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Not for release, publication or distribution, directly or indirectly, in or into United States, Canada, Australia or Japan or any other jurisdiction where such distribution of this press release would be subject to legal restrictions.

H+H International A/S (the "Company") publishes prospectus in connection with a rights issue with Pre-emptive Rights for the Company's existing shareholders (the "Offering").

The Company hereby publishes the prospectus (the "Prospectus") related to the Offering of new shares ("New Shares") up to a nominal value of DKK 71,933,460 with pre-emptive subscription rights ("Pre-emptive Rights") for the Company's existing shareholders ("Existing Shareholders") at a subscription price of DKK 73 (the "Subscription Price"). Further the Company publishes a final timetable for the Offering.

- In connection with a capital increase, the Company has made a decision to offer up to 7,193,346 New Shares with a nominal value of DKK 10 each in the Company
- The Offering comprises a rights issue with Pre-emptive Rights for the existing shareholders of the Company at ratio 2:3, meaning that each Existing Shareholder will be entitled to and will be allocated 2 Pre-emptive Rights for each share held at the allocation time on 1 June 2018 at 5.59 p.m. CEST ("Existing Shares"), and that 3 Pre-emptive Rights will be required to subscribe for 1 New Share
- If the Offering is fully subscribed for, the gross proceeds will be approximately DKK 525 million and the net proceeds (gross proceeds less estimated costs to the Company relating to the Offering) is expected to be a total of approximately DKK 500 million
- The New Shares can be subscribed for in the subscription period commencing 4 June 2018 at 9.a.m. CEST closing 18 June 2018 at 5 p.m. CEST (the "Subscription Period")
- The Pre-emptive Rights can be traded in the rights trading period commencing 31 May 2018 at 9.a.m. CEST closing 14 June 2018 at 5 p.m. CEST
- New Shares which have not been subscribed for by the Existing Shareholders before the expiry of the Subscription Period (the "Remaining Shares") may, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by Existing Shareholders or Qualified Investors (as defined in section "Definitions and glossary" in the Prospectus), who have made binding undertakings to subscribe for Remaining Shares before the expiry of the Subscription

For further information please contact:

Michael T Andersen, CEO, or Bjarne Pedersen, Vice President, Business Development & IR, on telephone +45 35 27 02 00.

Period. In case of oversubscription of Remaining Shares in connection with binding undertakings, such Remaining Shares will be allocated according to an apportionment key determined by the Company's board of directors, whereas such allocation will be based on received binding undertakings, provided, however, that the shares will be allocated irrespective of whether such undertakings were made by Existing Shareholders or by other Qualified Investors.

The New Shares can be subscribed for in the Subscription Period commencing 4 June 2018 at 9.a.m. CEST closing 18 June 2018 at 5 p.m. CEST. During this period, the New Shares will be allocated temporarily through VP Securities upon exercise of the Pre-emptive Rights against payment of the Subscription Price. Any person registered with VP Securities as an Existing Shareholder of the Company on 1 June 2018 at 5.59 p.m. CEST will be allocated 2 Pre-emptive Rights for each Existing Share held. Shares traded after this time will be traded ex Pre-emptive Rights.

Reasons for the Offering and use of proceeds

In connection with the Company's and the Company's German subsidiary H+H Deutschland GmbH's acquisition of HeidelbergCement Group's German and Swiss calcium silicate unit business ("HDKS"), at a price of approximately DKK 818 million (enterprise value), the Company entered into a term loan agreement with Danske Bank financing the acquisition with a total credit line corresponding to approximately DKK 850 million, reference is made to company announcements no. 353 of 14 December 2017 and no. 354 of 28 February 2018.

The net proceeds from the Offering will be used to reduce the net interest-bearing debt. Further, the net proceeds from the Offering will be used to strengthen the balance sheet, which gives the opportunity to be agile and react quickly should opportunities occur to participate in further market consolidation.

If the Offering is fully subscribed for, the gross proceeds will be approximately DKK 525 million and the net proceeds (gross proceeds less estimated costs to the Company relating to the Offering) is expected to be approximately DKK 500 million.

