

Notice on compulsory acquisition to the shareholders of Nets A/S

13 February 2018

INTRODUCTION

Following the completion of the Offer (as defined below), Evergood 5 AS ("**Evergood 5**") currently holds 94.0 per cent of the aggregate outstanding share capital and voting rights of Nets, excluding treasury shares.

On that basis, Evergood 5 has decided to exercise its rights under Sections 70 - 72 of the Danish Companies Act to complete a compulsory acquisition of the shares in Nets held by the remaining minority shareholders. Consequently, all remaining minority shareholders are hereby requested to transfer their shares in Nets to Evergood 5 within a four week period expiring on 13 March 2018 at 23.59 CET (the "**Compulsory Acquisition**").

Further details of the Compulsory Acquisition are set out below.

BACKGROUND

On 25 September 2017, Evergood 5 announced its decision to make a voluntary recommended public offer to the shareholders of Nets (the "**Offer**"). The formal offer document related to this Offer was published and sent to the shareholders of Nets on 23 October 2017 as supplemented by the offer document supplement published and sent on 15 December 2017 (the "**Offer Document**").

The Offer was completed and settled on 9 February 2018 pursuant to which Evergood 5 currently has acquired 94.0 per cent of the aggregate outstanding share capital and voting rights of Nets, excluding treasury shares.

Please refer to Nets' company announcement (no. 3/2018) on the final results of the Offer issued on 2 February 2018 for further information.

As Evergood 5 now holds more than 90 per cent of the outstanding shares and voting rights in Nets (excluding treasury shares), Evergood 5 is entitled to complete a compulsory acquisition of the shares held by remaining minority shareholders in Nets pursuant to and in accordance with Sections 70 - 72 of the Danish Companies Act. Reference is also made to section 4.6 of the Offer Document in which Evergood 5 has already stated its intentions in respect of a compulsory acquisition.

PRICE

The Compulsory Acquisition of the shares in Nets by Evergood 5 will be made at a price of DKK 165 per share of nominal DKK 1.00. In the event Nets pays dividends (declared as final or otherwise binding on Nets) and/or otherwise makes distributions to its shareholders in general prior to completion of the Compulsory Acquisition, the price to be paid pursuant to the Compulsory Acquisition will be reduced by the amount of such dividend and/or distribution per share on a DKK-for-DKK basis.

Payment will be made in cash. Any brokerage fees and/or other costs arising from the respective minority shareholders' sale of their shares shall be borne by the selling shareholders and such fees and costs shall be of no concern to Evergood 5.

The price offered in the Compulsory Acquisition is equal to the price offered to all shareholders of Nets in connection with the Offer. Reference is made to section 1 of the Offer Document for further details on the Offer price.

As the Compulsory Acquisition is being carried out following completion of the Offer, the price offered in the Compulsory Acquisition is by law considered a fair price, see Section 70(4) of the Danish Companies Act. However, if any minority shareholder disagrees with the Compulsory Acquisition price, such shareholder may, pursuant to Section 70(2) of the Danish Companies Act, request that the Compulsory Acquisition price be

determined by an expert who shall be appointed by the court at Nets' registered office. The expert will determine the Compulsory Acquisition price pursuant to the provisions of Section 67(3) of the Danish Companies Act. The decision of the expert can be brought before the court no later than three months after the receipt of the expert's decision. If the expert's valuation under Section 67(3) of the Danish Companies Act results in a higher Compulsory Acquisition price than offered by Evergood 5, then such higher price also applies to the shareholders whose shares were compulsorily acquired and who did not request a valuation. The costs relating to the expert valuation shall be paid by the shareholder(s) who requested the valuation. However, the court may order Evergood 5 to pay the costs in whole or in part, if the valuation leads to a higher price than offered by Evergood 5 pursuant to the Compulsory Acquisition.

DETAILS REGARDING ACCEPTANCE

Any accepting shareholder shall instruct its own custodian bank to transfer the shares in Nets to Evergood 5. Settlement of the transferred shares will be made in cash through the shareholder's own custodian bank expectedly no later than 21 March 2018. Settlement will not take place during the four-week period that expires on 13 March 2018 at 23.59 CET.

All shares transferred to Evergood 5 in accordance with this notice must be free and clear from any charge, liens, encumbrances and other third party rights.

