



Company announcement 5/2013 Allerød, 28 June 2013

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Matas A/S prices its Initial Public Offering at DKK 115 per Share

Matas A/S ("Matas" or the "Company") today announces an offer price of DKK 115 per Share for its initial public offering (the "IPO" or "Offering"). Admission to trading and official listing on NASDAQ OMX Copenhagen is expected to take place today, June 28, under the symbol "MATAS" (ISIN DK0060497295). On 13 June 2013, the Company published an offering circular (the "Offering Circular") and defined terms used herein shall have meaning as when used in the Offering Circular.

Terje List, Matas' CEO, commented:

"We are very proud of the substantial interest we have received from retail and institutional investors in Denmark and from international institutional investors. We see this as a strong sign of confidence in our business model and our future plans. We are delighted to welcome around 12,000 new shareholders, and are at the same time pleased to be able to continue the successful cooperation with our existing shareholders."

Søren Vestergaard-Poulsen, Partner at CVC Capital Partners commented:

"We are excited about the result of this process, confirming that Matas has the right qualities to be a publicly listed company with an attractive proposition for investors. We welcome the many new shareholders and look forward to continuing to support the business."

Highlights of the offering

- Offer price set at DKK 115 per Share, giving Matas a market capitalisation of c. DKK 4.7 billion.
- The total Offering comprises:
 - 21,271,185 Offer Shares, with a nominal value of DKK 2.50 each, sold by the Company's existing major shareholders, Svenska M Holding 1 AB (ultimately owned by certain funds advised by affiliates and subsidiaries of CVC Capital Partners SICAV-FIS S.A., a private equity firm) and Materialisternes Invest ApS (ultimately owned by former Matas store owners and certain of their related parties) pro rata to their shareholdings in Matas A/S (Svenska M Holding 1 AB and

Materialisternes Invest ApS are jointly referred to as the “Selling Shareholders”)

- an over-allotment option of additional 3,190,677 Shares granted by the Selling Shareholders (pro rata to the number of Offer Shares sold by each of them in the IPO) to the Joint Global Coordinators, on behalf of the Managers, exercisable in whole or in part until 26 July, 2013
- If the over-allotment option is exercised in full, the Offering size will be 24,461,862 Shares, with a free float, representing the proportion of the share capital held by the Company’s new shareholders (see, “*Appendix 1 – Ownership Structure*”), of 59.6%.
- The Offering attracted substantial interest from Danish retail and Danish and international institutional investors.
- Approximately 12,000 new shareholders have been allocated Shares in Matas. To reflect the strong interest from Danish retail investors, it has been decided to allocate approximately 20% of the Offer Shares to retail investors. Approximately 80% of the Offer Shares have been allocated to Danish and International institutional investors.
- The Selling Shareholders will hold in aggregate 19,049,231 Shares after the Offering, prior to any exercise of the over-allotment option, comprising 46.7% of the Company’s share capital. If the over-allotment option is fully exercised, the Selling Shareholders will hold in aggregate 15,858,554 Shares comprising 38.9% of the Company’s share capital.

In respect of orders for amounts of more than DKK 3 million, individual allocations have been determined by the Selling Shareholders and the Company in consultation with the Joint Bookrunners.

With respect to orders for amounts of up to and including DKK 3 million, reductions have been made mathematically as follows - and all amounts of Shares have been rounded down to the nearest whole number of Shares:

- Orders for up to and including 280 Shares, corresponding to DKK 32,200, have been allocated in full;
- Orders for more than 280 Shares have been allocated 280 Shares and 15% of the remaining order.

A total of 130,434 Shares, corresponding to DKK 15 million, have been allocated to the Company at the Offer Price in order to offer Shares in the expected Employee Share Offering and for the Company to meet its obligations under the Company’s long term incentive programme. In addition, 13,434 Shares have been allocated to the new members of the Company’s Board of Directors to allow them to invest in Shares at the Offer Price in connection with the Offering.

The Offer Shares will be delivered in book-entry form to investors' accounts with VP Securities and through the facilities of Euroclear Bank, S.A./N.V., as operator of the Euroclear System, and Clearstream Banking S.A., starting on or around 3 July 2013.

A pricing statement (Appendix 1) is attached to this announcement containing information regarding Offering statistics, share capital, ownership structure including, *inter alia*, Shares held by members of the Board of Directors, Executive Management and Key Employees of the Company.