If the Offering is not fully subscribed, the Company and its consolidated subsidiaries (the "Group") will seek to refinance up to the full amount of the currently outstanding debt under its financing facilities. The Company's executive board and the board of directors (the "Management") expect that the refinancing will be completed through a new long-term credit facility agreement to be obtained in the loan market. Management believes that it will be possible to obtain such an agreement prior to expiry of the Company's term loan agreement and on market terms, although the ability to refinance is not certain.

Prospective consolidated financial information for financial year 2018

Management's general view of the outlook for the financial year 2018 remain unchanged. However, the Company has for the purpose of meeting legal requirements specified the expectations to the following:

- EBITDA before special items (non-IFRS) is expected to be DKK 350-390 million.
- EBIT is expected to be DKK 140-180 million.

The difference of DKK 210 million between the forecasted EBITDA before special items (non-IFRS) and forecasted EBIT consist of estimated depreciation and amortisation of DKK 150 million, of which one-off amortisation costs of DKK 20 million relate to order book and trademarks recognised in relation to the HDKS acquisition, and expected special items of DKK 60 million which consist of increased transportation costs from the Borough Green factory upgrade of approximately DKK 25-30 million, transaction and integration costs for HDKS and Grupa Silikaty Sp. z o.o. ("Grupa Silikaty") of DKK 35 million and DKK 5

million, respectively, offset by negative goodwill from the purchase of Grupa Siliكاتy of approximately DKK 10 million.

The Company and its consolidated subsidiaries usually provide earnings guidance based on EBITDA before special items (non-IFRS) as this is an important supplementary measure of the Group's financial performance and widely used by investors in comparing financial performance between companies. Furthermore, special items usually are of an unpredictable and / or non-recurring nature.

The expectations in relation to future developments may differ significantly from actual developments, and realised results are likely to differ from the stated estimates, and such variance may be material.

Methodology and assumptions

The Management's principal assumptions for the forecasts for the financial year ending on 31 December 2018 relate to:

- Sales volumes and product mix, which are partly within the Group's control. These also depend on the development in the building materials market in general, which is not within the Group's control. The revenue growth before acquisitions and measured in local currencies is expected to be approximately 5% consisting of both volume and pricing. Net impact from sales volume and product mix is expected to be in the region of DKK 20 million.
- Price development in the markets in which the Group operates, which is partly within the Group's control. Net impact including country mix effects is expected to be in the region of DKK 30 million.
- General economic trends, which are not within the Group's control, leading to a general inflation around 2% and adversely impacting the cost base with DKK 30 million.
- Production efficiency and achievement of cost saving which are partly within the Group's control. The net estimated impact is a saving of around DKK 20 million including costs for the planned stand-still of the Borough Green factory during the factory upgrade in the first quarter of 2018 and the ramp-up of production expected to last throughout the second quarter of 2018.
- Foreign exchange rates, which are not within the Group's control is expected to remain at mid-May 2018 levels.
- Costs to be incurred as a result of the Borough Green factory upgrade in the UK, which are partly within the Group's control, and the resulting need to import products from sister companies are expected to be approximately DKK 25-30 million. Increased transportation costs will be expensed at the point of sale and treated as special items (non-IFRS).
- Transaction and integration costs for HDKS, which are partly within the Group's control, will be expensed as special items (non IFRS) and are expected to be approximately DKK 35 million.

- Transactions and integration costs for Grupa Silikaty, which are partly within the Group's control, will be expensed as special items (non IFRS) and are expected to be approximately DKK 5 million.
- The preliminary purchase price allocation of Grupa Silikaty indicates an expected negative goodwill in the amount of approximately DKK 10 million that will be recognized as income under special items (non IFRS) which is partly within the Group's control.
- Investments excluding mergers, acquisitions and divestments, which are partly within the Group's control, are expected to be in the region of DKK 150 million of which approximately DKK 35 million relates to an investment required at one of the HDKS plants damaged by fire during the acquisition process. A similar amount was covered by a reduction in the purchase price.
- Depreciation and amortization is expected to approximately DKK 150 million in total including depreciation and amortization on property, plant and equipment and intangible assets acquired in the HDKS and HDKS transaction which is partly within the Group's control. Of this DKK 20 million relates to estimated one-off amortization of order book and trademark.

