

Company announcement

No. 6/2019

19 February 2019

Accelerated bookbuild offering of up to 3,113,381 existing shares in Netcompany Group A/S by the FSN funds

Netcompany, has received the following information from the FSN Funds

FSN Capital GP IV Limited (registration no. 112277) acting in its capacity as general partner for and on behalf of each of FSN Capital IV L.P. (registration no. 1626), FSN Capital IV (B) L.P. (registration no. LP15650) and FSN Capital IV Invest L.P. (registration no. 1691) as well as FSN Capital GP IV Limited acting in its capacity as general partner for and on behalf of FSN Capital IV Netcompany Co-Investment L.P. (registration no. 2175) (together, the "FSN Funds") have launched an accelerated bookbuild offering to institutional investors (the "Transaction") of up to 3,113,381 existing shares in Netcompany, equivalent to 6.23% of the existing shares in Netcompany.

A further notice will be issued on behalf of the FSN Funds following completion of the bookbuilding and pricing of the Transaction.

Assuming all the shares available in the Transaction are sold, the FSN Funds will no longer hold any shares or voting rights in Netcompany after completion of the Transaction.

For the purpose of delivering shares to the participants in Netcompany's Post-IPO LTIP and potentially for delivery to the sellers in the contemplated transaction announced on 6 February 2019 (company announcement no. 3/2019), Netcompany is considering to enter into an equity swap allowing Netcompany, until 15 April 2019, to purchase a number of shares corresponding to an aggregate value of DKK 125,000,000 from Danske Bank A/S or alternatively, subject to certain conditions, cash-settle the swap. The exact purchase price is expected to be the price set in the Transaction. A number of shares equal to an aggregate value of DKK 125,000,000 will be reserved for Danske Bank to purchase in the Transaction.

Netcompany will not receive any proceeds from the Transaction.

This company announcement is not an offer to sell or a solicitation of any offer to buy any securities in Netcompany Group A/S (the "Company") in any jurisdiction where such offer or sale would be unlawful. Neither this company announcement nor the publication in which it is contained is for publication or distribution, directly or indirectly, in whole or in part, in or into the United States of America, including its territories and possessions, any state of the United States and the District of Columbia (the "United States"), subject to certain limited exceptions. The information in this company announcement does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, subscription rights or other securities in the Company in any jurisdiction. Any securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold, directly or indirectly, in or into the United States absent exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

For additional information, please contact

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