

This is a joint press release by Eiger Acquisition B.V. and Exact Holding N.V. pursuant to the provisions of section 17 paragraph 4 of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft) (the "Takeover Decree") in connection with the recommended public offer by Eiger Acquisition B.V. for all the issued and outstanding ordinary shares in the capital of Exact Holding N.V. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Exact Holding N.V. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada and the United States. Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.



BUSINESS SOFTWARE

The logo for Exact, consisting of a red square with the word "exact" in white, lowercase, sans-serif font.

JOINT PRESS RELEASE

2 March 2015

Delisting of shares in Exact Holding on 31 March 2015

Amsterdam and Delft, The Netherlands, 2 March 2015 – Eiger Acquisition B.V. (a newly incorporated indirect wholly owned subsidiary of certain funds advised by Apax Partners LLP (the "Offeror")) and Exact Holding N.V. ("Exact") today jointly announce that, considering the Offeror has acquired more than 95% of all issued and outstanding ordinary shares in the capital of Exact (the "Shares") in the recommended public cash offer by the Offeror (the "Offer"), Exact has requested Euronext Amsterdam N.V. ("Euronext Amsterdam") to co-operate with the delisting of the Shares from Euronext in Amsterdam ("Euronext") and that Euronext Amsterdam has confirmed to the Offeror and Exact that it will give its consent to such request.

Results of the Post-Closing Acceptance Period

The post-closing acceptance period (*na-aanmeldingstermijn*) (the "**Post-Closing Acceptance Period**") relating to the Offer expired at 17:40 hours CET on 27 February 2015. During the Post-Closing Acceptance Period 326,896 Shares representing 1.43% of all issued and outstanding Shares have been tendered for acceptance under the Offer. The total number of Shares held by the Offeror amounts to 22,739,731 Shares representing approximately 99.66% of all issued and outstanding Shares. Exact holds 1,583,744 ordinary shares in treasury.

The Offeror shall arrange for payment for the Shares that are validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (*geleverd*) during the Post-Closing Acceptance Period on Friday 6 March 2015.

Delisting

Delisting of the Shares will take place on 31 March 2015 and the last day that the Shares can be traded on Euronext will therefore be 30 March 2015.

Additional Information

Digital copies of the offer memorandum dated 15 December 2014 (the "**Offer Memorandum**"), including the position statement regarding the Offer, containing the information required by section 18, paragraph 2 and Annex G of the Decree in connection with the Offer, are available on the website of Exact (www.exact.com). Copies of the Offer Memorandum are also available free of charge at the offices of Exact and the Settlement Agent at the addresses mentioned below.

For more information

Settlement Agent

ABN AMRO Bank N.V.
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Gustav Mahlerlaan 10
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The Netherlands
Tel: +31 20 344 2000
Email: corporate.broking@nl.abnamro.com

The Offeror

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Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

Exact

Exact Holding N.V.
Molengraaffsingel 33
2629 JD Delft
The Netherlands

General restrictions

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of Exact in any jurisdiction. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and Exact disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither the Offeror nor Exact, nor any of their advisors assumes any responsibility for any violation by any person of any of these restrictions.

Any Exact shareholder who is in any doubt as to his position should consult an appropriate professional advisor without delay. This announcement is not to be published or distributed in or to Canada and the United States.

About Exact

Vigorous business software. That's what Exact builds. For more than 200,000 businesses around the world. For entrepreneurial doers who dare and, if they fall, always get up again. Exact breathes that same spirit. Thirty years ago a garage start-up by six students, now a global company, employing 1,550 people in 15 countries with revenues of € 188 million in 2014.

With Exact, businesses can quickly respond to shifting market conditions and grasp opportunities with both hands when they arise. Our business software enables customers to focus on their next goal, and look ahead to the next challenge. For further information about Exact, please visit www.exact.com.

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About Apax Partners

Apax Partners is one of the world's leading private equity investment groups. It operates globally and has more than 30 years of investing experience. Apax Partners has advised funds that total over \$40 billion around the world in aggregate. Funds advised by Apax invest in companies across four global sectors of Consumer, Healthcare, Services and Tech & Telco. These funds provide long-term equity financing to build and strengthen world-class companies. In the Software sector, funds advised by Apax have a successful track record, having invested approximately \$2.3 billion in enterprise software buyouts.

Software investments include Paradigm, Epicor, Activant, Sophos, RealPage, IntraLinks, Plex Systems, Princeton Softech, Planview and Autonomy. For further information about Apax, please visit www.apax.com.

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