

Intertrust N.V. announces share offering

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Amsterdam – June 8, 2016 - Intertrust N.V. (“Intertrust” or “Company”) [ticker symbol INTER] a leading global provider of high-value trust and corporate services, announces its intention to proceed with an accelerated bookbuild offering of shares (the “Offering”). The Offering will consist of newly issued shares (the “New Offer Shares”), with a value of approximately €122 million. The net proceeds of the Offering will be used to finance part of the acquisition of Elian Group (“Elian”), as announced in a separate press release dated 6 June 2016.

The Offering will be directed to qualified investors in the European Economic Area (“EEA”) and to institutional investors in certain other jurisdictions by way of an accelerated bookbuild offering. The Offering is open with immediate effect.

The final number of New Offer Shares to be placed, the placement price and the proceeds from the Offering will be announced through a press release after the price has been determined. The Company reserves the right to increase the size of the Offering up to an amount representing 9.99% of the Company’s issued share capital. Deutsche Bank AG, London Branch will act as Sole Bookrunner.

Pursuant to section 5:4 sub a of the Dutch Financial Supervision Act, no prospectus is required for the admission to listing and trading of the New Offer Shares on Euronext Amsterdam. No prospectus will be published in connection with the Offering. The New Offer Shares will carry the same rights as the outstanding ordinary shares.

If the Offering is completed, both Intertrust and Blackstone Perpetual Topco S.à r.l.”. have agreed with Deutsche Bank AG, London Branch to a lock-up of 90 days after the closing of the Offering subject to customary exceptions.

For further information

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About Intertrust

Intertrust is a leading global provider of high-value trust and corporate services, with a network of 37 offices in 26 jurisdictions across Europe, the Americas, Asia and the Middle-East. The Company focusses on delivering high-quality tailored services to its clients with a view to building long-term relationships. Intertrust’s business services offering comprise corporate services, fund services, capital market services, and private client services. Intertrust has leading market positions in selected key geographic markets of its industry, including the Netherlands, Luxembourg, the Cayman Islands and Guernsey.



Important notice

This announcement is for information only and does not constitute and should not be construed as an offer or invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities or

investment advice in any jurisdiction in which such an offer or solicitation is unlawful, including without limitation, the United States, Australia, Canada or Japan. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

This announcement does not constitute a public offer of securities in the Netherlands. The press release does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and does not constitute an offer to acquire securities.

No prospectus in accordance with the Prospectus Directive (as defined below), is required in respect of the Offering and no prospectus, offering circular or similar document will be prepared. Any investment decision in connection with the Offering must be made on the basis of all publicly available information relating to Intertrust and the Offering.

This announcement and the information contained herein, is not an offer of securities for sale in, and is not for transmission to or publication, distribution or release, directly or indirectly, in the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"). The New Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), or under any applicable securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred or delivered, directly or indirectly, in the United States unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, such registration requirements and in accordance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of the securities discussed herein is being made in the United States.

The Company has not authorised any offer to the public of Shares in any Member State of the European Economic Area. This announcement is directed only at: (A) persons in member states of the European Economic Area (the "EEA") who are "qualified investors" within the meaning of Article 2(1)(e) of the EU Prospectus Directive (Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU (the "Prospectus Directive)) and includes any relevant implementing measure in each relevant member state of the EEA) (the "Qualified Investors"); (B) in the United Kingdom, Qualified Investors who are persons who (i) have professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order"); or (ii) who are high net worth entities falling within Article 49 of the Order; or (iii) are persons to whom it may otherwise be lawfully communicated; (C) in the Netherlands Qualified Investors who are qualified investors (*gekwalficeerde beleggers*) as defined in Section 1;1 of the Dutch Financial Supervision Act (*Wet op het Financieel Toezicht*); and (D) other persons outside the EEA to whom it may otherwise lawfully be communicated, (all such persons together being referred to as "Relevant Persons"). If you are not a Relevant Person, you will not be eligible to participate in the offering, and you should not act upon, or rely on, this announcement.

Deutsche Bank AG, London Branch is acting exclusively for the Company and no one else in connection with the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to its customers or for providing advice in relation to any offering or any transactions or arrangement referred to herein.

This press release includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. The forward-looking statements are based on the Company's beliefs, assumptions and expectations regarding future events and trends that affect the Company's future performance, taking into account all information currently available to the Company, and are not guarantees of future performance. These beliefs, assumptions and expectations can change as a result of possible events or factors, not all of which are known to the or are within the Company's control. If a change occurs, the Company's business, financial condition, liquidity, results of operations, anticipated growth, strategies or opportunities may vary materially from those expressed in, or suggested by, these forward-looking statements. A number of important factors could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement as a result of risks and uncertainties facing the Company. Any forward-looking statements made by or on behalf of the Company speak only as of the date they are made, and, the Company assumes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or for any other reason.