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Acceptance of recommended takeover offer for Nets A/S with final shareholder approval at 94.1 per cent

2 February 2018

Evergood 5 AS, a company formed by a group of investors led by Hellman & Friedman, is pleased to announce that all Conditions for its voluntary recommended public offer to the Shareholders of Nets A/S have been satisfied, with final Shareholder acceptance standing at 94.1 per cent. The Offer will now continue to Completion with the last expected trading day for settlement being 7 February 2018, as further detailed below.

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

According to the terms of the Offer Document, the Offer expired yesterday, 1 February 2018 at 16:00 (CET).

In accordance with section 21(3) of the Executive Order on Takeover Offers (Executive Order No. 1171 of 31 October 2017) and as set out in the Offer Document, Evergood 5 AS hereby announces the final result of the Offer:

The final count of the number of acceptances from Shareholders in Nets A/S shows that Evergood 5 AS has received acceptances representing 188,109,435 Shares corresponding to approximately 94.1 per cent of the entire share capital and voting rights in Nets A/S (excluding any Treasury Shares).

Referring to Nets A/S' company announcements dated 11 December 2017 (company announcement No. 32/2017) and 24 January 2018 (company announcement No. 1/2018), Evergood 5 AS hereby announces that all Conditions to the Offer have been satisfied.

Accordingly, the Offer will continue to Completion and be settled in cash with the last expected trading day for settlement being 7 February 2018 (subject to the Condition set out in section 6.3,3) of the Offer Document remaining satisfied).

Stefan Götz, Chairman of the Board of Directors of Evergood 5 AS, comments: "*I am delighted that our offer has been accepted. Our focus now will be on working in conjunction with the management team to drive operational excellence within the existing business, while assessing options for geographical expansion and technological development through acquisition. Nets has a bright future under private ownership and we are committed to growing the business into a best-in-class European payments champion.*".

Following Completion, Evergood 5 AS intends to initiate a compulsory redemption of Shares held by the remaining minority Shareholders and to procure that Nets applies for a delisting of the Shares.

Further information

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For additional information about the Offer, please visit www.hf-n.dk

Defined terms used in this announcement shall have the same meaning as ascribed to each of them in the Offer Document, unless otherwise specifically set out herein.

Important Information

The availability of the Offer to Shareholders who are not resident in and/or citizens of Denmark may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Such Shareholders should inform themselves of and observe, any applicable legal or regulatory requirements of their jurisdictions. The Offer is not directed at Shareholders whose participation in the Offer would require the issuance of an offer document, registration or other activities other than what is required under Danish law.

The Offer as set out in the Offer Document, as well as any acceptance hereof, is governed by Danish law.

This announcement has been prepared in Danish and English. In case of inconsistencies between the two versions, the Danish version shall prevail.

Reference is made to the "Important Information" section of the Offer Document, which shall apply to this announcement, subject to any changes required by the context.

Notice to US Shareholders

The Offer is made for the Shares of Nets, a Danish listed company. The Offer is subject to disclosure requirements under Danish law, which are different from those of the United States. In addition, the Offer is subject to United States federal securities laws promulgated under section 14(e) of the US Securities Exchange Act of 1934, as amended, but other rules applicable to certain US tender offers made in the United States do not apply, including those rules promulgated under section 14(d) of the Securities Exchange Act of 1934. Financial statements and other financial information regarding Nets included or referred to in this announcement have been prepared in accordance with IFRS which may not be comparable to the financial statements of United States companies. Thus, the financial information relating to Nets included in this announcement has not been prepared in accordance with US GAAP and thus may not be comparable to financial information of United States companies whose financial statements are prepared in accordance with US GAAP.