

## Company announcement no. 23 - 21

30 November 2021

NOT FOR DISTRIBUTION IN THE UNITED STATES, CANADA, JAPAN OR AUSTRALIA.

THE INFORMATION CONTAINED HEREIN IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN ANY JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF THE SECURITIES REFERRED TO HEREIN, IN OR INTO ANY JURISDICTION WHERE SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION.

### Launch of accelerated bookbuild offering of up to 1,300,000 existing shares in NTG Nordic Transport Group A/S

NTG Nordic Transport Group A/S ("NTG") has received information of the launch of an accelerated bookbuild offering to institutional investors (the "Transaction") of up to 1,300,000 existing shares in NTG, equivalent to approximately 5.7% of the existing shares outstanding in NTG, currently held by the shareholders Vindtunneln Holding AB, ML Invest Køge ApS, Holdingselskabet af 7. marts 2019 ApS and Jesper Ellegaard Petersen.

Danske Bank A/S and Nordea Danmark, Filial af Nordea Bank Abp, Finland are acting as Joint Global Coordinators and Joint Bookrunners and Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige, is acting as Joint Bookrunner in the Transaction (the "Managers"). A further announcement is expected to be made following completion of the bookbuilding and pricing of the Transaction.

NTG has indicated an interest in acquiring a total amount of 300,000 shares as part of the Transaction. The acquired shares will be held in treasury by NTG if the repurchase is completed. The purpose of the repurchase will be to acquire minority shareholders' shares in NTG subsidiaries against NTG-shares under the "Ring-the-Bell" concept, cover obligations arising under the share-based incentive program, and potentially for other purposes such as payment in relation to potential M&A transactions.

Assuming all the shares available in the Transaction are sold, Holdingselskabet af 7. Marts 2019 ApS will hold 4.4% of the shares in NTG after settlement of the Transaction.

Each of ML Invest Køge ApS, Vindtunneln Holding AB and Jesper Ellegaard Petersen has undertaken a 180-day lock-up towards the Managers, subject to certain customary exceptions. Furthermore, Holdingselskabet af 7. Marts 2019 ApS has undertaken a 90-day lock-up towards the Managers, also subject to certain customary exceptions.

NTG will not receive any proceeds from the Transaction.

#### Additional information

For additional information, please contact:

##### Investor relations

Christian D. Jakobsen, Group CFO	+45 76 32 09 89
	ir@ntg.dk

##### Press

Mathias Jensen-Vinstrup, Executive Vice President	+45 76 32 09 90
	press@ntg.dk

## Important notice

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES. THE SECURITIES REFERRED TO HEREIN HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN APPLICABLE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THERE IS NO INTENTION TO REGISTER ANY SECURITIES REFERRED TO HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES.

THE SECURITIES MAY NOT AND WILL NOT BE OFFERED OR SOLD IN CANADA, JAPAN AND AUSTRALIA.

WITH RESPECT TO THE MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (EACH A "RELEVANT MEMBER STATE"), NO ACTION HAS BEEN UNDERTAKEN OR WILL BE UNDERTAKEN TO MAKE AN OFFER TO THE PUBLIC OF THE SECURITIES REFERRED TO HEREIN REQUIRING THE PUBLICATION OF A PROSPECTUS IN ANY RELEVANT MEMBER STATE. AS A RESULT, THESE SECURITIES MAY ONLY BE OFFERED OR SOLD IN ANY RELEVANT MEMBER STATE PURSUANT TO AN EXEMPTION UNDER REGULATION (EU) 2017/1129 (AS AMENDED OR SUPERSEDED, THE "PROSPECTUS REGULATION").

THIS ANNOUNCEMENT IS ONLY ADDRESSED TO, AND DIRECTED AT, PERSONS IN RELEVANT MEMBER STATES WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2 (E) OF THE PROSPECTUS REGULATION ("QUALIFIED INVESTORS").

IN THE UNITED KINGDOM, THIS ANNOUNCEMENT IS DIRECTED ONLY AT, QUALIFIED INVESTORS AS DEFINED IN ARTICLE 2 OF THE PROSPECTUS REGULATION AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK PROSPECTUS REGULATION") WHO ARE (I) "INVESTMENT PROFESSIONALS" FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER"); (II) PERSONS FALLING WITHIN ARTICLE 49(2)(A)-(D) ("HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS ETC") OF THE ORDER AND/OR (III) PERSONS TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED UNDER THE ORDER, ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS ("RELEVANT PERSONS"). UNDER NO CIRCUMSTANCES SHOULD PERSONS WHO ARE NOT RELEVANT PERSONS RELY OR ACT UPON THE CONTENTS OF THIS ANNOUNCEMENT. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IN THE UNITED KINGDOM IS AVAILABLE ONLY TO, AND WILL BE ENGAGED ONLY WITH, RELEVANT PERSONS.

IN DENMARK, THIS PRESS RELEASE IS DIRECTED ONLY AT PERSONS WHO ARE QUALIFIED INVESTORS.

THE JOINT GLOBAL COORDINATORS AND JOINT BOOKRUNNERS AND EACH OF THEIR AFFILIATES ARE ACTING EXCLUSIVELY FOR THE SELLERS 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 SELLERS 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.