

Company announcement 3/2020

18 November 2020

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This announcement does not constitute an offering circular or a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017 and nothing herein shall be construed as an offering of securities. No one should purchase any securities in HusCompagniet A/S (“**HusCompagniet**” or the “**Company**”) except on the basis of information in the offering circular or 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 (also referred to as the “**Offering Circular**”) are available at the Company’s registered office and, subject to certain exceptions, through the website of the Company.

Initial Public Offering of HusCompagniet priced at DKK 117 per offer share

With reference to company announcement no. 1/2020 dated 6 November 2020, HusCompagniet today announces a final offer price of DKK 117 per share for its initial public offering (the “**IPO**” or the “**Offering**”) of existing shares (“**Offer Shares**”). The first day of trading and official listing on Nasdaq Copenhagen is expected to take place today, 18 November 2020, and admission to trading is conditional upon the Offering not being withdrawn prior to settlement and completion of the Offering and upon the Company making an announcement to such effect.

Chairperson of the Board of Directors, Claus V. Hemmingsen, said:

“I’m very pleased to welcome all the new shareholders, both Danish and international institutional investors and the many Danish private investors. The successful IPO of HusCompagniet is an acknowledgement of the solid historical performance and not least our plans for continued further growth as the leading housebuilder in Denmark. I want to thank the management team and all HusCompagniet employees for their great efforts and contributions taking HusCompagniet to this stage.”

Group CEO, Martin Ravn-Nielsen, said:

“The IPO is a milestone for HusCompagniet and all our employees, and we are now embarking on an exciting journey as a publicly listed company. We have already made great achievements, and thanks to our talented employees, a relentless customer focus and by delivering on time, in high quality and within budget, we are today the market leader within the segment for detached houses in Denmark. With our historic results as the foundation, HusCompagniet is well-positioned to chase further growth - not least in the market segment for new build semi-detached houses targeted at professional investors.”

Head of EQT Partners Denmark and Investment Advisor to EQT VI, Mads Ditlevsen, said:

“We are proud to see HusCompagniet pass this impressive and important milestone. The company is ready to be listed at Nasdaq Copenhagen after having achieved strong results thanks to the dedicated and skilled employees and the management team. We believe the company is well-positioned to continue its strong growth trajectory, and we are excited about being part of the future journey together with new Danish and international investors.”

Highlights of the Offering

- Offer price set at DKK 117 per share of nominal value of DKK 5 each.
- The offer price results in a market capitalization of HusCompagniet of DKK 2.34 billion.
- 9,600,000 existing shares sold (excluding any shares sold in connection with the overallotment facility) on behalf of the selling shareholders: Diego Holding Guernsey Limited controlled by EQT VI, the fund managed and/or operated by EQT VI (General Partner) LP (acting by its general partner, EQT VI Limited), together with associated co-investment vehicles (“EQT” or the “Principal Shareholder”) and certain other existing shareholders.
- There is an overallotment option to purchase up to an additional 1,440,000 existing shares at the offer price, granted by the Principal Shareholder to the Joint Global Coordinators, exercisable in whole or in part, until 17 December 2020. The overallotment option corresponds to 15% of the existing shares sold in the Offering (excluding any shares comprised by the overallotment facility).
- Prior to any exercise of the overallotment option, the Offering amounts to DKK 1.12 billion, corresponding to 9,600,000 shares sold in the Offering, and if the overallotment option is exercised in full, the Offering size will amount to DKK 1.29 billion, corresponding to 11,040,000 shares sold in the Offering.
- The Company will not receive any proceeds from the sale of shares by the selling shareholders in the Offering.
- Following the settlement of the Offering and the transfer of 293,122 shares at no cost to certain members of the Board of Directors, Executive Management and certain employees, EQT will hold 45.1% of the Company’s share capital and voting rights, assuming no exercise of the overallotment option, and 37.9% assuming full exercise of the overallotment option.
- The free float, representing the proportion of the share capital (excluding treasury shares) held by new investors will be approximately 48% prior to any exercise of the overallotment option, and approximately 55% if the overallotment option is exercised in full.
- More than 5,500 new investors have been allocated shares in HusCompagniet. Approximately 10% of the Offer Shares have been allocated to retail investors in Denmark and approximately 90% have been allocated to Danish and international institutional investors.
- With respect to applications to purchase amounts of more than DKK 3 million, individual allocations have been determined by the Joint Global Coordinators after agreement upon such allocations with the Board of Directors of the Company and the Principal Shareholder.
- With respect to applications to purchase amounts of up to and including DKK 3 million, reductions have been made mathematically:
 - Orders for up to and including 200 shares, corresponding to DKK 23,400, have been allocated in full
 - Orders for up to and including 460 shares, corresponding to DKK 53,820, have been allocated 200 shares and 15% of the remaining order
 - Orders for more than 460 shares have been allocated 239 shares and 5% of the remaining order.
- A total of 136,752 shares, corresponding to approximately DKK 16 million, have been allocated to the Company at the Offer Price in order for the Company to cover certain of its obligations to deliver shares to participants in the Company’s long-term share based incentive program.
- Shares will be admitted to trading and official listing under the symbol of “HUSCO” under the permanent ISIN DK0061412855.
- The first day of trading and official listing of the Offer Shares on Nasdaq Copenhagen is expected to be today, 18 November 2020, and the admission is conditional upon the Offering not being withdrawn prior to settlement and completion of the Offering, and the Company making an announcement to that effect.
- Payment for and settlement of the Offer Shares is expected to take place on 20 November 2020 by way of delivery of Offer Shares under the permanent ISIN DK0061412855 against payment in immediately available funds in Danish kroner in book-entry form to investors’ accounts with VP Securities A/S and through the facilities of Euroclear Bank S.A./N.A. and Clearstream Banking, S.A.

