

Nets A/S
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5 February 2018

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To the shareholders of Nets A/S

Upon request from Evergood 5 AS, the Board of Directors hereby convenes an Extraordinary General Meeting of Nets A/S, CVR no. 37 42 74 97, (the 'Company') to be held on **Tuesday, 27 February 2018**, at 11:00 a.m. (CET), at Gorrissen Federspiel Advokatpartnerselskab, Axeltorv 2, DK-1609 Copenhagen V, Denmark.

Upon settlement of the voluntary recommended public offer to all shareholders of the Company (the "Offer"), Evergood 5 AS will have acquired 93.87% of the shares (including any treasury shares held by the Company) and 94.1% of the shares (excluding any treasury shares held by the Company) and voting rights in the Company. Completion of the Offer was announced on 2 February 2018 by Evergood 5 AS. Evergood 5 AS has informed the Board of Directors of the Company that it will exercise its rights under Sections 70-72 of the Danish Companies Act to complete a compulsory acquisition of the shares held by all remaining minority shareholders in the Company. Consequently, it has been agreed with Evergood 5 AS to seek a delisting of the shares of the Company from Nasdaq Copenhagen A/S with the last trading day to be on 12 February 2018. Reference is also made to Evergood 5 AS' announcements referred to in company announcements nos. 3 and 5/2018

Shareholders who have accepted the voluntary recommended public offer shall disregard this convening notice as such shareholders have no rights to attend and vote at the Extraordinary General Meeting as their shares are sold.

Agenda

1. Election of members to the Board of Directors
2. Amendment of the Articles of Association
 - a. Amendment of Article 4.2, Article 4.4 and Article 4.5 and removal of Article 8.2 of the Articles of Association
 - b. Amendment of Article 4.6 of the Articles of Association

Items on the agenda, including complete proposals

Item 1: Election of members to the Board of Directors

Evergood 5 AS proposes election of Stefan Götz, Patrick Healy, Johannes Korp and Zita Saurel as members of the Board of Directors in replacement of Inge K. Hansen, Jeff Gravenhorst, Monica Caneman, Per-Kristian Halvorsen, Robin Marshall and James Brocklebank.

Please see [Appendix 1](#) for a description of the nominated candidates' qualifications and positions, including information about other executive/management functions held by the candidates in Danish and foreign companies.

If the proposal is adopted by the General Meeting, the new Board of Directors will consist of Stefan Götz, Patrick Healy, Johannes Korp and Zita Saurel.

Item 2a: Amendment of Article 4.2, Article 4.4 and Article 4.5 and removal of Article 8.2 of the Articles of Association

As the delisting of the Company is expected to have effect from 13 February 2018 due to Evergood 5 AS' compulsory acquisition of the shares held by all remaining minority shareholders in the Company, a number of requirements pursuant to the Danish Companies Act regarding general meetings will no longer apply for the Company following a delisting from Nasdaq Copenhagen A/S. It is therefore proposed that the General Meeting approves to amend Article 4.2, Article 4.4 and Article 4.5 of the Company's Articles of Association as set out below.

The amended Article 4.2 will have the following wording:

"The annual general meeting of the Company shall be held each year in due time for the audited and approved annual report to be received by the relevant authorities before the applicable statutory time limit."

The amended Article 4.4 will have the following wording:

"General meetings shall be convened by the Board of Directors with at least two weeks' and not more than four weeks' notice by email to each shareholder recorded in the Company's register of shareholders."

The amended Article 4.5 will have the following wording:

"No later than two weeks before a general meeting, the agenda and the complete proposed resolutions, and in the case of the annual general meeting, the audited annual report, must be made available for review by the shareholders."

Further, upon delisting from Nasdaq Copenhagen A/S, the Company will no longer be required to publish company announcements. It is therefore proposed that the General Meeting approves to remove Article 8.2 of the Company's Articles of Association.

Item 2b: Amendment of Article 4.6 of the Articles of Association

It is proposed that the General Meeting approves to amend Article 4.6 of the Company's Articles of Association to reflect that general meetings shall be held in English.

The amended Article 4.6 will have the following wording:

"General meetings shall be held in English. Documents prepared in connection with or following a general meeting shall be in English and to the extent required by law or if decided by the Board of Directors, in Danish."