Accepting shareholders should note that the transfer of shares in Nets must be notified to the shareholder's own custodian bank in due time to allow the custodian bank to process and communicate the transfer to Danske Bank, Corporate Actions, which must have received such notice of transfer prior to the expiry of the four weeks' period on 13 March 2018 at 23.59 CET.

NON-TENDERED SHARES

As for any remaining shareholders in Nets, who have not transferred their shares to Evergood 5 prior to the expiry of the four weeks' notice period expiring on 13 March 2018 at 23.59 CET, Evergood 5 will deposit the price pursuant to the Compulsory Acquisition in an escrow account in accordance with the Danish Escrow Account Act and Evergood 5 will on this basis be registered as the holder of such shares in Nets' share register on expiry of the period in accordance with Section 72(1) of the Danish Companies Act.

Following expiry of the four weeks' period, Evergood 5 will publish a new statement in the Danish Business Authority's IT system informing that the minority shareholders whose shares have been compulsorily acquired may demand an expert opinion within a three months' deadline from the time of publication of such new statement pursuant to Section 72(3) of the Danish Companies Act. This right will be forfeited at the expiry of the three-month period.

13 February 2018

A handwritten signature in blue ink, appearing to read 'Stefan Götz', is centered within a white rectangular box. This box is itself centered within a larger light blue rectangular area.

Stefan Götz, Chairman of the Board of Directors of Evergood 5 AS

STATEMENT OF THE BOARD OF DIRECTORS OF NETS A/S ON THE TERMS OF THE COMPULSORY ACQUISITION

The Board of Directors of Nets A/S (save for James Brocklebank and Robin Marshall, who, being members of the Board of Directors representing AB Toscana (Luxembourg) Investment S.a r.l., abstained from taking part in the Board of Directors' deliberations and voting in relation to the statement on the terms of the Compulsory Acquisition) has reviewed the terms of the Compulsory Acquisition as described in this notice on Compulsory Acquisition and issued this statement pursuant to Section 70(2) of the Danish Companies Act. All remaining shareholders may transfer their Nets A/S shares to Evergood 5 AS in exchange for receiving DKK 165 per share of nominal DKK 1.00. The consideration offered is equal to the price offered to all shareholders of Nets A/S in connection with the Offer. On this basis, the Board of Directors is of the opinion that the terms of the Compulsory Acquisition are fair and adequate and hence recommends all remaining shareholders in Nets to tender their shares.

On behalf of the Board of Directors

Inge K. Hansen, Chairman

Acceptance of the sale of shares in Nets A/S, company registration (CVR) No. 37 42 74 97

(To be submitted to the shareholder's custodian bank for endorsement and processing)

Acceptance must take place through the shareholder's custodian bank in due time to allow the custodian bank to process and communicate the acceptance to Danske Bank Corporate Actions who must have received such acceptance no later than 13 March 2018 at 23:59 CET.

The undersigned represents that the shares sold in connection with the Compulsory Acquisition (as defined below) are free from any and all charges, liens, encumbrances and other third party rights.

Subject to the terms set out in the compulsory acquisition notice made by Evergood 5 AS on 13 February 2018 regarding the compulsory acquisition of shares from the remaining shareholders in Nets A/S pursuant to Sections 70 - 72 of the Danish Companies Act (the "**Compulsory Acquisition**"), I/we the undersigned hereby accept the Compulsory Acquisition for payment of DKK 165 in cash for each Nets A/S share of a nominal value of DKK 1.00 and place an order for sale of the following number of shares of DKK 1.00 nominal value in Nets A/S (ISIN securities code DK0060745370)

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No. of Nets A/S shares

I/we permit the effectuation of the sale by transfer of the Nets A/S shares from my/our custodian account with:

Custodian bank:	VP-account:

The proceeds from the Nets A/S shares sold must be transferred to:

Bank:	Registration No./Account No.

Information about the tendering shareholder and signature:

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

The undersigned custodian bank agrees to transfer the above Nets A/S shares to Danske Bank, Corporate Actions if Evergood 5 AS determines in its reasonable discretion that this acceptance form is in accordance with the Compulsory Acquisition and that the conditions to the Compulsory Acquisition (as set out in the notice relating to the Compulsory Acquisition) have been satisfied or (subject to applicable laws, rules and regulations) waived by Evergood 5 AS:

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

Information to the custodian bank:

Upon the endorsement of this acceptance form, the shareholder's custodian bank shall no later than by 13 March 2018 at 23:59 (CET) have submitted the acceptance of the Compulsory Acquisition to Danske Bank, Corporate Actions.