- If the Offering is terminated or withdrawn prior to settlement on 20 November 2020, 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 applicable investors without interest (less any transaction costs) and admission to trading and official listing of the shares on Nasdaq Copenhagen will be cancelled. Consequently, any trades in the shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the shares sold, and investors who have sold or acquired shares on or off the market may incur a loss. All dealings in the Offer Shares prior to settlement of the Offering will be conditional and for the account of, and at the sole risk of, the parties involved.
- Further details of the Offering may be found in Appendix A (“**Pricing Statement**”).

Bank syndicate and advisors supporting the IPO

Citigroup Global Markets Limited, Danske Bank A/S and Nordea Danmark, Filial af Nordea Bank Abp, Finland have been appointed to act as Joint Global Coordinators and Joint Bookrunners in the Offering.

N.M. Rothschild & Sons Limited (“Rothschild & Co”) is acting as Financial Advisor.

Gorrissen Federspiel Advokatpartnerselskab and Davis Polk & Wardwell London LLP are acting as legal advisors to the Company in connection with the Offering. Bech-Bruun Law Firm P/S and Fried, Frank, Harris, Shriver & Jacobson (London) LLP are acting as legal advisors to the Joint Global Coordinators and Joint Bookrunners in connection with the Offering.

For additional information, please contact:

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Information on HusCompagniet

HusCompagniet is a leading provider of single-family detached houses in Denmark. It also provides semi-detached houses to both private consumers and professional investors. HusCompagniet is also present in Sweden where it produces prefabricated wood-framed detached houses through its VårgårdaHus brand.

HusCompagniet operates an asset light and flexible delivery model with on-site building, primarily on customer-owned land. The majority of construction is outsourced to sub-contractors allowing for a flexible cost base. In 2019, HusCompagniet’s revenue amounted to approximately DKK 3.5 billion (adjusted).

HusCompagniet delivered approximately 1,600 houses in 2019, of which 1,325 were detached houses in Denmark, corresponding to a market share of approximately 24% of the Danish detached-house new build market segment. HusCompagniet has 16 offices with show rooms and more than 60 show houses throughout Denmark, and also offers digital sale through the online platform “HusOnline”. HusCompagniet currently has more than 400 employees.

Important notice

This announcement does not constitute an offering circular or a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017 and nothing herein contains an offering of securities. No one should purchase any securities in HusCompagniet A/S (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.

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in any jurisdiction where such offer or sale would be unlawful and this 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 (including its territories and possessions, any state of the United States of America and the District of Columbia) (the “United States”). This announcement 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 of HusCompagniet A/S have not been and will not be registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable 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 persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A under the Securities Act) in reliance on Rule 144A under the Securities Act. In any member state of the European Economic Area (“EEA Member State”), other than Denmark, 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 Regulation (EU) No. 2017/1129 of 14 June 2017. 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 UK 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 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 announcement or any of its contents.

Citigroup Global Markets Limited, Danske Bank A/S and Nordea Danmark, Filial af Nordea Bank Abp, Finland (together, the “Managers”) and Rothschild & Co and/or the Managers’ and/or Rothschild & Co’s respective affiliates are acting exclusively for the Company and the selling shareholders and no-one else in connection with the offering. Managers and/or Rothschild & Co 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 and/or other matter referred to herein.

In connection with the offering, the Managers 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, 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 offering circular or prospectus to the shares being offered, acquired, placed or otherwise dealt in should be read as including any offer to, acquisition, placing or dealing by, such Managers and any of their affiliates acting as investors for their own accounts. The Managers 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.

