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Company announcement

No. 13/2018

13 June, 2018

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This announcement does not constitute an offering circular and nothing herein contains an offering of securities.

Exercise of the overallotment option in connection with the initial public offering of Netcompany Group A/S increasing total offering size to DKK 3,565 million

With reference to company announcement no. 5/2018 dated 7 June 2018 regarding pricing of the initial public offering of shares in Netcompany Group A/S (the "Offering") and the offering circular published by Netcompany Group A/S (the "Company" or "Netcompany") on 23 May 2018, the Company today announces that Danske Bank A/S, in its capacity as stabilising manager in the Offering, has on behalf of the managers exercised the overallotment option of 3,000,000 additional shares at the offer price of DKK 155 from FSN Capital IV L.P., FSN Capital IV (B) L.P., FSN Capital IV Invest L.P., FSN Capital IV Netcompany Co-Investment LP.

As a result the total number of shares offered in the Offering amounts to 23,000,000 shares, thereby increasing the total offering size to DKK 3,565 million.

Bank syndicate

Danske Bank A/S, Deutsche Bank AG, London Branch, and Morgan Stanley & Co. International plc have been appointed to act as Joint Global Co-ordinators and Joint Bookrunners and Skandinaviska Enskilda Banken, Danmark, Filial af Skandinaviska Enskilda Banken AB (publ.), Sverige has been appointed as Joint Bookrunner for the IPO.

Additional information

For additional information, please contact

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Important notice

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by Netcompany Group A/S (the “Company”) in any jurisdiction where such offer or sale would be unlawful

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In any member state of the European Economic Area ("EEA Member State"), other than Denmark, that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any member State, the "Prospectus Directive"), this communication is only addressed to and is only directed at investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish an offering memorandum, including qualified investors, within the meaning of the Prospectus Directive as implemented in each such EEA Member State.

This announcement is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the U.K. Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities falling within Article 49(2)(a) – (d) of the Order (the persons described in (i) through (iii) above together being referred to as "relevant persons"). The securities are only available to, and any invitation, offer or agreement to purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This announcement does not constitute an offering memorandum and nothing herein contains an offering of securities. No one should purchase any securities in the Company, except on the basis of information in the Offering Circular published by the Company. Copies of the Offering Circular are available from the Company's registered office and, subject to certain exceptions, on the website of the Company.

Danske Bank A/S, Deutsche Bank AG, London Branch, and Morgan Stanley & Co. International plc and (together, the "Joint Global Coordinators and Joint Bookrunners") and Skandinaviska Enskilda Banken, Danmark, Filial af Skandinaviska Enskilda Banken AB (publ.), Sverige (as "Joint Bookrunner" and together with the Joint Global Coordinators and Joint Bookrunners, 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.

In connection with the offering, the Managers and any of their affiliates, acting as investors for their own accounts, may purchase shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related instruments in connection with the offering or otherwise. Accordingly, references in the Offering Circular to the shares being offered, acquired, placed or otherwise dealt in should be read as including any offer to, acquisition, placing or dealing by, such Managers and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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In connection with the offering, Danske Bank A/S (the "Stabilising Manager") (or persons acting on behalf of the Stabilising Manager) may over-allot securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) will undertake stabilisation. Any stabilisation action may begin on or after the date of commencement of trading and official listing of the securities on Nasdaq Copenhagen and, if begun, may be ended at any time, but it must end no later than 30 days from the date of commencement of trading and official listing of the securities.

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 that 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 release 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.