

**COMPANY ANNOUNCEMENT**

No. 3/2017

Tvis, 24 November 2017

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 OR ANY OTHER JURISDICTION WHERE THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

*This announcement does not constitute a prospectus. No one should purchase any securities in TCM Group A/S ("TCM Group" or the "Company") except on the basis of information in the prospectus published by the Company in connection with the offering and admission of such securities to trading and official listing on Nasdaq Copenhagen A/S ("Nasdaq Copenhagen"). Copies of the prospectus are available at the Company's registered office and, subject to certain exceptions, through the website of the Company.*

**TCM Group sets the price at DKK 98 per share offered in connection with its IPO**

With reference to company announcements no. 2/2017 dated 13 November 2017, TCM Group, Scandinavia's third largest kitchen manufacturer and owner of the brands Svane Køkkenet, Tvis Køkkener, Nettoline and kitchn, today announces the result of its offering of shares (the "Offering") and the final offer price of DKK 98 per share. It is expected that TCM Group's shares will be admitted to trading and official listing on Nasdaq Copenhagen on 24 November 2017 under the symbol "TCM" and will be subject to the Offering not being withdrawn prior to settlement and completion of the Offering and to TCM Group making an announcement to that effect.

**Chairman of the board of directors Sanna Suvanto-Harsaae says:**

*"I'm very pleased to welcome all the new shareholders, both the professional investors and the many Danish private investors. The successful completion of the IPO is an acknowledgement of TCM Group's remarkable growth track record and the scope for future growth. I want to thank the management team and all TCM Group employees for their contributions."*

**CEO Ole Lund Andersen says:**

*"We are grateful for the positive feedback we have received over the past weeks, and the trust our new shareholders have shown us. We will work hard to deliver on their expectations. The IPO is a good platform to further strengthening our position in the Danish market and to grow further in the rest of Scandinavia. Everybody at TCM Group should take pride in having reached this milestone."*

**Partner at IK Investment Partners and advisor to the IK Small Cap I Fund Kristian Carlsson Kempinen says:**

*"We are very pleased by the strong interest in TCM Group's listing, and the confidence for the company's strategy to produce innovative and high-quality kitchens. TCM Group is a great example of a business that really utilises its brands to cater for the entire market, and we believe that the IPO will provide a strong platform for further growth."*

### **Main features of the Offering**

- The final offer price is DKK 98 per share.
- The final offer price results in a market value of TCM Group of DKK 980 million.
- 7,000,000 shares are sold by Innovator International S.à r.l.
- The Joint Bookrunners have been granted an overallotment option of 1,050,000 shares which may be exercised in whole or in part until 23 December 2017.
- The Offering will amount to DKK 686.0 million assuming no exercise of the overallotment option, and DKK 788.9 million assuming full exercise of the overallotment option
- The percentage of shares in free float, calculated as the percentage of shares held by new investors after the Offering, will be 69.7% or 80.2% if the overallotment option is exercised in full.
- Approx. 2,000 new investor accounts have received shares in TCM Group in connection with the Offering.
- Approx. 10% of the Offering have been allocated to private investor accounts in Denmark, and 90% of the Offering have been allocated to Danish and international institutional investors, including the Cornerstone Investors.
- Arbejdsmarkedets Tillægspension, BI Asset Management Fondsmæglerselskabet A/S acting on behalf of certain customers, Investeringsforeningen Fundamental Invest, Nordea Investment Management AB, Danmark (branch of Nordea Investment Management AB, Sweden), Handelsbanken, branch of Svenska Handelsbanken AB (publ.), Sweden, Nykredit Bank A/S and Spar Nord Bank A/S (the “Cornerstone Investors”), have been allocated a total of 45.9% of the Offering (before exercise of the overallotment option).
- Innovator International S.à r.l. will hold 2,247,600 shares (22.48% of TCM Group’s share capital) after completion of the Offering and before any exercise of the overallotment option. If the overallotment option is exercised in full, Innovator International S.à r.l. will hold 1,197,600 shares (11.98% of TCM Group’s share capital).
- As regards individual orders for more than DKK 3 million, an individual allocation has been made by TCM Group’s board of directors and Innovator International S.à r.l. in consultation with the Joint Global Coordinators.
- As regards orders from private investors for up to DKK 3 million, a mathematical allocation has been made - and all share numbers have been rounded down to the nearest whole number as follows:
  - Orders for up to and including 275 shares, corresponding to DKK 26,950, have been allocated in full
  - Orders for more than 275 shares, have been allocated 275 shares and 15% of the remaining order
- A total of 29,386 shares corresponding to DKK 2.88 million have been allocated to the members of TCM Group’s board of directors and executive management. Following the allocation, the ownership by the members of TCM Group’s board of directors and executive management will be
  - Sanna Mari Suvanto-Harsaae, chairman of the board of directors, owns 36,381 shares (including shares held through the holding company Rakaas ApS) corresponding to 0.36% of the total share capital.
  - Anders Skole-Sørensen, member of the board of directors, owns 7,653 shares corresponding to 0.08% of the total share capital.
  - Peter Jelkeby, member of the board of directors, owns 2,346 shares corresponding to 0.02% of the total share capital.