Stabilization

In connection with the Offering, Danske Bank A/S (the “Stabilizing Manager”) (or persons acting on behalf of the Stabilizing 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 Stabilizing Manager (or persons acting on behalf of the Stabilizing Manager) will undertake stabilization. Any stabilization 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.

Information for distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares offered in the Offering (the “Offered Shares”) have been subject to a product approval process, which has determined that the Offered Shares are: (i) compatible with an end target market of retail

investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that the price of the Offered Shares may decline and investors could lose all or part of their investment; the Offered Shares offer no guaranteed income and no capital protection; and an investment in the Offered Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment for any particular client of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offered Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Offered Shares and determining appropriate distribution channels.

Forward looking statements

Matters discussed in this announcement 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, as well as other statements regarding future events or prospects. Specifically, this announcement includes information with respect to projections, estimates and targets that also constitute forward-looking statements. 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 and other important factors include, among others: general economic conditions and related policy frameworks; the ongoing COVID-19 pandemic; changes in mortgage lending or the interest rate environment; dependence on third-party suppliers, contractors and other service providers; competition; negative publicity; incorrectly estimated costs in relation to projects; failure to successfully implement strategies; building and design defects; risks relating to own land; cyberattacks; compliance and litigation related risks; liquidity constraints; healthy, safety and environmental risks; changes in law and regulation; and failure to obtain required permits and approvals. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations, projections, estimates and targets 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.

Appendix A

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE SUCH PUBLICATION, DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

PRICING STATEMENT RELATED TO THE OFFERING OF SHARES OF HUSCOMPAGNIET A/S

This document constitutes a pricing statement relating to the Offering of Offer Shares described in the offering circular published by HusCompagniet A/S (the “**Company**” or “**HusCompagniet**”) on 6 November 2020 (also referred to as a prospectus, the “**Offering Circular**”), and should be read in conjunction with the Offering Circular.

Terms used and not defined herein have the meaning ascribed to them in the Offering Circular.

The Offer Period closed on 17 November 2020 at 00:01 (CET) for retail investors in Denmark for individual orders up to and including DKK 3 million each. The Offer Period closed on 17 November 2020 at 16:00 (CET) for institutional investors.

The final Offer Price and other Offering statistics are set forth below:

1. OFFERING STATISTICS

Offer Price per Offer Share.....	DKK 117
Total number of Offer Shares offered (assuming the Overallotment Option is not exercised).....	9,600,000
the Principal Shareholder	9,326,459
the Other Selling Shareholders	273,541
Total number of Option Shares under the Overallotment Option ⁽¹⁾	1,440,000
Total number of Offer Shares offered (assuming the Overallotment Option is exercised in full)	11,040,000
the Principal Shareholder	10,766,459
the Other Selling Shareholders	273,541
Market capitalization of HusCompagniet at the Offer Price	DKK 2.34 billion
Approximate aggregate gross proceeds receivable by the Selling Shareholders (assuming the Overallotment Option is not exercised)	DKK 1.12 billion
Approximate aggregate gross proceeds receivable by the Selling Shareholders (assuming the Overallotment Option is exercised in full)	DKK 1.29 billion
Percentage of outstanding share capital owned by HusCompagniet’s existing shareholders ⁽²⁾ following the Offering (assuming the Overallotment Option is not exercised)	52.0%
Percentage of outstanding share capital owned by HusCompagniet’s existing shareholders ⁽²⁾ following the Offering (assuming the Overallotment Option is exercised in full)	44.8%

- (1) Additional shares available for purchase by the Joint Global Coordinators at the Offer Price pursuant to the Overallotment Option granted by Diego Holding Guernsey Limited (the “Principal Shareholder”).
- (2) HusCompagniet’s existing shareholders include (a) the Principal Shareholder, (b) four members of the Board of Directors, (c) the two members of the Executive Management, (d) MPP participants and (e) TB Gruppen AB, which received shares in the Company in connection with its divestment of VårgårdaHus AB to the Group.

2. SHARE LENDING ARRANGEMENT AND OVERALLOTMENT OPTION

Pursuant to a share lending agreement entered into between the Principal Shareholder and Danske Bank A/S (the “Stabilizing Manager”), the Stabilizing Manager borrowed 1,440,000 Shares from the Principal Shareholder for purposes of delivery of the Offer Shares to investors in connection with the overallotment and to facilitate any stabilization measures which may be taken in connection with the Offering. The Shares that were borrowed by the Stabilizing Manager under the share lending arrangement may be redelivered by redelivering Shares or payment in cash to the Principal Shareholder no later than following the expiry of the Overallotment Option period 30 calendar days after Admission. To facilitate redelivery of Shares under the share lending arrangement, the Principal Shareholder has granted to the Stabilizing Manager an option (the “Overallotment Option”) to purchase up to 1,440,000 additional Shares (the “Option Shares”) at the Offer Price, exercisable, in whole or in part, from the first day of trading in, and official listing of, the Shares on Nasdaq Copenhagen until 30 calendar days thereafter, solely to cover overallotments or short positions, if any, incurred in connection with the Offering.

