

Company announcement

No. 8/2018

7 June, 2018

Major shareholder announcement

With reference to company announcement no. 5/2018 7 June 2018 regarding the result of the initial public offering of shares in Netcompany Group A/S (the "Offering" or the "IPO") and implementation of a reorganisation in connection with the IPO (the "IPO Reorganisation") described in the offering circular published by the Company on 23 May 2018 (the "Offering Circular"), Netcompany Group A/S (the "Company" or "Netcompany") hereby announces the following notifications received pursuant to section 38 of the Danish Capital Markets Act and the Danish Executive Order on Major Shareholders regarding existing major shareholders' direct and indirect holdings in Netcompany.

FSN funds

FSN Capital IV L.P. (registration no. 1626), FSN Capital IV (B) L.P. (registration no. LP15650), FSN Capital IV Invest L.P. (registration no. 1691) and FSN Capital IV Netcompany Co-Investment LP (registration no. 2175) (together referred to as "FSN Capital") with FSN Capital GP IV Limited (registration no. 112277) ("FSN Capital General Partner") acting as general partner for and on behalf of FSN Capital has today sold 8,842,243 shares in the Company, each with a nominal value of DKK 1 as part of the Offering.

In addition FSN Capital has today lent 3,000,000 shares in Netcompany to Danske Bank A/S on behalf of the Managers pursuant to a share lending agreement entered into in connection with the overallotment of shares by the Managers in connection with the Offering (the "Overallotment Option"). If the Overallotment Option is not exercised in full, shares corresponding to the unexercised part of the Overallotment Option will be redelivered to FSN Capital.

Following the lending of shares and the completion and settlement of the above transactions in connection with the Offering, FSN Capital IV L.P. holds 7,881,853 shares corresponding to 15.76% of the total share capital the total voting rights in the Company. FSN Capital IV (B) L.P. holds 336,832 shares corresponding to 0.67% of the total share capital and the total voting rights in the Company. FSN Capital IV Invest L.P. holds 181,596 shares corresponding to 0.36% of the total share capital and the total voting rights in the Company FSN Capital IV Netcompany Co-Investment LP holds 1,863,100 shares corresponding to 3.73% of the total share capital and the total voting rights in the Company.

FSN Capital General Partner is acting as general partner for and on behalf of FSN Capital and therefore FSN Capital's voting rights are exercised through FSN Capital General Partner.

Following the completion and settlement of the above transactions in connection with the Offering FSN Capital General Partner exercises the voting rights on 10,263,381 shares corresponding to 20.53% of the total share capital and the total voting rights in the Company.

FSN Capital are limited partnerships organised under the laws of Jersey (except FSN Capital IV (B) L.P. which is organised under the laws of United Kingdom) with registered office at 11 - 15 Seaton Place, St Helier, Jersey, JE4 0QH. FSN Capital General Partner is the general partner for FSN Capital and is incorporated under the laws of Jersey and registered at the same address as FSN Capital.

AC NC Holding ApS - the joint holding company of André Rogaczewski and Claus Jørgensen

AC NC Holding ApS (CVR no. 39622319) ("AC NC Holding") has informed that following completion and settlement of the Offering, AC NC Holding holds 5,097,364 shares in the Company, each with a nominal value of DKK 1, corresponding to 10.19% of the total share capital and the total voting rights of the Company.

AC NC Holding is the joint holding company of André Rogaczewski and Claus Jørgensen who are the CEO and COO, respectively, of the Company. The shares and the voting rights in AC NC Holding are governed by a shareholders' agreement.

André Rogaczewski and Claus Jørgensen, personally, hold each 50% of the total share capital and the total voting rights of AC NC Holding, which was incorporated on 6 June 2018 in connection with two (2) immediate cross de-mergers of Holdingselskabet Claus Jørgensen ApS (CVR no. 25652754), and André Rogaczewski Holding ApS (CVR no. 25601882).