Terms and conditions for the Offering

Subscription ratio and allocation of Pre-emptive Rights

Shareholders registered with VP Securities on 1 June 2018 at 5.59 p.m. CEST as shareholders of the Company will as Existing Shareholders be entitled to an allocation of 2 Pre-emptive Rights for each Existing Share held.

For every 3 Pre-emptive Rights, the Existing Shareholder will be entitled to subscribe for 1 New Share against payment of the Subscription Price of DKK 73 per New Share.

Shares traded after 30 May 2018 will be traded as ex Pre-emptive Rights provided that the Shares are traded at a customary two-day value. The Pre-emptive Rights and the New Shares will be delivered in book-entry form through allocation to the Existing Shareholders' accounts held with VP Securities.

The Pre-emptive Rights and the New Shares will be delivered in book-entry form through allocation to the Existing Shareholders' accounts held with VP Securities.

The Pre-emptive Rights have been approved for admission to trading and official listing on NASDAQ Copenhagen to the effect that they can be traded on NASDAQ Copenhagen during the period from 31 May 2018 at 9 a.m. CEST to 14 June 2018 at 5 p.m. CEST. The New Shares will be issued under the temporary ISIN code DK0061028834.

After payment of the Subscription Price, the New Shares will be issued under the temporary ISIN code DK0061028834. The New Shares under the temporary ISIN code will not be admitted to trading and official listing on NASDAQ Copenhagen. The New Shares under the temporary ISIN code will solely be registered with VP Securities.

As soon as possible after registration of the New Shares with the Danish Business Authority, expectedly no later than on 22 June 2018, the temporary ISIN code of the New Shares will be merged with the ISIN code of the Existing Shares, expectedly no later than on 26 June 2018, and the New Shares will be admitted to trading and official listing on NASDAQ Copenhagen under the permanent ISIN code for the

Existing Shares DK0015202451. Upon admission to trading and official listing of the New Shares, the New Shares will be accepted for clearance through Euroclear and Clearstream.

Subscription Period

The Subscription Period of the New Shares will commence on 4 June 2018 at 9 a.m. CEST and will close on 18 June 2018 at 5 p.m. CEST.

Completion of the Offering

The Offering will only be completed if and when the New Shares subscribed for are issued by the Company upon registration with the Danish Business Authority, which is expected to take place no later than on 22 June 2018 before listing of the New Shares. A company announcement concerning the results of the Offering is expected to be disclosed no later than on 20 June 2018.

Withdrawal or suspension of the Offering

The Offering may be withdrawn at any time before registration of the capital increase relating to the New Shares with the Danish Business Authority. Any Pre-emptive Rights that are not exercised during the Subscription Period will lapse with no value, and the holder of such Pre-emptive Rights will not be entitled to compensation.

If the Offering is not completed, any exercise of Pre-emptive Rights that has already taken place will be cancelled automatically. The subscription amount for the New Shares will be refunded (less any transaction costs) to the last registered owner of the New Shares as at the date of such withdrawal. All Pre-emptive Rights will lapse, and no New Shares will be issued.

However, trades of Pre-emptive Rights executed during the Rights Trading Period will not be affected. Consequently, investors who have acquired Pre-emptive Rights will incur a loss corresponding to the purchase price of the Pre-emptive Rights and any transaction costs.

In case of withdrawal of the Offering, investors who have acquired New Shares will receive a refund of the subscription amount for the New Shares (less any transaction costs). Consequently, investors who have acquired New Shares will incur a loss corresponding to the difference between the purchase price and the Subscription Price of the New Shares and any related transaction costs

Minimum and maximum subscription amount

In connection with the Offering, the minimum number of New Shares that a holder of Pre-emptive Rights may subscribe for will be 1 New Share, requiring the exercise of 3 Pre-emptive Rights and the payment of the Subscription Price. The number of New Shares that a holder of Pre-emptive Rights may subscribe for is not capped. However, the number is limited to the number of New Shares that may be subscribed for through the exercise of the Pre-emptive Rights held or acquired.

Remaining Shares may, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by Existing Shareholders or Qualified Investors, who have made binding undertakings to subscribe for Remaining Shares before the expiry of the Subscription Period.

In case of oversubscription of Remaining Shares in connection with binding undertakings, such Remaining Shares will be allocated according to an apportionment key determined by the Company's board of directors, whereas such allocation will be based on received binding undertakings, provided,

however, that the shares will be allocated irrespective of whether such undertakings were made by Existing Shareholders or by other Qualified Investors.

