

Company announcement

No. 12/2016

Nets A/SLautrupbjerg 10
DK-2750 Ballerup

www.nets.eu

Company Registration no. 37427497

27 September 2016

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

No termination or withdrawal of the IPO of Nets

With reference to company announcements no. 2/2016 dated 13 September 2016 and no. 5/2016 dated 23 September 2016, Nets A/S ("Nets") today announces that it has received confirmation from the representatives of the underwriters that none of the termination rights of underwriters provided for in the underwriting agreement dated 23 September 2016 have been invoked. The IPO of Nets will therefore not be terminated or withdrawn.

Subject to the registration of the new shares subscribed for in connection with the IPO of Nets with the Danish Business Authority, the IPO is considered as completed with the admission to trading and official listing on Nasdaq Copenhagen A/S becoming unconditional. A separate company announcement will be published in this regard.

Bank syndicate and advisors

Deutsche Bank, Morgan Stanley and Nordea have been appointed to act as Joint Global Co-ordinators and Joint Bookrunners for the intended IPO. Danske Bank, DNB Markets, JPMorgan and UBS Investment Bank have been appointed to act as Joint Bookrunners. Carnegie, OP Corporate Bank, SEB, SpareBank 1 Markets and Sydbank Markets have been appointed to act as Co-Lead Managers. Lazard & Co. Limited is acting as financial advisor to Nets.

- Ends -

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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 Nets A/S (the “Company”) in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions.

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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 subscribe, 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.

In connection with the offering, Deutsche Bank AG, London Branch (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 A/S and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading and official listing of the securities.

Lazard, which is authorised and regulated by FCA, is acting exclusively for the Company and no one else in connection with the Offering and will not regard any other person as its client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for giving advice in relation to the Offering or the contents of this announcement or any transaction, arrangement or other matter referred to herein.