Financial Intermediaries

Morgan Stanley & Co. International plc and Nordea Markets (division of Nordea Bank Danmark A/S) are acting as Joint Global Coordinators and Joint Bookrunners in the Offering. Carnegie Bank A/S, Danske Bank A/S and SEB, Skandinaviska Enskilda Banken, Danmark, Filial af Skandinaviska Enskilda Banken AB (publ) Sverige, are acting as Co-Lead Managers in the Offering and are, together with the Joint Bookrunners, the Managers in the Offering.

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About Matas

Matas is the largest health and beauty retailer in Denmark. Since its incorporation in 1949 as an association of independently owned stores, the Company has developed a strong reputation for professional advice and customer service excellence that it has leveraged to establish one of the best-known retail chains in Denmark. Matas offers a distinctive one-stop retail concept which serves a broad range of health, beauty, household and personal care needs. The Company has more than 2,400 employees and in the financial year 2012/13, revenues amounted to DKK 3,200 million.

This document and the information contained herein are not for distribution or release, directly or indirectly, 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"), Australia, Canada or Japan. This communication 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, Australia, Canada or Japan or in any jurisdiction in which any offer or solicitation would be unlawful. The securities of Matas A/S have not been and will not be registered under the U.S. Securities Act of 1933 (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.

In any Member State of the EEA other than Denmark that has implemented the Prospectus Directive, 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 the Prospectus Directive as implemented in each such EEA Member State.

This announcement is only directed at (i) persons who are outside the United Kingdom, (ii) to investment professionals falling within Article 19(5) of the U.K. Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities falling within Article 49(2)(a) to (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 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.

Stabilisation/FCA

The Joint Global Coordinators and Joint Bookrunners and the Co-lead Managers and their affiliates are acting exclusively for Matas A/S and the selling shareholders and no-one else in connection with the IPO. They will not regard any other person as their respective client in relation to the IPO and will not be responsible to anyone other than Matas A/S and the selling shareholders for providing the protections afforded to their respective clients, nor for providing advice in relation to the IPO, the contents of this communication or any transaction, arrangement or other matter referred to herein.

In connection with the IPO, the Joint Global Coordinators and Joint Bookrunners and the Co-lead 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 or otherwise deal for their own accounts in such Shares and other securities of Matas A/S or related investments in connection with the IPO or otherwise. Accordingly, references in the Offering Circular 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 Joint Global Coordinators and Joint Bookrunners and the Co-lead Managers and any of their affiliates acting as investors for their own accounts. The Joint Global Coordinators and Joint Bookrunners and the Co-lead 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.

Matters discussed in this communication may constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and anticipated or planned financial and operational performance and can be identified by words such as "targets", "believes", "expects", "aims", "intends", "plans", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "continues", "estimate" or similar expressions. The forward-looking statements in this communication are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although Matas A/S 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, contingencies

and other important factors could cause actual events to differ materially from the expectations expressed or implied in this communication 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 1

PRICING STATEMENT RELATED TO THE OFFERING OF SHARES IN MATAS A/S

This document constitutes a pricing statement relating to the Offering of Offer Shares described in the offering circular (the “**Offering Circular**”) published by Matas A/S (the “**Company**” or “**Matas**”) on 13 June 2013 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 Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and are being offered and sold (i) in the United States only to persons who are “qualified institutional buyers” in reliance on Rule 144A under the U.S. Securities Act or pursuant to another available exemption from, or a transaction not subject to, the registration requirements under the U.S. Securities Act, and (ii) outside the United States in compliance with Regulation S under the U.S. Securities Act. Prospective investors are hereby notified that sellers of the Offer Shares may be relying on the exemption from the registration requirements of Section 5 of the U.S. Securities Act provided by Rule 144A. For certain restrictions on transfer of the Offer Shares, see “Transfer Restrictions” in the Offering Circular. The distribution of this document and the offer of the Offer Shares in certain jurisdictions are restricted by law. Persons into whose possession this document comes are required by the Company, the Selling Shareholders and the Managers to inform themselves about and to observe such restrictions. For a description of certain restrictions on offers of Offer Shares and on distribution of this document, see “Selling Restrictions” in the Offering Circular.

