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Conditional agreement on sale of Rella Holding A/S' holding of B-shares in Aller Holding A/S has been signed

Rella Holding A/S and Aller Holding A/S have today signed a conditional share purchase agreement, according to which Rella Holding A/S transfers its entire holding of B-shares in Aller Holding A/S to Aller Holding A/S for a total sales price of DKK 1,772,130,000.

The conditional share purchase agreement is the formalization of the agreement on the share transfer, described by Rella Holding A/S in company announcement no. 3 of 12 March 2015.

The signed conditional share purchase agreement entails the following:

- Rella Holding A/S transfers all its B-shares of nominal value DKK 9,327,000 in Aller Holding A/S to Aller Holding A/S for a total consideration of DKK 1,772,130,000 corresponding to DKK 19,000 per share of nominal value DKK 100.
- The transfer of the shares and simultaneous cash payment of the sales price shall take place as soon as possible and latest on 1 July 2015.
- The agreement is from Aller Holding A/S' side conditional on a satisfactory fairness opinion, which Aller Holding A/S obtains, and on approval at an extraordinary general meeting in Aller Holding A/S expected to be held on 30 April 2015.
- The agreement is from Rella Holding A/S' side conditional on approval at Rella Holding A/S' Annual General Meeting to be held on 30 April 2015, and on commitment from the Aller Foundation and Susanne Aller, who together hold 87.7% of the votes in Aller Holding A/S, to vote for approval of the Agreement, in case the general meeting in Aller Holding A/S is not held latest on 30 April 2015.

Rella Holding A/S expects to publish its annual report for 2014 on 26 March 2015 and to send notice of the Annual General Meeting no later than on 7 April 2015, to be held on 30 April 2015. The notice is expected to include a proposal to approve the conditional share purchase agreement and a proposal to let Rella Holding A/S enter into members' voluntary liquidation.

On behalf of the Board of Directors in Rella Holding A/S

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