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Europris ASA - Conditional trading of the shares of Europris from 19 June 2015

Fredrikstad, 19 June 2015. Trading in the shares of Europris ASA ("Europris", the "Company", OSE ticker code: "EPR") on Oslo Børs will commence on an "if sold/if issued" basis on 19 June 2015 and unconditional trading in the shares is expected to commence on 23 June 2015. In the period from and including 19 June 2015 to and including 22 June 2015 at 18:00 hours (CET), all trading in the shares of Europris will be conditional upon (i) the force majeure events listed below not occurring and (ii) no termination of the Underwriting Agreement upon a default by a Joint Bookrunner or Joint Bookrunners as set out below (terms not defined herein shall have the meaning set forth in the prospectus of 5 June 2015 (the "Prospectus")).

The Joint Bookrunners have the right to terminate the Underwriting Agreement prior to 18:00 hours (CET) on 22 June 2015, on basis of force majeure if any of the following events occurs:

(1) a suspension or material limitation in trading in securities generally on the Oslo Stock Exchange, the New York Stock Exchange, or the London Stock Exchange;
(2) a general moratorium on commercial banking activities declared by the federal, state or local regulatory authorities of Norway, the United Kingdom, any of the ten largest member states (by gross domestic product) of the European Union or the United States, or a material disruption in commercial banking or securities settlement or clearance services in Norway, the United Kingdom, any of the ten largest member states (by gross domestic product) of the European Union or the United States;
(3) an outbreak or escalation of hostilities or acts of terrorism involving Norway, the United Kingdom, any of the ten largest member states of the European Union (by gross domestic product) or the United States or a declaration by Norway, the United Kingdom, any of the ten largest member states of the European Union (by gross domestic product) or the United States of a national emergency or war; or
(4) any other calamity or crisis or any material adverse change in financial, political or economic conditions in Norway, the United Kingdom, any of the ten largest member states of the European Union (by gross domestic product) or the United States,
if the effect of any such event specified in clauses (1) through (4) above makes it impossible or inadvisable, in the judgment of the Joint Global Coordinators acting in good faith, taking into account general market conditions as a result of such events and the interest of investors in the Offer Shares, to proceed with the sale or delivery of the Offer Shares on the terms and in the manner contemplated in the Prospectus; and further provided that the Joint Global Coordinators agree, to the extent reasonably practicable under the circumstances, to act in good faith and to consult with the Company and NC Europris Holding before terminating the Underwriting Agreement.
Further, the Underwriting Agreement may be terminated prior to 18:00 hours (CET) on 22 June 2015, upon a failure or refusal by a Joint Bookrunner or Joint Bookrunners to purchase the number of Offer Shares it or they have agreed to purchase under the Underwriting Agreement provided that the number of such shares exceeds 10% of the total number of Offer Shares the Joint Bookrunners are obligated to purchase under the Underwriting Agreement and arrangements satisfactory to the Joint Global Coordinators, in consultation with the other Joint Bookrunners, the Company and NC Europris Holding for

the purchase of such Offer Shares are not made.

One of the Joint Bookrunners has also entered into a Placing Agreement with the Other Selling Shareholders (other than NC Europris Holding). The sale and purchase under the Placing Agreement is conditional only upon the Underwriting Agreement not being terminated in accordance with its terms.

Should the Joint Bookrunners invoke the termination provisions at or prior to commencement of unconditional trading (expected to take place on 23 June 2015), any trades in the Shares carried out in the period will be cancelled and such trades will accordingly not be settled.

The Joint Bookrunners may not invoke the termination provisions after 18:00 hours (CET) on 22 June 2015.

Should the Underwriting Agreement be terminated, any trades in the Shares carried out in the period including clearing transactions and, as the case may be, any settlement and settlement transactions made for trading in the Shares, will be cancelled. In such case, any payments for the shares will be returned without interest or other compensation.

Investors wanting to trade in their allocated Shares through an internet account prior to commencement of the unconditional trading may be prevented from such trading until the shares are registered on the investors' VPS account following settlement of the Offering. Investors wanting to trade in their allocated Shares through an internet account prior to commencement of unconditional trading are therefore urged to confirm the possibility of this with their own account operator.

Joint Global Coordinators and Joint Bookrunners

ABG Sundal Collier Norge ASA and Goldman Sachs International are acting as Joint Global Coordinators and Joint Bookrunners in the Offering; Skandinaviska Enskilda Banken AB (publ.), Oslo branch, and Merrill Lynch International are acting as Joint Bookrunners in the Offering. Moelis & Company is acting as advisor to the Company and Nordic Capital Fund VII.

Advokatfirmaet Selmer DA and Latham & Watkins (London) LLP are acting as legal advisors to the Company and Nordic Capital Fund VII. Advokatfirmaet Thommessen AS and Cleary Gottlieb Steen & Hamilton LLP are acting as legal advisors to the Joint Bookrunners.

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About Europris ASA

Europris is Norway's largest discount variety retailer by sales with Company revenue of NOK 4.3bn in 2014. The Company offers its customers a broad assortment of quality owned brands and brand name merchandise. The Company's merchandise is sold through the Europris Chain, which consists of a network of 223 stores throughout Norway, 159 of which are directly owned by the Company and 64 of which operate as franchise stores. The Company's headquarters are located in Fredrikstad, Norway. As of 31 March 2015, the Company employed approximately 2,000 full-time and part-time employees.

Important Notice

Neither this announcement nor any copy of it may be made or transmitted into the United States, or distributed, directly or indirectly, in the United States. Neither this announcement nor any copy of it may be taken or transmitted directly or indirectly into Australia, Canada, Japan or South Africa or to any persons in any of those jurisdictions, except in compliance with applicable securities laws. Any failure to comply with this restriction may constitute a violation of Australian, Canadian, Japanese, South African or United States securities laws. The distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions. This announcement does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in Australia, Canada, Japan, South Africa or the United States or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state law. There will be no public offer of the securities in the United States.

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In any EEA Member State other than Norway 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.

Stabilization/FCA.
Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "strategy", "intends", "estimate", "will", "may", "continue", "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company 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 release 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. Each of the Company, the Joint Bookrunners and their respective affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

This announcement does not constitute a recommendation concerning the Offering. The price and value of securities and any income from them can go down as well as up. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance. There is no guarantee that the listing on Oslo Børs will occur and you should not base your financial decisions on the Company's intentions in relation to the listing at this stage. Potential investors should consult a professional advisor as to the suitability of the Offering for the entity concerned. Goldman Sachs International and Merrill Lynch International each of which is authorised by the Prudential Regulation Authority ("PRA") and regulated by the PRA and the Financial Conduct Authority ("FCA"), ABG Sundal Collier Norge ASA, which is authorised and regulated by the Financial Supervisory Authority of Norway (the "Norwegian FSA"), and Skandinaviska Enskilda Banken AB (publ.), Oslo Branch, which is authorised and regulated by the Swedish Financial Supervisory Authority, i.e. Finansinspektionen, and the Norwegian FSA, are acting exclusively for the Company and no one else in connection with the Offering.

In connection with the Offering, the Joint Bookrunners and any of their affiliates, may take up a portion of the Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such securities and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the Prospectus to the securities being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Bookrunners and any of their affiliates acting as investors for their own accounts. The Joint Bookrunners 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.

None of the Joint Bookrunners or any of their respective affiliates or any of their respective directors, officers, employees, advisors or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express

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