

CYBERNET INTERNET SERVICES INTERNATIONAL INC

FORM DFAN14A

(Additional Proxy Soliciting Materials - Non-Management (definitive))

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Sec.240.14a-12

CYBERNET INTERNET SERVICES
INTERNATIONAL, INC.

(Name of Registrant as Specified in its Charter)

MFC BANCORP LTD. AND VENTEGIS CAPITAL AG
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
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 - 4) Proposed maximum aggregate value of transaction:
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 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:

**MFC BANCORP LTD.
NEWS RELEASE**

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**MFC BANCORP LTD. ANNOUNCES ACTIONS RELATED
TO MUNICH BASED CYBERNET STOCKHOLDERS' MEETING**

New York, NY, (November 21, 2001) - - MFC Bancorp Ltd. ("MFC", Nasdaq: MXBIF and Frankfurt Stock Exchange: MFC GR) is pleased to announce that the Court of Chancery of the State of Delaware in the United States (the "Court") has set a hearing for December 3, 2001 to hear MFC's application regarding the upcoming stockholders' meeting for the election of directors (the "Meeting") of Cybernet Internet Services International Inc. ("Cybernet" or the "Company", Neuer Markt:

CYN and OTC BB: ZNET) currently scheduled to be held on December 4, 2001. Cybernet is a Delaware corporation based in Munich, Germany. MFC, together with two major stockholders (the "Major Shareholders"), has requested that the Court, inter alia, postpone the meeting date from December 4, 2001. MFC also announced that it and a major shareholder have filed a preliminary Schedule 14A proxy statement with the U.S. Securities and Exchange Commission, for the purpose of nominating directors and soliciting proxies for the Meeting.

Cybernet is a provider of Internet communications and co-location services in Europe. MFC has provided Cybernet with notice that it intends to nominate directors that constitute 50% of the board. MFC has the support of the Major Shareholders, representing in aggregate approximately 26% of the outstanding and issued shares of Cybernet.

Cybernet has not held an election of directors since May 17, 1999. On November 13, 2001, Andreas Eder, C.E.O. of Cybernet, applied for and received an order from the Court scheduling the Meeting for December 4, 2001 and waiving all quorum requirements. Neither MFC nor the Major Shareholders were provided notice of Eder's application to the Court despite Cybernet's awareness of MFC's and the Major Shareholders' interest in board representation and their demands for a stockholders' meeting. MFC believes that the actions of the board of Cybernet were intended to entrench the current board and management of the Company.

Cybernet has incurred recurring operating losses and its share price has fallen from a high of euro 41 on January 20, 1999 to under euro 1 currently. MFC and the Major Shareholders believe that new leadership is required for the Company.

Cybernet's management proxy statement nominated Andreas Eder - Munich and Dr. Paolo di Fraia - Paris for election and the continuing directors are Robert Fratarcangelo and Dr. Hubert Besner - Munich.

Michael Smith, President of MFC, states "We are very disappointed in the actions taken by Cybernet's board. Given the huge losses incurred by stockholders and the Company's poor financial performance, we find it incredible that the board is now seeking to prevent stockholders from exercising their fundamental right to nominate and vote for the directors of their choice. Nonetheless, we look forward to establishing a reconstituted board of directors for the Company which will work positively towards preserving and enhancing shareholder value."

For further information please contact Rene Randall in North America at (604) 683 8286 or Marlene Bryl in Germany at + (49 30) 20 94 58 00.

ABOUT MFC BANCORP

MFC Bancorp Ltd. owns companies that operate in the financial services industry, specializing in merchant banking internationally. To obtain further information on MFC, please visit our web site at <http://mfcbankcorp.com>.

Certain statements included herein are "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Management cautions that forward-looking statements are not guarantees and that actual results could differ materially from those express or implied in the forward-looking statements. Important factors that could cause the actual results of operations or financial condition of MFC to differ include, but are not necessary limited to, the risks and uncertainties discussed in documents filed by MFC with the Securities and Exchange Commission.

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**INFORMATION FURNISHED BY
MFC AND VENTEGIS CAPITAL AG
IN THEIR SOLICITATION OF PROXIES FROM
STOCKHOLDERS OF CYBERNET**

MFC, Ventegis Capital AG ("Ventegis", and collectively with MFC, the "Shareholders Group") and certain other persons may be deemed to be participants in the solicitation of proxies by the Shareholders Group from stockholders of Cybernet in connection with the Meeting currently scheduled to be held on December 4, 2001. INFORMATION CONCERNING SUCH PARTICIPANTS WAS FILED BY THE SHAREHOLDERS GROUP WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC") ON NOVEMBER 21, 2001 IN A PRELIMINARY PROXY STATEMENT ON SCHEDULE 14A.

STOCKHOLDERS OF CYBERNET ARE ADVISED TO READ THE PRELIMINARY PROXY STATEMENT FILED WITH THE SEC ON NOVEMBER 21, 2001 AND THE DEFINITIVE PROXY STATEMENT WHEN IT BECOMES AVAILABLE IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE SHAREHOLDERS GROUP, BECAUSE SUCH PROXY STATEMENTS CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION. Stockholders of Cybernet and other interested parties may obtain, free of charge, copies of the preliminary proxy statement filed by the Shareholders Group with the SEC on November 21, 2001 and the definitive proxy statement when it becomes available, and any other documents filed by the Shareholders Group with the SEC, at the SEC's Internet web site at www.sec.gov. Each of these documents may also be obtained free of charge by calling Rene Randall in North America at + (604) 683 8286 or Marlene Bryl in Germany at + (49 30) 20 94 58 00.

End of Filing

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