

SP Group A/S intends to carry out a directed share issue

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SP Group A/S ("SP Group" or the "Company") (Nasdaq Copenhagen, SPG) hereby announces its intention to carry out a directed share offering and issue of approximately 1.1 million shares (the "New Shares") at market as determined by the Board of Directors of the Company to Danish and international institutional investors without pre-emption rights for existing shareholders of the Company (the "Directed Share Issue").

The subscription price and the total number of New Shares in the Directed Share Issue will be determined through an accelerated bookbuilding procedure (the "Bookbuilding"). The Bookbuilding will start immediately following this announcement and may close at any time on short notice. Pricing and allocation of the New Shares is expected to take place before the beginning of trading on Nasdaq Copenhagen on 4 June 2020. The timing of the closing of the Bookbuilding, pricing and allocation are at the discretion of the Company. The Company will announce the outcome of the Directed Share Issue in a company announcement after the closing of the Bookbuilding.

The proceeds from the transaction will be used to strengthen the Company's capital resources to provide the best possible scope for continuing to act as a market consolidator in the market for moulded plastic and composite components. The Company sees a growing list of potential attractive acquisition opportunities and wants to secure swiftness and financial flexibility to be able to act fast when these attractive opportunities emerge.

The Executive Management team and Board of Directors have shown strong support for the Directed Share Issue and have together undertaken to subscribe for shares in the Directed Share Issue corresponding to an amount of approximately DKK 75 million. Members of the Executive Management team and Board of Directors will be allocated shares corresponding to their pro rata share subscription of the total subscription in the Directed Share Issue.

In connection with the Directed Share Issue, the Company has agreed, with customary exemptions, not to issue additional shares for a period of 90 calendar days after the settlement date. In addition, the Executive Management team and Board of Directors have agreed, with customary exemptions, not to sell any shares in SP Group for the same period of 90 calendar days after the settlement date. This includes the largest shareholders, Schur Finance A/S and GadInvest A/S, controlled by the Chairman of the Board of Directors, Hans Wilhelm Schur, and the CEO, Frank Gad, respectively.

The decision to launch the Directed Share Issue is made pursuant to Article 5.2 of the Company's Articles of Association. If fully subscribed, the nominal value of the share capital increase will represent approximately 9.66 % of the Company's current registered share capital of DKK 22,780,000 and will account for approximately 8.81 % of the Company's registered share capital upon completion of the share capital increase. Following completion of the Directed Share Issue and assuming full subscription, the registered share capital of the Company will amount to DKK 24,980,000 divided into 12,490,000 shares of DKK 2 each.

The New Shares will rank *pari passu* in all respects with existing shares of the Company. The New Shares will be negotiable instruments, and no restrictions will apply to their transferability. No shares, including the New Shares, carry or will carry any special rights. Rights conferred by the New Shares, including voting rights and dividend rights, will apply from the time when the capital increase is registered with the Danish Business Authority. The New Shares must be registered in the name of the holder in the Company's register of shareholders.

Admission to trading and official listing

The New Shares will be issued under the temporary ISIN code DK0061285483. No application for admission to trading and official listing has been, or will be, filed for the New Shares issued under the temporary ISIN code, and the temporary ISIN code will only be registered with VP Securities A/S for subscription of the New



Shares. The temporary ISIN code in VP Securities A/S will be merged with the permanent ISIN code for the existing shares, DK0061027356, as soon as possible following registration of the share capital increase with the Danish Business Authority. The New Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen A/S on or around 10 June 2020.

The admission to trading and official listing of the New Shares is subject to the Directed Share Issue not being withdrawn prior to the settlement of the Directed Share Issue and the Company making an announcement to that effect.

Expected timetable

Date	Event
3 June 2020	Pricing and allocation
4 June 2020	Communication of individual allocations
9 June 2020	Settlement of the New Shares and payment against delivery of the New Shares
9 June 2020	Registration of the share capital increase with the Danish Business Authority
10 June 2020	Admission to trading and official listing of the New Shares on Nasdaq Copenhagen A/S

Adviser

The Company has retained Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sweden ("Carnegie") to act as Sole Global Coordinator and Bookrunner (the "Manager") in connection with the Directed Share Issue.

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About SP Group

SP Group manufactures moulded plastic and composite components. SP Group is a leading supplier of plastic manufactured products for the manufacturing industries and has increasing sales and growing production from own factories in Denmark, China, the USA, Latvia, Slovakia, Sweden, Finland and Poland. SP Group also has sales and service subsidiaries in Sweden, Norway, the Netherlands and Canada. SP Group and had some 2,200 employees and about 2,400 registered shareholders at 31 March 2020.

SP Group is publicly listed on Nasdaq Copenhagen under the ticker SPG.

For more information, please visit: www.sp-group.dk.

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IN CONNECTION WITH THE DIRECTED SHARE ISSUE, THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER AND ANY OF ITS AFFILIATES ACTING AS AN INVESTOR FOR ITS OWN ACCOUNT MAY TAKE UP AS A PRINCIPAL POSITION ANY SHARES AND IN THAT CAPACITY MAY RETAIN, PURCHASE OR SELL FOR ITS OWN ACCOUNT SUCH SHARES. IN ADDITION, THE BOOKRUNNER OR ITS AFFILIATES MAY ENTER INTO FINANCING ARRANGEMENTS AND SWAPS WITH INVESTORS IN CONNECTION WITH WHICH THE BOOKRUNNER (OR ITS AFFILIATES) MAY FROM TIME TO TIME ACQUIRE, HOLD OR DISPOSE OF SHARES. THE BOOKRUNNER DOES NOT INTEND TO DISCLOSE THE EXTENT OF ANY SUCH INVESTMENT OR TRANSACTIONS OTHERWISE THAN IN ACCORDANCE WITH ANY LEGAL OR REGULATORY OBLIGATION TO DO SO.

THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER IS ACTING ON BEHALF OF THE COMPANY, SP GROUP A/S, AND NO ONE ELSE IN CONNECTION WITH THE DIRECTED SHARE ISSUE AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER OR FOR PROVIDING ADVICE IN RELATION TO THE DIRECTED SHARE ISSUE.

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In case of any discrepancies, the Danish version shall prevail.