adform

COMPANY ANNOUNCEMENT

No. 5/2018

Copenhagen, 4 December 2018

NOT FOR RELEASE OR DISTRIBUTION OR PUBLICATION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

This announcement does not constitute a prospectus, and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in Adform A/S ("Adform" or the "Company") except on the basis of information in any prospectus, as supplemented, published by the Company in connection with the public offering and admission of such securities to trading and official listing on Nasdaq Copenhagen A/S ("Nasdaq Copenhagen").

Adform postpones its Initial Public Offering

Adform's first day of trading was scheduled tomorrow, Wednesday 5 December 2018, for its intended Initial Public Offering (the "IPO" or the "Offering"). Adform announced its intention to float on 5 November 2018 and published its prospectus and started bookbuilding on 19 November 2018. The period coincided with a period of high volatility and uncertainty in the financial markets, especially as regards technology stocks, and to accommodate for this, the Company announced on 27 November 2018 an adjusted offer structure and extension of the offer period until 4 December 2018, as reflected in the supplement prospectus as of 28 November 2018. The Company has received substantial support, especially from domestic investors. Notwithstanding this, it has been decided to postpone the IPO due to the continued uncertainty and volatility in the financial markets and given the existing shareholders and the Company's desire to achieve a successful IPO with an orderly aftermarket. Accordingly, Adform has withdrawn its application to Nasdaq Copenhagen to have its shares admitted to trading and official listing on Nasdaq Copenhagen.

CEO, Gustav Mellentin, said:

"I am honoured by the response, we have received from domestic investors, but the current volatile and uncertain market conditions do not allow us to complete the IPO and achieve a smooth transition into the public market. Our growth strategy is unchanged and we hope to be able to return to the public market at a later point in time."

Additional information

For additional information, please contact:

Adform A/SGustav Mellentin, CEO+45 3535 7100Media enquiriesPoint CommunicationsJørgen Fischer Ravn+45 2030 3903

Important notice

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by Adform in any jurisdiction where such offer or sale would be unlawful, and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions.

In any member state of the European Economic Area (the "EEA") other than Denmark (each a "Relevant Member State"), that has implemented Directive 2003/71/EC (and amendments thereto, including the Amending Directive 2010/73/EU) this announcement is only addressed to, and is only directed at, investors in that Relevant Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Directive as implemented in each such Relevant Member State.

This announcement and the information contained herein are not for distribution in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"). This document does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The 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 within the United States absent registration or an applicable 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.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with persons who are investment professionals falling within article 19(5) or falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc."), of the U.K. Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or other persons to whom such investment or investment activity may lawfully be made available (together, "Relevant Persons"). Persons who are not Relevant Persons should not take any action on the basis of this announcement and should not act or rely on it.

This announcement does not constitute a prospectus or a supplement prospectus and nothing herein contains or should be interpreted to contain an offering of securities.

The Managers and their affiliates are acting exclusively for the Company and the Selling Shareholders and no one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholders for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and that can be identified by words such as "believe", "expect", "anticipate", "intends", "estimate", "will", "may", "continue", "should", and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this announcement by such forward-looking statements.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice.