

STATEMENT FROM THE BOARD OF DIRECTORS OF VISMA ASA IN CONNECTION WITH VOLUNTARY OFFER FROM SAGE GROUP PLC

Pursuant to previous statement on 6 April 2006, the Board of Directors (the "Board") of Visma ASA hereby makes the following statement regarding the offer from The Sage Group plc to acquire all the issued shares of Visma ASA in accordance with section 4-16 of the Norwegian Securities Trading Act:

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On 4 April 2006, The Sage Group plc ("Sage") published an offer document (the "Offer Document") in accordance with the Norwegian Securities Trading Act section 4-18, whereby Sage offers to acquire all issued shares in Visma ASA ("Visma"), for a purchase price per share of NOK 125 (the "Offer"). The purchase price will be payable in cash. Pursuant to the Offer Document, the Offer is conditional upon (i) Sage having received valid acceptances in respect of shares in Visma which constitute more than 90 % of all outstanding shares in Visma, and (ii) all material regulatory approvals, if any, from relevant competition authorities having been obtained. The offer period started on 4 April 2006, and will expire on 20 April 2006. The offer document has been approved by Oslo Stock Exchange.

Board of Directors:

The Board recognises Sage as a global market leader in providing business management software solutions to small and medium sized companies. The Board is of the opinion that Sage represents a solid industrial partner for Visma. Further, the Board believes that Sage can have a positive influence on Visma's future development.

On the date of the announcement of the intention to launch an offer, 22 March 2006, the Board stated the following; *"The Board believes that the offered price represents a fair pricing of the company's shares in the short and medium term, but the Board does not want to make any statements with respect to the long term value potential of Visma."*

The Board would like to point to some recent events that should be of potential relevance to the Visma shareholders' decision:

- The offer price of NOK 125 per share represented a premium of 21%, 25% and 37% compared to the volume weighted average market price for the last 20 trading days, 3 months and 6 months, respectively (adjusted for dividend of NOK 3 per share) prior to the date of announcement of Sage's intention to launch the Offer.
- Visma has released its results for the first quarter of 2006. The revenue grew 25.5% to NOK 587 mill, and EBIT grew 43% to NOK 58 mill. The results are above expectations both by the Board and the consensus in the market.

- Since announcement of the Offer, the Board has from certain larger shareholders received signals that the offered price is not high enough, considering the company's current status and prospects.
- The share price of Visma has consistently been traded above the offer price of NOK 125 per share since the Offer was released.

Based on the above, the Board can no longer endorse the view that the bid is fair on the current level. However, the Board emphasises that it is up to each shareholder to decide on the Offer. The Board is still of the opinion that Sage represents a solid industrial partner for Visma, and that Sage can have a positive influence on Visma's future development.

Employees:

The employees of the Visma group have been given information about the Offer as well as on Sage. The employees of the Visma group have not made any objections to the Offer.

Individual shareholding Board members and CEO:

The following board members hold shares in Visma:

Chairman Svein R. Goli holds 110.000 shares in Visma.

Board member, Ann-Marie Nilsson holds 3.000 shares in Visma.

CEO Øystein Moan holds 180.000 shares in Visma.

Ossian Hellers from Cevian Capital L.P is on the Board. Cevian Capital L.P has accepted the Offer for its 2,476,593 shares, however, subject to an in Cevian Capital L.P.'s opinion more favourable offer not being announced prior to the end of the offer period.

Svein R. Goli, Chairman, Ann-Marie Nilsson, Board-member and Øystein Moan, the CEO of Visma ASA, will follow the majority of the shareholders in their decision on the Offer.

The Board of Directors of Visma ASA

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