

## 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 3.30 p.m. CET, on 14 June 2016.

**It is hereby announced that Nordic Waterproofing Holding A/S (the “Company”), Danish company registration number 33 39 53 61, has received the following notification pursuant Section 29 of the Danish Securities Trading Act. The information contained in this press release is based on a share capital of the Company amounting to DKK 24,083,935, following the issuance of 967,884 shares as a result of the warrant exercise, which occurred on 14 June 2016 (the “Capital Increase”).**

As of the date of this announcement, it is hereby announced that 945,964 shares (each share has one vote) have been transferred to Axcel IV K/S (Danish company registration number 32 90 65 16). The reason for the transfer of shares is redelivery of shares (such shares constituting a financial instrument) by certain employees of the Company pursuant to a share lending arrangement put in place to allow the settlement of shares sold by said employees in connection with the initial public offering of the Company.

After such redelivery, and Capital Increase it is hereby announced that Axcel IV K/S no longer holds any financial instruments in the Company and that Axcel IV K/S, accordingly directly holds 2,990,780 shares, corresponding to approximately 12.42 percent of the total outstanding share capital and voting rights in the Company.

Further, Axcel IV K/S 2 (Danish company registration number 33 42 65 69) has announced to the Company, that following the Capital Increase, Axcel IV K/S 2 directly holds 2,376,599 shares, corresponding to approximately 9.87 percent of the total outstanding share capital and the attached voting rights in the Company.

Following the redelivery of shares (the financial instrument) and the Capital Increase, Axcel Management A/S has informed the Company that Axcel Management A/S no longer holds any financial instruments in the Company and that Axcel IV K/S accordingly directly and indirectly holds 5,526,443 votes, corresponding to 22.95 percent of the total voting rights in the Company. Axcel Management A/S (Danish company registration number 28 30 18 55), is advisor to Axcel IV K/S, Axcel IV K/S 2 and AX Management Invest II K/S, and has 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).

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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 Matakki, Trebolit, Phønix Tag Materialer, Kerabit, Nortett and SealEco.

For more information about Nordic Waterproofing, visit [www.nordicwaterproofing.com](http://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.

These materials are not an offer for sale of securities in the United States. Securities may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The Company does not intend to register any part of the Offering in the United States or to conduct a public offering of the shares in the United States. Any securities offered or sold in the United States will be offered or sold only to qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A.

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.

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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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