individually.

GXS anticipates that its strategic partnerships with Accenture, Microsoft Corporation, OB10, Software AG and Verizon will continue to remain strong post-merger. The certification of GXS Trading Grid as SAP-Certified for NetWeaver will not be affected.

Invis anticipates that its strategic partnership(s) with Infor, Proginet, Oracle (JD Edwards), IBM, Crossgate, and Pervasive will continue to remain strong post-merger.

Additional Information

Q: Where should I direct inquiries by customers, partners, or other third-parties, such as the media?

A: A separate customer FAQ is available and posted at www.gxs.com/invis and www.invis.com/gxs. If customers have additional questions, they should contact the customer service leadership within each company.

GXS customers

For questions about the merger, please call GXS customer support at 1-800-334-2255 (Outside US: 1-301-251-6510) or e-mail directly at gxsinvis@gxs.com.

Invis customers

For questions about the merger, please contact Invis customer support directly at +1-877-446-6847 or via e-mail at Invis customer support e-mail at info@invis.com.

If a member of the media or other third-party inquires regarding the anticipated merger, please direct them to Allison Tobin, Director of Communications, GXS at +1-301-340-4988, or Allison.Tobin@gxs.com, or Doug Kern, Director of Marketing, Invis at +1-512-657-9932 or doug.kern@invis.com.

Q: If I have employment questions regarding the merger, where should I direct my questions?

A: GXS employees should direct questions to their local human resources lead or Pam Angelis, director of human resources. Pam can be reached at Pamela.angelis@gxs.com or +1-301 340-4212

Invis employees should direct inquiries to Paul Trotti Vice President Human Resources. Paul can be reached at +1 404.467.3388 or paul.trotti@invis.com.

Cautionary statement regarding forward-looking statements.

This document is for information purposes only and may not be incorporated into a contract. It contains forward-looking statements about GXS and Invis and includes statements that cannot be guaranteed, but are intended to provide directional accuracy regarding the future operations of the combined organization.

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