The Offer Period was closed on 27 June 2013 at 1 p.m. (CET). The Offer Period in respect of orders for amounts up to, and including, DKK 3 million was closed on 24 June 2013 as announced through NASDAQ OMX Copenhagen A/S in Company announcement 2/2013 of 24 June 2013.

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

1. OFFERING STATISTICS

Offer Price per Offer Share	DKK 115
Total number of Offer Shares offered (assuming the Overallotment Option is not exercised) by:	
the Selling Shareholders (in aggregate)	21,271,185
Svenska M Holding 1 AB	14,809,860
Materialisternes Invest ApS	6,461,325
Total number of Option Shares ⁽¹⁾	3,190,677
Total number of Offer Shares offered (assuming the Overallotment Option is exercised in full) by:	
the Selling Shareholders (in aggregate)	24,461,862
Svenska M Holding 1 AB	17,031,339
Materialisternes Invest ApS	7,430,523
Gross proceeds (in millions) receivable by the Selling Shareholders (in aggregate) (assuming the Overallotment Option is not exercised)	DKK 2,446 million
Gross proceeds (in millions) receivable by the Selling Shareholders (in aggregate) (assuming the Overallotment Option is exercised in full)	DKK 2,813 million
Market capitalisation of Matas A/S at the Offer Price	DKK 4,674 million

(1) Shares available for purchase by the Stabilising Manager on behalf of the Managers, pursuant to the Overallotment Option.

In connection with the Offering, the Executive Management, the Key Employees and the Other Shareholders sold in the aggregate 346,119 Shares to the Selling Shareholders at the Offer Price. See “3. Ownership Structure.”

2. SHARE CAPITAL INFORMATION

The Offering will not result in any changes to Matas A/S’ share capital and Matas A/S’ registered share capital immediately following completion of the Offering will therefore remain as follows:

	No. of Shares	Nominal Value ⁽¹⁾
Shares	40,779,804	DKK 101,949,510

(1) Each Share of Matas A/S has a nominal value of DKK 2.50.

The Shares are registered in the permanent ISIN DK0060497295.

The first day of trading in, and official listing of, the Shares on NASDAQ OMX Copenhagen is expected to be on 28 June 2013 at 9:00 a.m. (CET) under the symbol “MATAS” and the date of settlement of the Offer Shares (excluding the Overallotment Option, unless exercised by that date) is expected to be on 3 July 2013.

3. OWNERSHIP STRUCTURE

The table below sets forth the ownership percentages in Matas prior to, and upon completion of, the Offering including persons holding more than 5% of our share capital or voting rights:

	Shares owned before the Offering		Shares owned after the Offering, assuming no exercise of the Overallotment Option ⁽¹⁾⁽²⁾		Shares owned after the Offering, assuming exercise of the Overallotment Option in full ⁽¹⁾⁽²⁾	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Shareholders						
Svenska M Holding 1 AB	28,292,986	69.4	13,262,845	32.5	11,041,366	27.1
Materialisternes Invest ApS	12,343,805	30.3	5,786,386	14.2	4,817,188	11.8
New shareholders.....	—	—	21,127,317	51.8	24,317,994	59.6
Company (treasury shares) ⁽³⁾⁽⁴⁾	10,032	0.0	140,466	0.3	140,466	0.3
Board of Directors⁽⁵⁾⁽⁶⁾						
Lars Vinge Frederiksen.....	—	—	8,695	0.0	8,695	0.0
Søren Vestergaard-Poulsen ⁽⁷⁾	—	—	—	—	—	—
Ingrid Jonasson Blank.....	—	—	3,000	0.0	3,000	0.0
Lars Frederiksen ⁽⁸⁾	—	—	—	—	—	—
Birgitte Nielsen	—	—	1,739	0.0	1,739	0.0
Total Board of Directors	—	—	13,434	0.0	13,434	0.0
Former members of the Board of Directors⁽⁶⁾						
Mads Pilgren ⁽⁹⁾	—	—	—	—	—	—
Christoffer H. Sjøqvist ⁽⁷⁾	—	—	—	—	—	—
Peter Törnquist ⁽⁷⁾	—	—	—	—	—	—