- Ole Lund Andersen, CEO, owns 494,604 shares corresponding to 4.95% of the total share capital.
- Mogens Elbrønd Pedersen, CFO, owns 34,851 shares corresponding to 0.35% of the total share capital.
- Karsten Rydder Pedersen, COO, owns 99,451 shares corresponding to 0.99% of the total share capital.
- TCM Group receives no proceeds in connection with the Offering.

It is expected that TCM Group's shares will be admitted to trading and official listing on Nasdaq Copenhagen on 24 November 2017. The shares offered will trade under the symbol "TCM" in the permanent ISIN code DK0060915478.

It is expected that the shares will be delivered around 28 November 2017 in return for cash payment in DKK. The shares will be delivered electronically to the investor's account with VP Securities A/S and through Euroclear Bank, S.A./N.A. and Clearstream Banking S.A.

Below is a time schedule of the most important events following the determination of the final offer price.

<b>Event</b>	<b>Scheduled date</b>
First day of trading and official listing on Nasdaq Copenhagen in the permanent ISIN code	24 November 2017
Completion of the Offering, including payment for the shares offered (exclusive of the overallotment option, unless exercised by this date)	28 November 2017

If the Offering is terminated or withdrawn prior to settlement on 28 November 2017 the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and/or official listing of the Shares on Nasdaq Copenhagen will be cancelled. All dealings in the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

Any withdrawal of the Offering will be announced immediately through Nasdaq Copenhagen.

Carnegie Investment Bank, filial af Carnegie Investment Bank AB (Publ), Sverige ("Carnegie") is together with Danske Bank A/S acting as Joint Global Coordinators, and Carnegie and Danske Bank A/S are together with ABG Sundal Collier ASA Denmark, filial af ABG Sundal Collier ASA, Norge acting as Joint Bookrunners.

**For additional information, please contact:**

CEO, Ole Lund Andersen, TCM Group, +45 97 43 52 00

**About TCM Group**

TCM Group is Scandinavia's third largest manufacturer of kitchens and furniture for bathrooms and storage. The products are Danish design, produced in Denmark and rooted in a proud tradition of good quality and good craftsmanship. TCM Group pursues a multi-brand strategy, under which the main brand is Svane Køkkenet and

the other brands are Tvis, Nettoline and kitchn. Combined, the brands cater for the entire price spectrum, and are sold through 125 dealers in Denmark and the rest of the Scandinavia. In addition, TCM Group sells private label kitchens through a total of more than 150 DIY stores in Denmark and independent kitchen stores in Norway. See [www.tcmgroup.dk](http://www.tcmgroup.dk) for more information.

**Important information:**

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by TCM Group 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.

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 announcement 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 a prospectus, including qualified investors within the meaning of the Prospectus Directive as implemented in each such EEA Member State.

Any 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 in the United States absent registration or 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.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, “qualified investors” (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it.

This announcement does not constitute a prospectus and nothing herein contains an offering of securities. No one should purchase any securities in the Company, except on the basis of information in the prospectus published by the Company in connection with the offering and admission of such securities to trading and official listing on Nasdaq Copenhagen A/S. Copies of the prospectus are available from the Company's registered office and, subject to certain exceptions, on the website of the Company.

The Joint Bookrunners and their affiliates are acting exclusively for the Company and the Selling Shareholders and no-one else in connection with the offering. They will not regard any other person as their respective clients

in relation to the offering and will not be responsible to anyone other than the Company and the Selling Shareholders for providing the protections afforded to their respective clients, nor for providing advice in relation to the offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the offering, the Joint Bookrunners and any of their affiliates, acting as investors for their own accounts, may purchase shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related investments in connection with the offering or otherwise. Accordingly, references in the prospectus, to the shares being issued, offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by, such Joint Bookrunners and any of their affiliates acting as investors for their own accounts. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the offering, Carnegie (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 actions. 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.

Matters discussed in this release may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and that can be identified by words such as “believe”, “expect”, “anticipate”, “intends”, “estimate”, “will”, “may”, “continue”, “should”, and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.