

Notice of compulsory redemption of minority shareholders in BoConcept Holding A/S in accordance with the Danish Companies Act Sections 70 and 72

Layout Bidco A/S informed BoConcept Holding A/S ("the Company") by notice of 11 July 2016 that they own 240,000 A-shares and 2,405,950 B-shares corresponding to 95.7 % of the votes and 92.4 % of the share capital in the Company, as a consequence of the voluntary take-over Offer that expired on 5 July 2016 and was completed on 13 July.

On the basis of this, Layout Bidco A/S has decided to initiate a compulsory redemption of remaining minority shareholders, in accordance with sections 70 and 72 of the Danish Companies Act (*Selskabsloven*).

The minority shareholders are encouraged to request that their respective custodian banks transfer the B-shares to Layout Bidco A/S within 4 weeks, by filling out and delivering the enclosed acceptance form to each shareholder's own custodian bank in due time to allow the custodian bank to process and communicate the acceptance to SEB Corporate Finance, who must have received such acceptance no later than 11 August 2016 18:00 (CET).

The B-shares are transferred to Layout Bidco A/S for a cash settlement of DKK 500 per B-share of nominally DKK 10. All B-shares must be free from any and all charges, liens, encumbrances and any other third party rights.

As a consequence of the completion of the voluntary offer, Layout Bidco A/S has become the direct owner of more than 90 % of the votes and the share capital in the Company. The redemption price of DKK 500 per B-share corresponds to the price per B-share offered by Layout Bidco A/S to the shareholders that accepted the voluntary offer.

Settlement of the transferred shares from the remaining minority shareholders will be paid to the respective custodian banks of the minority shareholders no more than 4 business days after the expiry of the redemption period on 11 August 2016. Any costs incurred in relation to the transfer of the shares must be defrayed by the respective minority shareholder and any service charge or fees in this regard are irrelevant to Layout Bidco A/S.

If a minority shareholder disagrees with the redemption price, the minority shareholder can make a request to Layout Bidco A/S to have the redemption price determined by a court appraiser, appointed by the court at the place of the Company's registered office, in accordance with section 70 (2) of the Danish Companies Act. The Court appraiser shall fix the redemption price in accordance with section 67 (3) of the Danish Companies Act. However, minority shareholders should note, that according to section 70 (4) of the Danish Companies Act, a price for a redemption in continuation of a voluntary offer is considered fair, if the offeror has obtained more than 90 % of the votes and share capital in the Company upon completion of a voluntary offer.

If a court appraiser is appointed, and the appraisal leads to a higher redemption price than offered by Layout Bidco A/S, then this higher redemption price will also be applicable to the minority shareholders, who did not request an appraisal. The costs of such determination of the redemption price is paid by the requesting minority shareholder, but can be imposed upon Layout Bidco A/S by the court if the appraisal is substantially different from the offered redemption price.

In accordance with section 72 (1) of the Danish Companies Act, Layout Bidco A/S will as soon as possible after the expiry of the redemption period on 11 August 2016 and without any reservations, deposit an amount for the remaining minority shareholders, corresponding to the potential number of B-shares that have not been transferred during the redemption period. Layout Bidco A/S will subsequently be registered as owner of the respective B-shares in the shareholders register of BoConcept Holding A/S, and will subsequently be the owner of all A- and B-shares in BoConcept Holding A/S that are not treasury shares.

After expiry of the redemption period on 11 August 2016, Layout Bidco A/S will, in accordance with section 72 (3) of the Danish Companies Act, also publish an announcement through the IT-system of the Danish Business Authority, that the right of the minority shareholders to request that a court appraiser determine the redemption price is forfeited with a notice of three months.

Copenhagen 13 July 2016
Layout Bidco A/S

Statement from the Board of Directors of BoConcept Holding A/S

The Board of Directors of BoConcept Holding A/S has reviewed the terms of the redemption described in this notice. On the basis of this and in accordance with the requirement in section 70 (2) of the Danish Companies Act, the Board of Directors has made the following statement:

The decided redemption is made at the same cash settlement per B-share as was offered in the voluntary offer made by Layout Bidco A/S on 7 June 2016. Therefore it is the opinion of the Board of Directors, that the terms and price for the redemption described in the notice from Layout Bidco A/S on 13 July 2016 are fair and appropriate.

*Herning 13 July 2016
The Board of Directors in BoConcept Holding A/S*

Peter Thorsen

Viggo Mølholm

Preben Bager

Henrik Burkal

Tommy Jensen Graugaard

Poul Brændgaard

ACCEPTANCE FORM

Acceptance form for the use of compulsory redemption of the B-shares in BoConcept Holding A/S

(To be submitted to each shareholders' own custodian bank for endorsement and processing)

Acceptance must take place through each B-shareholder's own custodian bank and in due time to allow the custodian bank to process and communicate the acceptance to SEB Corporate Finance, who must have received such acceptance no later than 11 August 2016 at 18:00 (CET).

The undersigned hereby represents that the B-shares of BoConcept Holding A/S transferred are free from any and all charges, liens, encumbrances and any other third party rights.

Subject to the terms set out in the notice from Layout Bidco A/S of 13 July 2016, I/we hereby irrevocably instruct the transfer of the following B-shares with a nominal value of DKK 10 in BoConcept Holding A/S (ISIN DK0060050201):

_____ no. of B-shares in BoConcept Holding A/S

I/we permit the effectuation of the sale by transfer of B-shares of BoConcept Holding A/S from my/our securities account:

Bank:	VP account No.:
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I/we permit the cash proceeds from the sale of the B-shares of BoConcept Holding A/S to be transferred to my/our account:

Bank:	Sort code/account No.:
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Information about the selling shareholder and signature:

Name:
Address:
City and postcode:
Personal Identification No./Registration No.:
Telephone:
E-mail:
Date and signature:

The undersigned custodian bank agrees to transfer the above shares in BoConcept Holding A/S to Layout Bidco A/S:

Registration No.:	CD-identification:
Company stamp and signature:	

Information to the custodian bank:

Upon endorsement of this acceptance form, the B-shareholder's custodian bank must on or before 11 August 2016 at 18:00 (CET) have submitted the acceptance of the transfer to SEB Corporate Finance.