

Major Shareholder Announcement regarding Nordic Waterproofing Holding A/S

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The information in this press release is disclosed by Nordic Waterproofing Holding A/S in accordance with the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act.
The information was submitted for publication at 11.15 a.m. CET, on 10 June 2016.

It is hereby announced that Nordic Waterproofing Holding A/S (the "Company"), Danish company registration number 33 39 53 61, in connection with the initial public offering of the Company, has received following notifications according to the Danish Securities Act section 29 regarding the existing direct and indirect major shareholders' holding of shares in the Company. The information contained in this press release is based on a share capital of the Company amounting to DKK 23,116,051, which excludes the issuance of 967,884 shares as a result of the warrant exercise, expected to occur on 14 June 2016.

Axcel IV K/S (Danish company registration number 32 90 65 16), Axcel IV K/S 2 (Danish company registration number 33 42 65 69), AX Management Invest K/S (Danish company registration number 32 90 66 72) and AX Management Invest II K/S (Danish company registration number 32 90 66 56), have informed the Company of an agreement to sell, respectively, the following number of shares in the Company (each share having one vote) 7,087,872 shares (including 987,178 shares, lent to the Carnegie Investment Bank AB (publ) as part of share lending arrangement to facilitate the settlement of the overallotment option forming part of the initial public offering (the "Over Allotment Option")), 5,632,319 shares (of which 784,453 shares are lent pursuant to the Over Allotment Option), 132,295 shares (of which 18,426 shares are lent pursuant to the Over Allotment Option) and 376,969 shares (of which 52,503 shares are lent pursuant to the Over Allotment Option) in the Company (each share having one vote).

Further, Axcel IV K/S has temporarily transferred 945,964 shares, corresponding to approximately 4.09 percent of the total outstanding share capital and the attached voting rights in the Company, to certain employee shareholders. The reason for the transfer of these shares is a share loan arrangement to certain employees of the Company put in place to allow the settlement of shares sold by said employees in connection with the initial public offering of the Company. The shares are expected to be redelivered on 14 June 2016, which therefore constitute a notifiable financial instrument corresponding to 4.09 percent of the total outstanding share capital and the attached voting rights in the Company.

In addition, Axcel IV K/S, Axcel IV K/S 2, AX Management Invest K/S and AX Management Invest II K/S, after the above mentioned disposals of shares, the entities will directly hold respectively 2,990,780 shares (of which 945,964 shares represent a financial instrument), 2,376,599 shares, 55,823 shares and 159,064 shares (each share having one vote), corresponding to approximately 12.94 percent (of which 8.85 percent relates to a direct holding of share capital and voting rights and 4.09 percent relates to financial instruments), 10.28 percent, 0.24 percent and 0.69 percent respectively of the total outstanding share capital and the voting rights of the Company.

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Axcel Management A/S (Danish company registration number 28 30 18 55), in its capacity as advisor to Axcel IV K/S, Axcel IV K/S 2 and AX Management Invest II K/S, has received authority to discretionarily exercise the voting rights attached to the shares owned by the aforementioned companies. Axcel Management A/S is controlled by AXIII MP Holding ApS (Danish company registration number 28860986), in turn controlled by AXIII MPH Invest ApS (Danish company registration number 28857314). The combined total amount of voting rights, following the sale, is 5,526,443 (of which 945,964 shares represent a financial instrument), corresponding to 23.91 percent of the total votes in the Company (of which 19.82 per cent relates to a direct and indirect holding of voting rights and 4.09 percent relates to financial instruments), following the abovementioned transactions.

KIRKBI Invest A/S (Danish company registration number 31 15 98 30, controlled by KIRKBI A/S, which is controlled by Kjeld Kirk Kristiansen) ("KIRKBI") has informed the Company that KIRKBI has agreed to sell 2,333,432 shares (of which 324,994 shares are lent pursuant to the Overallotment Option) in the Company (each share having one vote), corresponding to approximately 10.09 percent of the total outstanding share capital of the Company. Hereinafter, KIRKBI holds 984,608 shares in the Company, corresponding to approximately 4.26 percent of the total outstanding share capital and votes in the Company.