Shareholders	Shares owned before the Offering		Shares owned after the Offering, assuming no exercise of the Overallotment Option ⁽¹⁾⁽²⁾		Shares owned after the Offering, assuming exercise of the Overallotment Option in full ⁽¹⁾⁽²⁾	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Executive Management ⁽¹⁾⁽²⁾⁽⁴⁾						
Terje List.....	66,833	0.2	199,873	0.5	199,873	0.5
Anders T. Skole-Sørensen ⁽¹⁰⁾	20,985	0.1	81,588	0.2	81,588	0.2
Total Executive Management	87,818	0.2	281,461	0.7	281,461	0.7
Key Employees ⁽¹⁾⁽²⁾⁽⁴⁾						
Stig Finn Nielsen	6,683	0.0	23,985	0.1	23,985	0.1
Anne Lene Hamann	6,683	0.0	23,985	0.1	23,985	0.1
Henrik Dybdahl Michaelsen	7,351	0.0	27,263	0.1	27,263	0.1
Henrik Engberg Johannsen	2,673	0.0	12,792	0.0	12,792	0.0
Helle Darling.....	2,004	0.0	7,196	0.0	7,196	0.0
Carsten Tribler.....	2,004	0.0	7,196	0.0	7,196	0.0
Total Key Employees	27,398	0.1	102,417	0.3	102,417	0.3
Former and current employees (Other Shareholders) ⁽¹⁾⁽²⁾⁽⁴⁾	17,765	0.0	65,478	0.2	65,478	0.2
Total	40,779,804	100	40,779,804	100	40,779,804	100

- (1) Reflects also the transfers of Shares from the Selling Shareholders to the Executive Management, the Key Employees and Other Shareholders carried out in connection with the completion of the Offering, as described in the Offering Circular. The transfers are a result of an upwards adjustment mechanism in the 2013 Capital Structure Adjustment to ensure that the purchase price for the Shares sold to Svenska M Holding 1 AB and Materialisternes Invest ApS by the Executive Management, the Key Employees and the Other Shareholders in connection with the 2013 Capital Structure Adjustment correspond to the Offer Price. As a consequence of the transfers (notwithstanding the sale of Shares to the Selling Shareholders in connection with the Offering as set out in footnote (2)), the Executive Management and Key Employees will hold a larger stake in us after completion of the Offering than the stake they held before the Offering and the same will apply with respect to certain Other Shareholders depending on their individually agreed proportion of Shares to be sold in connection with the completion of the Offering as also described in the Offering Circular (see also footnote (2)).
- (2) Reflects the sale of Shares by the Executive Management, the Key Employees and Other Shareholders to the Selling Shareholders in connection with the Offering at the Offer Price as described in the Offering Circular (see “Ownership Structure and Selling Shareholders – Overview of shareholders”). Terje List has sold 50%, Anders T. Skole-Sørensen has sold 35%, the Key Employees have sold in the range of 20% and 40% and the Other Shareholders have sold in the range of 0% and 100%, respectively, of their Shares to the Selling Shareholders. As a result of these sales, a total of 346,119 Shares will be transferred to Svenska M Holding 1 AB and Materialisternes Invest ApS *pro rata* corresponding to 0.8% of our share capital and voting rights in connection with the completion of the Offering.
- (3) Reflects Shares held by us immediately prior to the Offering, Shares acquired in connection with the completed 2013 Capital Structure Adjustment and Offer Shares acquired by us to facilitate an offer of Shares in connection with the expected Employee Share Offering and to meet certain of our obligations to deliver Shares to participants in our LTIP. See “Board of Directors, Executive Management and Key Employees—Employee Share Offering”, “Plan of Distribution” and “Board of Directors, Executive Management and Key Employees—Incentive Programmes—New Long Term Incentive Plan—Stock Options” in the Offering Circular.

