

## Company announcement

No. 7/2019

20 February 2019

### Sale of 3,113,381 existing shares in Netcompany Group A/S by the FSN Funds and Major shareholder announcement

With reference to the announcement made on 19 February 2019 (company announcement no. 6), Netcompany, has received the following information from the FSN Funds (which also constitutes a major shareholder announcement pursuant to section 38 of the Danish Capital Markets Act):

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 today agreed to sell 3,113,381 existing shares in Netcompany, each with a nominal value of DKK 1, equivalent to 6.23% of the existing shares in Netcompany to institutional investors at a price of DKK 216.55 per share, pursuant to an accelerated bookbuild offering (the "Transaction").

Following settlement of the Transaction, the FSN Funds will no longer hold any shares or voting rights in Netcompany and FSN Capital GP IV Limited will no longer exercise any voting rights in Netcompany.

With reference to the announcement made on 19 February 2019 (company announcement no. 6), Netcompany has entered into an equity swap allowing Netcompany, until 15 April 2019, to purchase 577,233 Netcompany shares at a price of DKK 216.55 per share corresponding to an aggregate value of approximately DKK 125,000,000 from Danske Bank A/S or alternatively, subject to certain conditions, cash-settle the swap. Danske Bank purchased 577,233 shares in the Transaction for the purpose of covering this obligation.

Netcompany will not receive any proceeds from the Transaction.

FSN Capital IV L.P., FSN Capital IV Invest L.P. and FSN Capital IV Netcompany Co-Investment LP are limited partnerships organised under the laws of Jersey (except FSN Capital IV (B) L.P. which is organised under the laws of England) with registered office at 11 - 15 Seaton Place, St Helier, Jersey, JE4 0QH. FSN Capital GP IV Limited is acting in its capacity as general partner for and on behalf of and exercises the voting rights for and on behalf of each of FSN Capital IV L.P., FSN Capital IV (B) L.P., FSN Capital IV Invest L.P., and FSN Capital IV Netcompany Co-Investment LP and is incorporated under the laws of Jersey and registered at 11 - 15 Seaton Place, St Helier, Jersey, JE4 0QH.

*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.*

### Additional information

For additional information, please contact

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