

## Company announcement

No. 23/2016

**Nets A/S**

Lautrupbjerg 10  
DK-2750 Ballerup

www.nets.eu  
Company Registration no. 37427497

17 October 2016

*NOT FOR RELEASE OR DISTRIBUTION OR PUBLICATION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN*

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

## Stabilisation measures taken

With reference to company announcement no. 7/2016 dated 23 September 2016 regarding the beginning of the stabilisation period following the initial public offering and admission to trading and official listing of the temporary purchase certificates and the shares of Nets A/S ("Nets") on Nasdaq Copenhagen (the "Offering" or the "IPO"), Nets has received notification that Deutsche Bank AG, London Branch, acting as stabilising manager in the Offering, has taken the stabilisation measures set out in the attached notification with respect to the temporary purchase certificates and/or the shares of Nets.

- Ends -

### For additional information, please contact

#### **Nets A/S**

Karsten Anker Petersen, Head of Group Communications

+45 29 48 78 83

Lars Oestmoe, Head of Investor Relations

+47 913 47 177

### 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.

This announcement and the information contained herein are not for distribution in or into the United States of America. This document does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States absent registration or to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities

in the United States. Any securities sold in the United States will be sold only to qualified institutional buyers (as defined in Rule 144A under the Securities Act) in reliance on Rule 144A.

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.