- (4) Number of Shares held by the Company, Executive Management, Key Employees and Other Shareholders is not affected by any exercise of the Overallotment Option.
- (5) In connection with the Offering, certain members of the new Board of Directors have opted to invest in the Shares at the Offer Price corresponding to an aggregate value of DKK 1,544,910 for which a corresponding number of Offer Shares were reserved for this purpose in the Offering.
- (6) Lars Vinge Frederiksen, Ingrid Jonasson Blank and Birgitte Nielsen were elected as members of our Board of Directors at the extraordinary general meeting held in the morning of 28 June 2013 where Mads Pilgren, Christoffer H. Sjøqvist and Peter Törnquist resigned as members of the Board of Directors. This was announced in the Company announcement 4/2013 of 28 June 2013.
- (7) Søren Vestergaard-Poulsen, who was previously Chairman of our Board of Directors and is Deputy Chairman of our new Board of Directors, and Peter Törnquist, who was previously a member of our Board of Directors, are also partners at CVC and Christoffer H. Sjøqvist, who was previously a member of our Board of Directors, is director at CVC. Svenska M Holding 1 AB is indirectly owned 100% by CVC Funds. Søren Vestergaard-Poulsen, Peter Törnquist and Christoffer H. Sjøqvist hold an economic interest in us through funds advised by CVC. CVC European Equity Partners IV (A) L.P., CVC European Equity Partners IV (B) L.P., CVC European Equity Partners IV (C) L.P., CVC European Equity Partners IV (D) L.P. and CVC European Equity Partners IV (E) L.P. collectively own 100% of Mholdings S.à r.l., which indirectly owns 100% of Svenska M Holding 1 AB. CVC European Equity Partners IV (A) L.P. and CVC European Equity Partners IV (B) L.P. are managed by their general partner CVC European Equity IV (AB) Limited and CVC European Equity Partners IV (C) L.P., CVC European Equity Partners IV (D) L.P. and CVC European Equity Partners IV (E) L.P. are managed by their general partner CVC European Equity IV (CDE) Limited. CVC European Equity IV (AB) Limited and CVC European Equity IV (CDE) Limited are indirectly majority-owned subsidiaries of CVC Capital Partners SICAV-FIS S.A., in which Søren Vestergaard-Poulsen and Peter Törnquist hold beneficial interests in minority shareholdings.
- (8) Lars Frederiksen who is a member of our Board of Directors, prior to the Offering indirectly owned and controlled 6.3% of our share capital through his wholly owned company, C. C. Clea Capital Limited, which owns 20.7% of Materialisternes Invest Holding ApS. Materialisternes Invest Holding ApS owns 100% of Materialisternes Invest ApS. The indirect interest in us changed in connection with the completion of the Offering as a consequence of Materialisternes Invest ApS's reduced ownership stake in us. Following completion of the Offering, Lars Frederiksen is to (i) indirectly own and control 2.9% of our share capital and voting rights (assuming no exercise of the Overallotment Option) or (ii) 2.4% of our share capital and voting rights (assuming the Overallotment Option is exercised in full).
- (9) Mads Pilgren (and his related parties), who was previously a member of our Board of Directors, prior to the Offering indirectly owned 8.7% of our share capital and indirectly controlled 10.6% of our share capital as he owns 82.4% of Mainvest ApS, which in turn owns 34.9% of Materialisternes Invest Holding ApS. Materialisternes Invest Holding ApS owns 100% of Materialisternes Invest ApS. The indirect interest in us changed in connection with the completion of the Offering as a consequence of Materialisternes Invest ApS' reduced ownership stake in us. Following completion of the Offering, Mads Pilgren (and his related parties) is to (i) indirectly own 3.6% of our share capital and voting rights and indirectly control 4.7% of our share capital and voting rights (assuming no exercise of the Overallotment Option) or (ii) indirectly own 3.0% of our share capital and voting rights and indirectly control 3.9% of our share capital and voting rights (assuming the Overallotment Option is exercised in full).
- (10) Held by Anders T. Skole-Sørensen (or his related parties).

4. RECENT DEVELOPMENTS

As described in the Offering Circular and in the announcement no. 4/2013 of 28 June, three members of the Board of Directors of the Company, Mads Pilgren, Christoffer H. Sjøqvist and Peter Törnquist, resigned in connection with the election of the new members of our new Board of Directors, Lars Vinge Frederiksen, Ingrid Jonasson Blank and Birgitte Nielsen, at an extraordinary general meeting held on 28 June 2013. The new Board of Directors of the Company comprises Søren Vestergaard-Poulsen, Lars Frederiksen, Lars Vinge Frederiksen, Ingrid Jonasson Blank and Birgitte Nielsen. Svenska M Holding 1 AB and Materialisternes Invest ApS continue to be represented on our Board of Directors by Søren Vestergaard-Poulsen and Lars Frederiksen, respectively.