



Nasdaq announces purchases of shares in Oslo Børs VPS

April 11, 2019

OSLO, Norway and STOCKHOLM, Sweden, April 11, 2019 (GLOBE NEWSWIRE) -- Nasdaq, Inc. (Nasdaq: NDAQ) ("Nasdaq"), announced today that it¹ has purchased 844,071 shares in Oslo Børs VPS (NOTC: OSLO/OTCMKTS: OSBHF) ("Oslo Børs VPS"). The acquisitions are made in line with the terms of the offer (the "Offer") set forth in the offer document published on February 4, 2019, as amended by announcements of March 4 and 25, 2019 (the "Offer Document"), in which Nasdaq AB, an indirect subsidiary of Nasdaq, describes the terms of its offer for all of the issued shares of Oslo Børs VPS. As a result of the purchases, which were made at NOK 158 per share, equal to the Offer Price (as defined in the Offer Document and increased by Nasdaq on March 4, 2019), over 37 per cent of Oslo Børs VPS shares are owned by Nasdaq or are subject to pre-commitments to accept the Offer.

Nasdaq is committed to combining with Oslo Børs VPS and is confident that the Offer represents the best solution for supporting the vibrant Norwegian capital market and uniting a strong Nordic financial ecosystem for long term, sustainable growth.

On April 8, 2019, the recommendation to the Ministry of Finance by the Financial Supervisory Authority of Norway to approve Nasdaq as a qualified owner of Oslo Børs VPS was announced.

"As we continue to pursue our ambition to acquire Oslo Børs VPS, we are pleased to have been deemed fit and proper by the Norwegian Financial Supervisory Authority," said Lauri Rosendahl, President Nasdaq Nordic. "Based on the support by the board and key stakeholders, we remain confident that our offer is the best alternative for the continued long-term success of the Norwegian financial markets, and we look forward to the final decision of the Ministry of Finance."

The Board of Oslo Børs VPS has unanimously recommended Nasdaq's Offer. In addition, shareholders representing more than one-third of the shares in Oslo Børs VPS, including the two largest shareholders in Oslo Børs VPS and its President and Chief Executive Officer, have recently reaffirmed their support for the Offer as the best solution for Oslo Børs VPS and the Norwegian capital market.

For additional information on the Offer – please visit <http://business.nasdaq.com/oslo-bors>

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For additional information on the strategic rationale for, and the terms and conditions of, the Offer and on Nasdaq's future plans for the development of and strengthening of Oslo Børs VPS and the Nordic region's financial ecosystem generally, please refer to the Offer Document which is available at <http://ir.nasdaq.com/acquisitions/oslo-validation-access-rights>.

Important Information about the Offer

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares. The Offer to purchase all the shares of Oslo Børs VPS is contained in the Offer Document. The complete Offer Document is, subject to restrictions under applicable securities laws, being distributed free of charge to all Oslo Børs VPS' shareholders registered in Oslo Børs VPS' share register in Verdipapirsentralen (the Norwegian Central Securities Depository) as of February 1, 2019 and is available at <http://ir.nasdaq.com/acquisitions/oslo-validation-access-rights>.

The distribution of the Offer Document and the making of the Offer may in certain jurisdictions be restricted by law, including without limitation in Canada, Australia and Japan. Accordingly, the Offer is not made and does not constitute an offer or solicitation in these jurisdictions, or in any jurisdiction or to any person where the making or acceptance of the offer or solicitation would be in violation of the laws or regulations of such jurisdiction.

The Offer is being made to shareholders of Oslo Børs VPS resident in the United States in reliance on the Tier I exemption pursuant to Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934.

About Nasdaq

Nasdaq (Nasdaq: NDAQ) is a leading global provider of trading, clearing, exchange technology, listing, information and public company services. Through its diverse portfolio of solutions, Nasdaq enables customers to plan, optimize and execute their business vision with confidence, using proven technologies that provide transparency and insight for navigating today's global capital markets. As the creator of the world's first electronic stock market, its technology powers more than 100 marketplaces in 50 countries. Nasdaq is home to over 4,000 total listings with a market value of approximately \$12 trillion.

Cautionary Note Regarding Forward-Looking Statements

Statements in this press release relating to future status and circumstances, including statements regarding the anticipated offer timeline are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "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. Actual results may differ materially from those expressed or implied by these forward-looking statements

due to many factors, many of which are outside the control of Nasdaq and its subsidiaries. Such risk factors may include the ability of Nasdaq to receive regulatory approvals necessary for the Offer, ability of Nasdaq to complete the Offer and any other risk factors detailed in Nasdaq's annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. Any such forward- looking statements speak only as of the date on which they were made and Nasdaq has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for as required by applicable laws and regulations.

Website Disclosure

Nasdaq intends to use its website, ir.nasdaq.com, as a means for disclosing material non-public information and for complying with SEC Regulation FD and other disclosure obligations. These disclosures will be included on Nasdaq's website under "Investor Relations."

#NDAQF

¹Through an affiliated entity



Source: Nasdaq, Inc.