If the subscription orders from Existing Shareholders and Qualified investors do not exceed the number of Remaining Shares, the Company will issue the number of Remaining Shares subscribed for.

Payment and delivery

Upon exercise of the Pre-emptive Rights related to the New Shares, the holder must pay DKK 73 per New Share subscribed for. Payment for the New Shares will be made in DKK on the date of subscription, but no later than on 18 June 2018 at 5 p.m. CEST, against registration of the New Shares in the investor's account with VP Securities under the temporary ISIN code DK0061028834.

Procedure for the exercise of and trading in Pre-emptive Rights

The Pre-emptive Rights related to the New Shares have been approved for and will be admitted to trading and official listing on NASDAQ Copenhagen under the ISIN code DK0061028750. Holders of Pre-emptive Rights who wish to subscribe for New Shares will be required to do so through their own custodian institution or other financial intermediary in accordance with the procedures of such institution or intermediary.

The Pre-emptive Rights has been approved for admission to trading and official listing on NASDAQ Copenhagen to the effect that they can be traded on NASDAQ Copenhagen during the period from 31 May at 9 a.m. CEST 2018 to 14 June 2018 at 5 p.m. CEST.

Plan of distribution

There is not pre-allotment of New Shares. The New Shares may be subscribed for by the Existing Shareholders of the Company according to the Pre-emptive Rights allocated.

Over-allotment

There is no over-allotment of New Shares.

Timetable of principal events

Announcement of Prospectus:	29 May 2018
Last day of trading in Existing Shares including Pre-emptive Rights:	30 May 2018
First day of trading in Existing Shares ex Pre-emptive Rights:	31 May 2018
First day of Rights Trading Period:	31 May 2018
Allocation Time of Pre-emptive Rights:	1 June 2018 at 5.59 p.m. CEST
First day of Subscription Period:	4 June 2018

Last day of Rights Trading Period:	14 June 2018
Last day of Subscription Period:	18 June 2018
Allocation of Remaining Shares:	20 June 2018
Expected date of publication of the results of the Offering:	20 June 2018
Expected registration of the New Shares with the Danish Business Authority:	22 June 2018
Expected date of completion of the Offering:	No later than on 22 June 2018 if the New Shares subscribed for are issued by the Company and the capital increase is registered with the Danish Business Authority, which is expected to take place before listing of the New Shares
Expected merger of ISIN codes and admission of the New Shares to trading and official listing under the ISIN code of the Existing Shares:	No later than on 26 June 2018

Financial and legal advisors

Danske Bank Corporate Finance (department of Danske Bank) acts as the Global Coordinator and Bookrunner of the Offering, and Accura Advokatpartnerselskab is the Company's legal advisor in connection with the Offering.

Prospectus

The Prospectus can, with certain restrictions, be downloaded on the Company's website (www.HplusH.com) ("Investor Relations – Prospectus 2018"). Except for information included by reference in the Prospectus, the contents on the Company's website do not constitute a part of the Prospectus.

Kent Arentoft
Chairman of the board of directors

Michael T Andersen
CEO

Further information

For further information, please contact Michael T Andersen, CEO, or Bjarne Pedersen, Vice President, Business Development & IR, on telephone +45 35 27 02 00.

IMPORTANT INFORMATION

The information in this company announcement does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, subscription rights or other securities in the Company. Any invitation to the persons entitled to subscribe for shares in the Company is made solely through the prospectus which the Company publish today.

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Due to restrictions under applicable legislation, the Company expects that some or all investors residing in the United States, Canada, Australia, Japan and other jurisdictions outside Denmark may not have the prospectus distributed to them and may not be entitled to exercise the Pre-emptive Rights and subscribe for the New Shares. The Company makes no offer or solicitation to any person under any circumstances that may be unlawful. The Pre-emptive Rights and the New Shares have not been and will not be registered under the United States Securities Act 1933 and are only offered and sold outside United States in accordance with Regulation S.

This company announcement may contain forward-looking statements which reflect the Company's current view on future events and financial and operational development. Words such as "intend", "expect", "anticipate", "may", "believe", "plan", "estimate" and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements.