



NCR to Acquire Leading IT Services Provider 4Front Technologies, Inc

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DAYTON, Ohio, Aug. 3 /PRNewswire/ -- NCR Corporation (NYSE: NCR) and 4Front Technologies, Inc. (Nasdaq: FFTI) today announced they have entered into a definitive agreement for NCR to acquire 4Front Technologies in a merger transaction for an aggregate consideration of approximately \$250 million.

4Front Technologies, an American company headquartered in the United Kingdom, is a fast growing provider of a full range of information technology (IT) services, including outsourcing, hardware maintenance and help desk support -- primarily across Europe.

Under the terms of the agreement, NCR will pay each 4Front Technologies stockholder \$18.50 per share in cash for each outstanding share of 4Front Technologies common stock held. This represents a 35 percent premium over NASDAQ's closing price on August 2, 2000.

"The combination brings together best-in-class people, experience and service capabilities, allowing us to better satisfy the complex needs of our global customers around the clock, and further strengthens our strategic partner relationships with Sun Microsystems, Cisco Systems, and Nortel Networks, among others. I'm particularly excited about the strength of leadership, the sales and marketing talent that 4Front Technologies brings to NCR's services organization, and the global reach that NCR brings to 4Front Technologies' customers," said Lars Nyberg, Chairman and Chief Executive Officer of NCR.

Nyberg added: "This action significantly strengthens our position in the services market throughout Europe, and improves the utilization of NCR's infrastructure."

Anil Doshi, Chairman and Chief Executive Officer of 4Front Technologies, said: "4Front Technologies has grown rapidly to become one of Europe's leading independent IT services providers. Our success is principally due to focusing on our customers' needs across multiple countries."

Doshi added: "The combination with NCR not only will uphold our commitment to serving our customers, but also will address their future needs. We believe this is a fair deal for our stockholders and that it will offer exciting new opportunities to many of our employees."

Through a number of acquisitions and continued growth in its customer base, 4Front Technologies revenues have increased from approximately \$32 million in fiscal 1996 to over \$252 million in its fiscal year 2000, which ended January 31. Excluding one-time charges, the merger will be EPS (earnings per share) neutral to NCR in the first year, and accretive thereafter.

The merger is expected to be completed in the fall of 2000, and is subject to a number of conditions, including the receipt of the approval of the 4Front Technologies stockholders as well as the receipt of required regulatory approvals. The Board of Directors for both NCR and 4Front Technologies have approved the merger transaction. The Board of Directors of 4Front Technologies expects to hold a special meeting of 4Front Technologies' stockholders this fall for the purpose of considering and voting on the merger.

Upon completion of the merger, 4Front Technologies will be integrated into NCR.

About 4Front Technologies, Inc.

4Front Technologies, Inc. (Nasdaq: FFTI) is a leading provider and integrator of IT services and solutions to primarily European customers. Its services and solutions include corporate help-desks, training, system design and support and a full range of IT consulting services. The company's customers include many of the largest companies in Europe. With headquarters in London, 4Front Technologies employs nearly 2,000 people with offices in the United Kingdom, France, Germany, the Netherlands, Italy, Belgium, Sweden, as well as Japan and the United States.

Over the past four years, 4Front Technologies has leveraged its position in the marketplace to become a leading provider of a broad range of IT services and solutions on a European basis and is now one of the leading independent providers of IT services in Europe. To further accelerate its move to providing higher margin IT services, and in light of the rapid development of e-commerce in the European marketplace, 4Front Technologies recently commenced an initiative to establish itself as a leading provider of e-business solutions and services and of other higher-value services in Europe. 4Front Technologies revenues were over \$252.9 million in fiscal 2000.

About NCR Corporation

NCR Corporation (NYSE: NCR) is a US\$6.2 billion leader in providing Relationship Technology(TM) solutions to customers worldwide in the retail, financial, communications, travel and transportation, and insurance markets. NCR's Relationship Technology solutions include privacy-enabled Teradata(R) warehouses and customer relationship management (CRM) applications, store automation and automated teller machines (ATMs). The company's business solutions are built on the foundation of its long-established industry knowledge and consulting expertise, value-adding software, global customer support services, a complete line of consumable and media products, and leading edge hardware technology. NCR employs 32,500 in 130 countries, and is a component stock of the Standard & Poor's 500 Index.

NCR and Teradata are trademarks or registered trademarks of NCR Corporation in the United States and other countries.

4Front Technologies, Inc. ("4Front"), its directors, executive officers and certain members of management and employees may be soliciting proxies from 4Front's stockholders in favor of the adoption of the merger agreement with NCR. A description of any interests that 4Front's directors and executive officers have in the merger will be available in the Proxy Statement. 4Front expects to mail a Proxy Statement to its stockholders containing information about the merger with NCR Corporation ("NCR"). Investors and security holders are urged to read the Proxy Statement carefully when it is

available. The Proxy Statement will contain important information about 4Front, NCR, the merger and related matters. Investors and security holders will be able to obtain free copies of this document through the web site maintained by the U.S. Securities and Exchange Commission ("SEC") at <http://www.sec.gov> .

This release and/or other filings by NCR and 4Front may contain projections or other forward-looking statements regarding the expected benefits of the proposed transaction or the future financial performance of NCR and 4Front. These projections or statements are only predictions. Actual events or results may differ materially from those in the projections or other forward-looking statements set forth herein. Among the important factors that could cause actual events to differ materially from those in the projections or other forward-looking statements are potential fluctuations in quarterly results, rapid technological and market change, acquisition strategy, material adverse changes in economic and competitive conditions in the markets served by the companies, material adverse changes in the financial condition of either or both companies and their respective customers, volatility of stock price, international operations, and substantial delay in the closing of the transaction. Readers are referred to NCR's Annual Report to Stockholders and NCR's and 4Front's filings with the SEC, including their most recent filings on Form 10-K and 10-Q, for a discussion of these and other important risk factors concerning NCR and 4Front and their respective operations. SOURCE NCR Corporation

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