

*This press release may not be published or distributed, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. The Offer is not being made to, nor will any tender of shares be accepted from or on behalf of, holders in such jurisdictions or elsewhere where their participation requires further documentation, filings or other measures in addition to those required by Swedish law. Shareholders in the United States should refer to the section titled "Special notice to shareholders in the United States" at the end of this announcement.*

Press release

7 November 2014

## **Offer Document to the shareholders of DIBS made public**

Nets Holding A/S ("**Nets**") hereby publishes the Offer Document concerning the cash Offer to the shareholders of DIBS Payment Services (publ) ("**DIBS**").

Nets made a cash Offer (the "**Offer**") at SEK 82.50 per share to the shareholders of DIBS on 29 October, 2014. Three of the largest shareholders of DIBS, representing in aggregate 28.2 per cent of the shares and votes in DIBS have undertaken to accept the Offer. Deloitte AB, as requested by the independent board members in DIBS to issue a fairness opinion regarding the Offer pursuant to the Sections II19 and IV.3 of the Takeover Rules for certain trading platforms issues by the Swedish Corporate Governance Board (*Sw. Kollegiet för svensk bolagsstyrning*), have announced that the Offer is fair from a financial perspective for the shareholders of DIBS, on 4 November, 2014.

The Offer Document and acceptance form will be distributed to shareholders in DIBS whose shares are directly registered with Euroclear Sweden AB on 5 November 2014. The Offer Document will also be made available for digital downloading at [www.netsinfo.se](http://www.netsinfo.se) and the website of Carnegie [www.carnegie.se](http://www.carnegie.se).

The acceptance period for the Offer commences on 7 November 2014 and ends on 15 December 2014. Settlement will begin as soon as Nets has announced that the conditions for the Offer have been satisfied or that Nets has otherwise resolved to complete the Offer. Assuming that such an announcement is made no later than around 17 December 2014, settlement is expected to begin around 22 December 2014.

Nets reserves the right to extend the acceptance period for the Offer, as well as the right to postpone the settlement date.

### **Further information**

For further information concerning Nets and the Offer, please see [www.netsinfo.se](http://www.netsinfo.se).

**Any questions from shareholders related to the Offer can be directed to:**

Carnegie

Tel: +46 (8) 588 694 82

Website: [www.carnegie.se](http://www.carnegie.se)

**Any media quires can be directed to:**

Press manager at Nets  
Tel: +45 294 82646

This press release was submitted for publication on 7 November 2014 at 08.00 (CET).

**Nets in brief**

Nets is a limited liability company incorporated in Denmark, registered under number (CVR) 27225993, with its registered seat at Lautrupbjerg 10, 2750 Ballerup and with its principal office at Lautrupbjerg 10, DK-2750 Ballerup, Denmark. Nets sole shareholder is Nassa A/S, which in turn is ultimately controlled by Advent Funds, Bain Funds and ATP Funds.

Nets connects banks, businesses, merchants and consumers via an international network, which facilitates the exchange of digital payments, identities and information – called ‘digital values’.

Founded in 1968, Nets has a strong history of securely handling payments transactions. In its current form, Nets was established in 2010 when Danish PBS Holding A/S (owner of PBS and PBS International) and Norwegian Nordito AS (owner of BBS and Teller) were merged.

Nets’ activities include interbank clearing, terminal and PSP services, direct debit, credit transfers, e-invoicing, e-archiving, national e-identity solutions and card acquirer and issuer payment processing. Nets operates the domestic schemes of Dankort, BankAxept, Betalingservice, AvtaleGiro, NemID and BankID and is active in card acquiring through its subsidiary Teller.

Nets works towards the vision of creating the future of digital values. Reflecting this, the company provides a comprehensive choice of services covering: Financial Services, Sector Services, and Merchant Services.

