



## Company announcement

9 July 2019

### Status on transaction with NTG and submission of standing purchase order

In connection with the notice of the annual general meeting of NeuroSearch A/S ("NeuroSearch" or the "Company") on 5 April 2019, the Board of Directors published a company announcement, in which it was announced that NeuroSearch and Nordic Transport Group A/S ("NTG") had signed a non-binding letter of intent contemplating (i) the combination of NeuroSearch and NTG, to be effected by the contribution into NeuroSearch of all shares in NTG (as well as shares in some of its subsidiaries) against the issuance of new shares in NeuroSearch to the shareholders in NTG, and (ii) the offering of shares to new investors (the "Transaction").

#### Status on the Transaction

As stated in the company announcement referred to above, the Board of Directors hereby gives an update on the Transaction.

The intention is still for the Transaction to be completed as described above and as described in more detail in the company announcement of 5 April 2019, including on the basis of the authorisations granted to the Board of Directors at the annual general meeting of the Company on 29 April 2019.

It is the intention that the Transaction will be completed in Q4 2019.

As previously informed, the exchange ratio in the Transaction will be based on market values of both companies. In practical terms, the intention is for the procedure to be as follows:

- Aggregate valuation. There will be an aggregate market valuation of NTG and NeuroSearch as part of the share offering to new investors. The offering will be in the form of a standard IPO bookbuilding.
- NeuroSearch. The total ownership interest of the NeuroSearch shareholders upon completion of the Transaction will hereafter be valued on the basis of the volume-weighted share price of NeuroSearch shares over a given period prior to the bookbuilding, but in no event less than DKK 89.00 per share of nominally DKK 20, corresponding to the price offered by NTG's related company, Nordic Transport Group Holding A/S ("NTG Holding"), in its voluntary takeover offer of 20 June 2018 to the shareholders of NeuroSearch for the purchase of shares in the Company (the "Offer"), adjusted only for the reverse share split which has since been implemented.
- NTG. The value of NTG will be determined as the difference between the market valuation of the combined NTG/NeuroSearch company and the value of NeuroSearch as mentioned above.

NeuroSearch has engaged Carnegie Investment Bank to provide a fairness opinion on the exchange ratio in the Transaction.

To ensure that the exchange ratio in the Transaction reflects the above, NeuroSearch would potentially have to issue bonus shares of nominally DKK 20 to the shareholders of NeuroSearch pro rata to their existing shareholdings. If the shareholding of any shareholder entails that it is not possible to issue and allot a bonus share of nominally DKK 20, such decimal bonus share will be settled in cash.

#### Standing purchase order

In the Offer, NTG Holding announced its intention, under certain circumstances, to present a voluntary offer to the remaining shareholders in NeuroSearch to acquire their shares at the price offered in the initial Offer, i.e. DKK 4.45 per share of nominally DKK 1. Additionally, NTG Holding has previously informed the Board of Directors of its intention, provided the proposed authorisations were adopted at the Company's annual general meeting on 29 April 2019, to submit to the shareholders in NeuroSearch, prior to completion of the Transaction, a voluntary offer to purchase their shares at a price of DKK 4.45 per share of nominally DKK 1.

The said authorisations having been adopted at the Company's annual general meeting, and wanting to ensure that the shareholders of NeuroSearch may receive as an alternative to participation in the Transaction cash payment for their shares in the Company, NTG Holding has on the date hereof informed the Company that it will place an offer in the form



of a standing order in the market for the purchase of shares in the Company at a price of DKK 89.00 per share of nominally DKK 20 (corresponding to DKK 4.45 per share of nominally DKK 1). The standing order will be placed not for the purpose of acquiring control over the Company, see section 47 of the Danish Capital Markets Act, but if as a result of the standing purchase order in the market NTG Holding were to acquire more than one-third of the shares in NeuroSearch, NTG Holding would be legally required under applicable rules to submit a mandatory offer under section 45 of the Capital Markets Act to the NeuroSearch shareholders.

NTG Holding has stated that the standing purchase order will remain in the market until and including 24 July 2019.

For the sake of good order, neither the standing purchase order nor the Transaction will prevent shareholders from keeping their shares or exploring other sales opportunities and sell their shares to such buyer as they prefer. The standing purchase order is solely an offer from NTG Holding to the shareholders of NeuroSearch to sell their shares on the same terms as in NTG Holding's initial Offer. The Board of Directors does not express any recommendation to the shareholders on whether to sell or keep their shares in NeuroSearch.

### **Other information**

As previously informed, NTG Holding has indicated to the Board of Directors that completion of the Transaction will be subject to the price of the shares in NeuroSearch, until final decision to complete the Transaction, increasing to no more than a maximum of DKK 89.00 per share of nominally DKK 20. Should the price go up any further than marginally higher, the Transaction is not expected to be completed. In that event, NeuroSearch's Board of Directors will consider what options are available to the Company.

Please do note that no binding agreement for the Transaction has yet been made, and no assurance can be given that any such agreement will in fact be made or completed, nor that the contemplated issue of new shares will in fact be completed. Therefore, no investor should buy or sell shares in NeuroSearch in reliance thereon.

Please note also that under the rules for issuers of shares, the Transaction will qualify as a "change of identity", see clause 2.9 of the rules. Nasdaq Copenhagen A/S ("Nasdaq") has informed the Company that Nasdaq will assess whether upon completion of the Transaction NeuroSearch may keep its stock exchange listing following the change of identity. Nasdaq has informed the Company also that it will begin a process to evaluate whether the shares of NeuroSearch may continue to be admitted to trading, unless in all material respects NeuroSearch adheres to the model for a combination with NTG in accordance with the timetable referred to above.

Mikkel Primdal Kæregaard  
Chairman of the Board of Directors

Allan Andersen  
CEO

### **Contact person**

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### **About NeuroSearch**

NeuroSearch A/S (NEUR) is listed on Nasdaq Copenhagen A/S.