Adoption requirements

Adoption of the proposed resolution under item 2a on the agenda requires adoption by at least 2/3 of both the votes cast and the share capital represented at the Extraordinary General Meeting. All other proposed resolutions on the agenda shall be passed by a simple majority of votes cast, cf. Article 7.1 of the Articles of Association.

Share capital and shareholders' participation and voting rights

The Company's nominal share capital is DKK 200,411,094, divided into shares of DKK 1 each or multiples thereof. Each share of the nominal value of DKK 1 carries one vote.

The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date. The record date is Tuesday, 20 February 2018.

The shares held by each shareholder at the record date are calculated based on the registration of the number of shares held by the shareholder in the Company's register of shareholders as well as any notification of ownership received by the Company for the purpose of registration in the Company's register of shareholders, but which has not yet been registered.

Shareholders who have accepted the voluntary recommended public offer shall disregard this convening notice as such shareholders have no rights to attend and vote at the Extraordinary General Meeting as their shares are sold.

How to obtain an admission card

Shareholders who are entitled to attend the General Meeting and wish to attend the General Meeting, must request an admission card no later than on Friday, 23 February 2018.

Admission and voting cards may be requested as follows:

- Electronically through the Company's shareholder portal on <https://www.nets.eu/shareholderportal>;
- By submitting a completed, dated and signed registration form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1st Floor, DK-2800 Kgs. Lyngby, Denmark, or by fax to Computershare A/S on +45 45460998;
- By emailing a scanned version of a completed, dated and signed registration form to Computershare A/S on gf@computershare.dk; or
- By contacting Computershare A/S; by telephone +45 45460997, by email to gf@computershare.dk, by fax to +45 45460998, or by written enquiry to Computershare A/S, Lottenborgvej 26 D, 1st Floor, DK-2800 Kgs. Lyngby, Denmark.

Admission cards and voting cards will be sent to the address to which the custody account is registered. Admission cards and voting cards ordered, but not received, prior to the Extraordinary General Meeting may be collected at the venue for the Extraordinary General Meeting on Tuesday, 27 February 2018, from 10:00 a.m. (CET).

How to submit a proxy

Subject to having requested an admission card, shareholders may attend the General Meeting in person or by proxy. The proxy form is available on the Company's website, <https://investor.nets.eu/egm2018>. Proxy forms must be received by the Company or Computershare A/S no later than on Friday, 23 February 2018.

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal on <https://www.nets.eu/shareholderportal>;
- By submitting a completed, dated and signed proxy form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1st Floor, DK-2800 Kgs. Lyngby, Denmark, or by fax to Computershare A/S on +45 45460998; or
- By emailing a scanned version to gf@computershare.dk

How to vote by correspondence

Shareholders who are entitled to participate in the General Meeting are also entitled to vote by correspondence. The voting form (which is the same form used for granting a proxy) is available on the Company's website, <https://investor.nets.eu/egm2018>.

Votes by correspondence must be received by the Company or Computershare A/S no later than on Monday, 26 February 2018, at 16:00 p.m. (CET).

Voting by correspondence may be submitted as follows:

- Electronically through the Company's shareholder portal on <https://www.nets.eu/shareholderportal>;
- By submitting a completed, dated and signed voting form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1st Floor, DK-2800 Kgs. Lyngby, Denmark, or by fax to Computershare A/S on +45 45460998; or
- By emailing a scanned version to gf@computershare.dk

Additional information on the website

Until and including the day of the General Meeting, the following information regarding the General Meeting will be available on the Company's website, <https://investor.nets.eu/egm2018>.

- The notice convening the Extraordinary General Meeting, including the agenda and the complete proposals and Appendix 1;
- The aggregated number of shares and voting rights as of the date of the notice to convene the Extraordinary General Meeting; and
- Other documents for the use of the General Meeting, including the proxy/voting by correspondence form, the registration form and the revised Articles of Association.

Registration of admission cards at the Extraordinary General Meeting on Tuesday, 27 February 2018, will open at 10:00 a.m. (CET).

Questions from the shareholders

Shareholders may ask questions to the Board of Directors and the Executive Management at the General Meeting. Questions regarding the agenda and documents concerning the Extraordinary General Meeting shall be submitted in writing by ordinary mail to Nets A/S, Group Legal, Lautrupbjerg 10, DK-2750 Ballerup, Denmark, or by email to generalmeeting@nets.eu and shall be received by the Company no later than on Friday, 23 February 2018.