Holdingselskabet Claus Jørgensen II ApS

Holdingselskabet Claus Jørgensen II ApS (CVR no. 39622327) has today sold 1,699,122 shares in the Company, each with a nominal value of DKK 1 as part of the Offering. Accordingly, following completion and settlement of said transaction in connection with the Offering, Holdingselskabet Claus Jørgensen II ApS will no longer hold any shares or voting rights in Netcompany.

Holdingselskabet Claus Jørgensen II ApS is a wholly-owned holding company of Claus Jørgensen.

André Rogaczewski Holding II ApS

André Rogaczewski Holding II ApS (CVR no. 39622408) has today sold 1,699,122 shares in the Company, each with a nominal value of DKK 1 as part of the Offering. Accordingly, following completion and settlement of said transaction in connection with the Offering, André Rogaczewski Holding II ApS will no longer hold any shares or voting rights in the Netcompany.

André Rogaczewski Holding II ApS is a wholly-owned holding company of André Rogaczewski.

NC ShareCo ApS

NC ShareCo ApS (CVR no. 37415189) ("NC ShareCo") has today sold 3,051,776 shares in the Company, each with a nominal value of DKK 1 as part of the Offering. In addition, today it has been resolved to dissolve NC ShareCo by demerger, as further described in the Offering Circular.

Accordingly, following completion and settlement as well as a result of the demerger NC ShareCo will no longer hold any shares or voting rights in Netcompany.

NC ShareCo is the holding company through which certain members of the board of directors, the executive management and other employees invested in Netcompany prior to the Offering.

Danske Bank A/S and its affiliates

Danica Pension, Livsforsikringsaktieselskab (CVR no. 24256146) ("Danica") has today sold 896,602 shares in the Company, each with a nominal value of DKK 1 as part of the Offering. Following the completion and settlement of this transaction in connection with the Offering Danica holds 1,344,902 shares corresponding to 2.69% of the total share capital and the total voting rights in the Company. Danica is a wholly owned subsidiary of Danske Bank A/S.

Gustaf Löfberg, Country Manager, Denmark, has prior to admission through his holding company, NC NorthCo AB (registration no. 556706-7011), transferred 2,275,851 shares corresponding to 4.55% of the total share capital in the Company to a Swedish personal pension and life insurance scheme, a Kapitalförsäkring with Danica Pension Försäkringsaktiebolag, Sweden. However, the voting rights as well as any rights to decide on disposals of the shares previously held by NC NorthCo AB, shall remain with Gustaf Löfberg as described in the Offering Circular. Consequently, Danica Pension Försäkringsaktiebolag holds 4.55% of the total share capital and 0% of the total voting rights in the Company. Danica Pension Försäkringsaktiebolag is wholly owned subsidiary of Danske Bank A/S.

Danske Bank A/S (CVR no. 61126228) has today purchased 322,580 shares in the Company, each with a nominal value of DKK 1 for the purpose of ensuring delivery to the Company pursuant to the LTIP Equity Swap as described in the Offering Circular. Following the completion and settlement of this transaction in connection with the Offering Danske Bank A/S directly holds 322,580 shares corresponding to 0.65% of the total share capital and the total voting rights in the Company.

With reference to the transactions above, Danske Bank A/S directly or indirectly holds in aggregate 3,943,333 shares corresponding to 7.89% of the total share capital and 3.34% of the total voting rights in the Company.

Gustaf Löfberg

As noted above, Gustaf Löfberg has prior to admission through his wholly-owned holding company, NC NorthCo AB (registration no. 556706-7011), transferred 2,275,851 shares corresponding to 4.55% of the total share capital in the Company to a Swedish personal pension and life insurance scheme, a Kapitalförsäkring with Danica Pension Försäkringsaktiebolag, Sweden. However, the voting rights as well as any rights to decide on disposals of the shares previously held by NC NorthCo AB, remain with Gustaf Löfberg, corresponding to 4.55% of the total voting rights in the Company prior to admission.

Gustaf Löfberg has today, through NC NorthCo AB, sold 1,517,234 shares in the Company, each with a nominal value of DKK 1 as part of the Offering. Accordingly, following completion and settlement of said transaction in connection with the Offering, Gustaf Löfberg holds voting rights below 5% in Netcompany.

Additional information

For additional information, please contact

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