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17 September 2009

## **ANNOUNCEMENT 8/2009**

### **BoConcept Holding A/S to offer up to 342,087 B shares in a private placement at market price**

The Board of Directors of BoConcept Holding A/S ('BoConcept Holding') has today resolved to launch an offering (the 'Offering') of up to 342,087 B shares of BoConcept Holding.

The Offering will be executed via an accelerated bookbuilding of up to 238,374 new B shares, representing approximately 9.99% of BoConcept Holding's entire issued B share capital, and up to 103,713 existing B shares currently held by BoConcept Holding as treasury shares. Based on the closing share price on 16 September 2009 of DKK 110 per share, the gross proceeds from the Offering corresponds to approximately DKK 37 million.

The proceeds from the capital increase will be used to strengthen BoConcept Holding's capital base through reduction of the interest-bearing debt. The increased capital resources serve to ensure an optimal base for the protection of the franchise chain values. Further, the increase renders possible a realisation of the business model's full potential. The initiative falls within the framework of the established long-term business strategy, in addition to which it enables us to make use of the business opportunities occurring with the gradual stabilisation of the present worldwide financial crisis.

### **The Offering**

The Offering is being made to institutional investors in Denmark and internationally but outside the U.S. pursuant to Regulation S under the Securities Act 1933. The offering is being made without pre-emption rights to BoConcept Holding's existing shareholders pursuant to the authorisation contained in article 7D of the Articles of Association.

Danske Markets (Division of Danske Bank A/S) is acting as Lead Manager and Bookrunner in connection with the Offering. Subscription orders may be placed and purchases may be made through Danske Markets.

The bookbuilding process will start immediately. Pricing and allocation are expected to be announced as soon as practicable following the closing of the Offering.

The Offering is not underwritten by Danske Markets.

### **Resolution on share capital increase**

Today the Board of Directors of BoConcept Holding has resolved to launch the Offering of up to 238,374 new B shares with a nominal value of DKK 10 each and up to 103,713 existing B shares held by BoConcept Holding as treasury shares. At the maximum number of new B shares BoConcept Holding's share capital will be increased by a nominal value of DKK 2,383,740.

The resolution to increase the share capital is made pursuant to the authorisation contained in article 7 d of the Articles of Association.

### **Admission for trading and official listing**

It is expected that the new shares will be listed under the existing share code ISIN code DK0060050201 by NASDAQ OMX Copenhagen after registration of the share capital increase with the Danish Commerce and Companies Agency and merger of the temporary ISIN code DK0060191450 with the existing shares ISIN code in VP Securities. The temporary ISIN code will not be listed on NASDAQ OMX Copenhagen, but only registered in VP Securities for subscription of the new shares.

### **Expected timetable for the capital increase**

The offering is a private placement of shares made to institutional investors in Denmark and internationally, and the shares will be offered in an accelerated bookbuilding process at market price. If the Offering is oversubscribed, an individual allocation of shares will be made.

The offer price is expected to be announced through NASDAQ OMX Copenhagen no later than on: 18 September 2009

Expected date of payment against delivery: 23 September 2009

Expected date of registration of the capital increase with the Danish Commerce and Companies Agency: 23 September 2009

Expected date of admission for listing of new shares under the existing ISIN code: 25 September 2009

It is expected that the dates of admission for listing, payment and registration of the capital increase may be brought forward if the Offering is closed earlier than expected.

### **The new shares**

The new shares will rank pari passu with existing BoConcept Holding B shares. The new shares may be registered in the name of the holder in the company's register of shareholders and will be issued and registered with VP Securities A/S.

The new shares will be negotiable instruments, and no restrictions will apply to their transferability. No shares, including the new shares, carry or will carry any special rights. Rights conferred by the new shares, including voting rights and dividend rights, will apply from the time when the capital increase is registered with the Danish Commerce and Companies Agency.

Each existing B share of nominal DKK 10 carries one vote, while each existing A share of nominal DKK 10 carries ten votes. Before the offering the existing A share capital constitutes 9.1% of total capital and 50.2% of total votes, while the existing B share capital constitutes 90.9% of total capital and 49.8% of total votes.

Assuming the maximum number of new B shares is issued, the existing A share capital will constitute 8.4% of total capital and 47.8% of total votes, while the existing and new B share capital will constitute 91.6% of total capital and 52.2% of total votes.

## **Taxation and dividends**

Dividend payments will be taxed pursuant to current legislation including any applicable double taxation treaties. The new shares are eligible for any dividends from and including the financial year ending 30 April 2010.

## **Other information**

BoConcept Holding is registered under CVR no. 34018413. BoConcept Holding's fiscal year is 1 May to 30 April.

Best regards  
BoConcept Holding A/S

Svend Sigaard  
Chairman

Viggo Mølholm  
President & CEO

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