



Trifork A/S
Acquisition and Tender offer

Redemption of minority shareholders and delisting of Trifork A/S

Message No. 11/2014

Aarhus, 2014-02-26 11:19 CET (GLOBE NEWSWIRE) --

Trifork A/S today, from Trifork Holding AG, has received the attached notice of redemption of the minority shareholders.

As an effect of this notice, Trifork A/S at the same time will apply for a delisting from NASDAQ OMX Copenhagen. If this is granted the last day of trading of the Trifork A/S share on NASDAQ OMX will be on March 26, 2014.

Kind regards,

Board of Directors

Trifork A/S

Notice of redemption of the minority shareholders of

Trifork A/S

(CVR no. 20921897)

pursuant to sections 70-72 of the Danish Companies Act

Following completion of a mandatory public tender offer announced on 20 January 2014 (the "Tender Offer"), which was prepared in accordance with executive order no. 221 of 10 March 2010 on takeovers etc., Trifork Holding AG owns 94.4 per cent of the share capital and voting rights in Trifork A/S as published in the announcement released on 18 February 2014. As a result, Trifork Holding AG has determined to redeem the Trifork A/S shares held by the remaining shareholders of Trifork A/S pursuant to sections 70-72 of the Danish Companies Act.

The shareholders of Trifork A/S are therefore encouraged to transfer their shares in the company to Trifork Holding AG within a four-week period expiring on 26 March 2014

The shares will be transferred to Trifork Holding AG at a price of DKK 13.60 per share of DKK 1 nominal value each, and payment will be made in cash. The price offered equals the price paid by Trifork Holding AG to the shareholders having accepted the Tender Offer against cash compensation.

All shares transferred to Trifork Holding AG in accordance with this notice must be free and clear of all

All shares transferred to Trifork Holding AG in accordance with this notice must be free and clear of all charges or encumbrances of every nature and kind whatsoever.

Any shareholder who wishes to transfer shares to Trifork Holding AG should request its depository bank to arrange for an acceptance of the transfer of the shares is submitted to:

Sydbank A/S

Peberlyk 4

DK-6200 Aabenraa, Denmark

Payment of the transferred shares will be made in cash through the bank at which the shares are held in a custody account 4 banking days after the expiry of the aforesaid four-week period (Wednesday, 26 March 2014). Enclosed is a form that shall be used in connection with the transfer of the shares (available in Danish only).

As the redemption price equals the consideration paid to tendering shareholders accepting cash compensation under the Tender Offer, the redemption price is deemed fair and equitable under applicable tender offer legislation. If, however, a minority shareholder disagrees with the redemption price, such shareholder may, pursuant to Section 70(2) of the Danish Companies Act, request that the redemption price be determined by an expert who shall be appointed by the court of the jurisdiction of Trifork A/S' registered office. The expert will determine the redemption price in accordance with the provisions of section 67(3) of the Danish Companies Act.

If the valuation made by the expert under section 67(3) of the Danish Companies Act results in a higher redemption price than the price offered by Trifork Holding AG, such redemption price will also apply to all other shareholders whose shares are being redeemed and who have not requested a valuation. Any costs associated with an expert determination of the redemption price shall be borne by the shareholder requesting such determination, except that the court may impose the costs in whole or in part on Trifork Holding AG if the expert determination leads to a higher redemption price than that offered by Trifork Holding AG.

Minority shareholders that have not transferred their shares to Trifork Holding AG upon expiration of the 4-week period described above will be requested through an announcement in the it-system of the Danish Business Authority ("Erhvervsstyrelsen") to transfer their shares to Trifork Holding AG pursuant to section 72 of the Danish Companies Act within a period of three months. If the shareholders do not transfer their shares prior to the expiry of the three-month period, the shares will be effectively redeemed and will be registered in the name of Trifork Holding AG. At the same time, the redemption amount will be deposited by Sydbank A/S in pursuance of Act No. 29 of 16 February 1932 on Debtors' Right of Discharge by Deposit.

Schindellegi, Switzerland, 26 February 2014

Trifork Holding AG

Statement from the Board of Directors of

Trifork A/S

(CVR no. 20921897)

On the terms of the redemption

The Board of Directors of Trifork A/S has received and reviewed the above notice of redemption from Trifork Holding AG in order to make this statement, cf. section 70(2) of the Danish Companies Act. The resolved redemption is on the same terms, including the same price, as offered by Trifork Holding AG in its completed Tender Offer. In the opinion of the Board of Directors the general terms of the redemption are thus in line with customary practice for the redemption of shareholders in connection with tender offers on Danish companies.

Kind regards,

Board of Directors

Trifork A/S

About Trifork

Trifork was founded in 1996 and in 2007 listed on NASDAQ OMX in Copenhagen. It is an innovative software development company focusing on Mobile, Agile and Cloud. It develops and delivers business critical IT systems for several sectors including finance, healthcare, government, manufacturing and telecom. Trifork employs 265 people in 12 offices in Aarhus, Copenhagen, Esbjerg, London, Zürich, Amsterdam, Krakow, Budapest, Stockholm and San Francisco. At the end of 2013 Trifork had a market value at DKKm 245 / EUR 33M, with a turnover in 2012 of DKKm 223 / EURm 30.

Trifork A/S

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Attachments:

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