In 2013, the net turnover of Nets amounted to approximately DKK 6.7 billion. The same year, Nets’ EBITDA amounted to approximately DKK 1.3 billion. As per 31 December, 2013 the total assets of Nets’ amounted to approximately DKK 11.7 billion. As per 31 December, 2013 Nets’ cash and bank balance as well as unused credit facilities amount to approximately DKK 5.6 billion. Nets has around 2,450 employees in Denmark, Norway, Finland, Sweden and Estonia.

Further information about Nets is available at [www.nets.eu](http://www.nets.eu).

**Dibs in brief**

DIBS is an online payment provider in the Nordic region. The company, in its current form, was established in 2006 when DebiTech AB and DIBS A/S, both founded in 1998, were merged. In 2007 the new company DIBS Payment Services was listed on First North NASDAQ Stockholm.

DIBS offer a wide range of online payment solutions, including card, direct, and invoice payments. DIBS offer payment solutions in 20 countries and have more than 15,000 customers. So far, the company has completed more than one billion transactions.

As per 30 September 2014, DIBS had 98 employees out of which 57 are working with sales, support and marketing, 30 are working with operation and technological development, and 11 are within the

business management or is working with administration and finance. Currently, DIBS have four offices in Sweden, Norway and Denmark. The headquarters is located in Stockholm, Sweden.

For further information, please see [www.dibs.se](http://www.dibs.se).

### **Important notice**

This press release has been announced in Swedish and in English. In the event of any discrepancies, the original Swedish wording shall prevail.

### **Offer restrictions**

The Offer is not being made to persons whose participation in the Offer requires that any additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law. This press release and any documentation relating to the Offer are not being published in or distributed in or to and must not be mailed or otherwise distributed or sent in or to Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or any other country in which doing so would require any such additional measures to be taken or would be in conflict with any applicable law or regulation (the "**Restricted Jurisdiction**"). Any such action will not be permitted or sanctioned by Nets. Any purported acceptance of the Offer resulting from a direct or indirect violation of these restrictions may be disregarded.

The Offer is not being made, directly or indirectly, in or into any Restricted Jurisdiction by use of mail or any other means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the Internet) of interstate or foreign commerce, or of any facility of national security exchange, and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within, any Restricted Jurisdiction. Accordingly, this press release and any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into any Restricted Jurisdiction. Nets will not deliver any consideration under the Offer in or into any Restricted Jurisdiction.

Nets will not make any settlements under the Offer in or to any Restricted Jurisdiction.

This press release is not being, and must not be, sent to shareholders with registered addresses in any Restricted Jurisdiction. Banks, brokers, dealers and other nominees holding shares for persons in any Restricted Jurisdiction must not forward this press release or any documentation relating to the Offer to such persons.

### **Forward-looking statements**

Statements in this press release relating to future status or circumstances, including statements regarding future results, growth and other projections regarding development and the other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Nets. Any such forward-looking statements made herein speak only as of the date on which they are announced. Except as required by the Takeover Rules or applicable law or regulations, Nets expressly disclaims any obligations or undertaking to publicly announce updates or revisions to any forward-looking

statements contained in this press release to reflect any change in expectations with regards thereto or any change in events, conditions or circumstances on which such statement is based, The reader should, however, consult any additional disclosures that Nets or the Company has made or may make.

**Special notice to shareholders in the United States**

The Offer described in this announcement is subject to the laws of Sweden. It is important for US securities holders to be aware that this document is subject to disclosure and takeover rules and regulations in Sweden that are different from those in the United States. The Offer is made in the United States in compliance with Section 14(e) of, and Regulation 14E under, the US Securities Exchange Act of 1934, as amended ("**Exchange Act**"), subject to the exemptions provided by Rule 14d-1(d) under the Exchange Act and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the Offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and laws.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED OF THIS OFFER, PASSED UPON THE FAIRNESS OR MERITS OF THIS ANNOUNCEMENT OR DETERMINED WHETHER THIS ANNOUNCEMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

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