Carnegie Fonder AB (Swedish company registration number 556266-6049) has undertaken to acquire 1,324,616 shares in the Company, such that its ownership of the Company following completion of the offering will amount to a direct holding of approximately 5.73 percent of the shares and voting rights in the Company. Carnegie Fonder AB is controlled by C Asset Management Partners AB (Swedish company registration number 559035-5920), in turn controlled by C Asset Management Partners Holding I AB (company registration number 559035-5995).

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About Nordic Waterproofing

Nordic Waterproofing, in its current form, was established in 2011 by Axcel, by means of a merger of the Swedish and Danish waterproofing subsidiaries of Trelleborg AB's and Lemminkäinen Oy's roof installation businesses. Today, Nordic Waterproofing is one of the leading providers on the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. In Finland and in Denmark, through part-owned franchise companies, the Company also provides installation services. The Company markets its products and solutions under nine brands, all with long heritage, most of which are among the most established and well-recognized brands in waterproofing in their respective markets, such as Mataki, Trebolit, Phønix Tag Materialer, Kerabit, Nortett and SealEco.

For more information about Nordic Waterproofing, visit www.nordicwaterproofing.com

Important information

This announcement is not and does not form a part of any offer to sell, or a solicitation of an offer to purchase, any securities in Nordic Waterproofing Holding A/S.

Copies of this announcement are not being made and may not be distributed or sent into the United States, Australia, Canada, Japan or any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

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This announcement is an advertisement and is not a prospectus for the purposes of the Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the "Prospectus Directive"). A prospectus prepared pursuant to the Prospectus Directive was published on May 30, 2016 and can be obtained from the Company's website. Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the prospectus.

In connection with the Offering, the Joint Global Coordinators and Joint Bookrunners may carry out over-allotments or transactions that stabilize, maintain or otherwise affect the price of the shares for up to 30 days from the first day of trading in the shares on Nasdaq Stockholm. Specifically, the Joint Global Coordinators and Joint Bookrunners may over-allot shares or effect transactions with a view to supporting the market price of the shares at a level higher than that which might otherwise prevail. The Joint Global Coordinators and Joint Bookrunners are not required to carry out any of these activities and there is no assurance that these activities will be undertaken. Stabilization, if initiated, may be discontinued at any time without prior notice and must be brought to an end at the end of the 30-day period mentioned above. Save as required by law or regulation, the Joint Global Coordinators and Joint Bookrunners does not intend to disclose the extent of any stabilization transactions under the Offering.

In any EEA Member State other than Sweden that has implemented the Prospectus Directive, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive, i.e., only to investors who can participate in the Offering without an approved prospectus in such EEA Member State.

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 Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). The shares are only available to, and any invitation, offer or agreement to subscribe, 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.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements refer to statements which do not refer to historical facts and events, and statements which are attributable to the future, such as expressions as "deem", "assess", "expect", "await", "judge", "assume", "predict", "can", "will", "shall", "should or ought to", "according to estimates", "consider", "may", "plan", "potential", "calculate", "as far as is known" or similar expressions suitable for identifying information that refers to future events. This applies in particular to statements referring to future results, financial position, cash flow, plans and expectations for the Company's business and management, future growth and profitability and general economic and regulatory environment and other circumstances which affect the Company. Forward-looking statements are based on current estimates and assumptions which are based on the Company's current intelligence. Such future looking statements are subject to risks, uncertainties and other factors which may result in actual results, including the Company's financial position, cash flow and profits, deviating considerably from the results which expressly or indirectly form the basis of, or are described in, statements, or may result in the expectations which, expressly or indirectly, form the basis of or are described in statements not being met or turning out to be less advantageous compared to the results, which expressly or indirectly formed the basis of or were described in the statements. The Company's business is exposed to a number of risks and uncertainties which may result in forward-looking statements being inaccurate or an estimate or calculation being incorrect. Therefore, potential investors should not place undue reliance on the forward-looking statements herein and are strongly advised to read detailed description of factors which have an effect on the Company's business and the market in which the Company operates that will be included in the prospectus.

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

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