Language

The Extraordinary General Meeting will be held in Danish in accordance with Article 4.6 of the Company's Articles of Association. However, shareholders may choose to speak in Danish or English. Simultaneous interpretation from Danish to English will be available at the meeting. Headsets will be made available.

How to get there

The Extraordinary General Meeting will be held at Gorrissen Federspiel Advokatpartnerselskab, Axeltorv 2, DK-1609 Copenhagen V, Denmark, which can be reached by car or public transport. Parking is available against payment.

Ballerup, 5 February 2018

The Board of Directors

Appendix 1 — Candidates for the Board of Directors



Stefan Goetz

Born November 1970
Male
German
Hellman & Friedman

Stefan is a Partner at Hellman & Friedman. He joined H&F in 2007 and has extensive experience in business & information services, energy & industrials, and the healthcare sectors. Stefan was previously an Executive Director at Goldman Sachs and worked in consulting at McKinsey in Cologne. Stefan is fluent in German and English.

Other management duties

Stefan is a member of the Board of Directors and/or an executive of the following companies, unless otherwise specified:

Evergood 1 ApS
Evergood 2 ApS
Evergood 3 ApS
Evergood 4 ApS
Evergood 5 AS
Verisure Holdings AB
Scout24 AG

Educational background

Kellogg Graduate School of Management, MBA (1999-2000)
Ecole Centrale Paris/RWTH Aachen, Masters in Electrical Engineering (1993-1997)



Patrick Healy

Born December 1966
Male
American and Irish
Hellman & Friedman

Patrick is Co-Chief Executive Officer of Hellman & Friedman. He is a member of the Investment Committee, Chairman of the Compensation Committee and leads the Firm's London office and European activities. Patrick joined Hellman & Friedman in 1994, and was previously employed by James D. Wolfensohn Incorporated in New York and Consolidated Press Holdings in Australia.

Patrick is also a director of the Impetus Private Equity Foundation, a charitable organisation which focuses on transforming the lives of disadvantaged young people.

Other management duties

Patrick is a member of the Board of Directors and/or an executive of the following companies, unless otherwise specified:

Partner of Fram Partners LLP
Hellman & Friedman LLC (Member and Co-CEO)
Hellman & Friedman GP LLC (Member and Co-CEO)
Hellman & Friedman LLP (Member)
Verisure Topholding AB
Scout24 AG
TeamSystem SpA

Educational background

Harvard Business School, MBA (1992-1994)
Harvard University, BA Economics and East Asian Studies (1985-1989)



Johannes Korp

Born November 1984
Male
Austrian
Hellman & Friedman



Zita Saurel

Born October 1977
Female
American and Spanish
Hellman & Friedman

Johannes is a Director at Hellman & Friedman and joined the firm in 2014. Previously Johannes worked in the financial services and retail investment groups at Warburg Pincus and in the financial services M&A group at Goldman Sachs in London. Johannes is fluent in English and German.

Other management duties

Johannes is a member of the Board of Directors and/or an executive of the following companies, unless otherwise specified:

- Evergood 1 ApS
- Evergood 2 ApS
- Evergood 3 ApS
- Evergood 4 ApS
- Partner of Maritime Plaza Services LLP
- Director with LHC4 (UK) Limited
- Director of LHC3 Plc
- Director of LHC2 Limited
- Director of LHC1 Limited
- Director of Liberty Partners S.L.
- Director of Allfunds Bank S.A.
- Evergood 5 AS

Educational background

Stanford Graduate School of Business, MBA (2009-2011)
University of St. Gallen, BA Business Administration (2004-2007)

Zita is a Partner at Hellman & Friedman and has responsibility for leading the firm's capital markets activities in Europe related to new investments and for portfolio companies. Before joining Hellman & Friedman in 2005 Zita worked at Investcorp in London and the Leveraged Finance department of Lehman Brothers in London. Zita is fluent in English, French, and Spanish.

Other management duties

- Governor of the Royal School of Ballet (non-profit organisation)
- Board of Glasswing International (non-profit organisation)

Educational background

Georgetown University (1998-2002)