3. SHARE CAPITAL INFORMATION

No new Shares are being issued in connection with the Offering. Accordingly, HusCompagniet’s share capital immediately following completion of the Offering will continue to remain as follows:

	<u>No. of Shares</u>	<u>Nominal Value⁽¹⁾</u>
Issued share capital	20,000,000	100,000,000

(1) Each Share of HusCompagniet has a nominal value of DKK 5.

The first day of trading and official listing of the Shares on Nasdaq Copenhagen under the symbol “HUSCO” is expected to be today, 18 November 2020, subject to the Offering not being withdrawn prior to settlement and completion of the Offering. The Offer Shares comprised by the Offering are delivered under the ISIN DK0061412855.

Payment for and settlement of the Offer Shares is expected to take place on 20 November 2020 by way of delivery of the Shares under the ISIN DK0061412855 against payment in immediately available funds in Danish kroner in book-entry form to investors’ accounts with VP Securities A/S and through the facilities of Euroclear Bank S.A./N.A., as operator of the Euroclear System and Clearstream Banking, S.A.

If the Offering is terminated or withdrawn before settlement on 20 November 2020, 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 official listing of the Shares on Nasdaq Copenhagen will be cancelled. Consequently, any trades in the Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Shares sold, and investors who have sold or acquired Shares on or off the market may incur a loss. 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.

4. OWNERSHIP STRUCTURE

The table below sets forth the ownership percentages in HusCompagniet (i) before completion of the Offering and (ii) immediately following completion of the Offering and after completion of the transfer of the IPO Bonus Shares by the Principal Shareholder, assuming that (a) the Overallotment Option is not exercised and (b) the Overallotment Option is exercised in full. In the event that the percentages shown in the table below do not sum to 100%, this is due to rounding.

	Shares owned before completion of the Offering ⁽ⁱ⁾		Shares owned after completion of the Offering assuming the Overallotment Option is not exercised		Shares owned after completion of the Offering assuming the Overallotment Option is exercised in full	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Principal Shareholder	18,733,618	93.7%	9,026,831	45.1%	7,586,831	37.9%
The Company (treasury shares)⁽ⁱⁱ⁾	—	—	136,752	0.7%	136,752	0.7%
Board of Directors⁽ⁱⁱⁱ⁾	213,408	1.1%	258,300	1.3%	258,300	1.3%
Claus V. Hemmingsen	12,981	0.1%	46,453	0.2%	46,453	0.2%
Anja Bach Eriksson	6,921	0.0%	31,179	0.2%	31,179	0.2%
Steffen Martin Baungaard..	189,961	0.9%	167,981	0.8%	167,981	0.8%
Mads Munkholt Ditlevsen .	—	—	—	—	—	—
Ylva Ekborn.....	3,545	0.0%	12,687	0.1%	12,687	0.1%
Magnus Tornling	—	—	—	—	—	—
Executive Management^(iv)	105,349	0.5%	320,785	1.6%	320,785	1.6%
Martin Ravn-Nielsen	76,978	0.4%	219,256	1.1%	219,256	1.1%
Mads Dehlsen Winther	28,371	0.1%	101,529	0.5%	101,529	0.5%
Total Board of Directors and Executive Management.....	318,757	1.6%	579,085	2.9%	579,085	2.9%
Other existing shareholders^(v)	947,625	4.7%	800,494	4.0%	800,494	4.0%
Other new investors	—	—	9,456,838	47.3%	10,896,838	54.5%
Total.....	20,000,000	100.0%	20,000,000	100.0%	20,000,000	100.0%

(i) In connection with the Pre-IPO Reorganization, the existing shareholders have agreed to allocate Shares between them to ensure that, following pricing of the Offering, the share allocation of Shares among the existing shareholders continues to represent the same economic value held by each such shareholder prior to the Pre-IPO Reorganization.

(ii) A total of 136,752 shares, corresponding to approximately DKK 16 million, have been allocated to the Company at the Offer Price in order for the Company to cover certain of its obligations to deliver shares to participants in the Company's long-term share based incentive program.

(iii) Includes shares held by the members of the Board of Directors personally or through legal entities controlled by them.

(iv) Includes shares held by the members of the Executive Management personally or through legal entities controlled by them.

(v) Other existing shareholders include (a) MPP participants, other than members of the Board of Directors and Executive Management, as well as (b) TB Gruppen AB, who received Shares in connection with its divestment of VårgårdaHus AB to the Group.