

Supplementary Prospectus

Supplement to the Invitation to subscribe for shares and warrants in Nustay A/S

This document (the "Supplementary Prospectus") has been prepared by Nustay A/S, CVR.no 36090316 ("Nustay" or the "Company") and constitutes an supplement to the EU Growth Prospectus which was approved and registered by the Danish Financial Supervisory Authority on March 4th, 2020 and published the same day (the "Prospectus"). The Supplementary Prospectus is part of and should be read in conjunction with the Prospectus. Those definitions contained in the Prospectus also apply to the Supplementary Prospectus.

The Supplementary Prospectus has been prepared as a result of the Company's announcement on March 23rd, 2020, regarding the business- and market-related update in connection to the global COVID-19 outbreak.

For transparency reasons, supplements to the original text of the prospectus have been marked in **grey** in the following sections.

Supplement to section "Prospectus summary"

The company's press release on March 23rd, 2020 causes the item 4.2 "Why is this EU Growth prospectus being produced?" on page 10 of the prospectus to be amended as presented below:

Subsection "Background" – first and second paragraph on page 10

Amended text

At the beginning of 2019 and in connection with the Company's IPO, Nustay went from its development phase to its growth phase. Marketing activities were launched and ramped up significantly from the beginning of January 2019, which led to rapid growth in hotel bookings. With the experience the Company has gained, one important measure has been that the board of directors decided on a new strategy. The Company has since, seen an increased pace towards the goal of profitability, and has had numerous days with a positive contribution to its marketing activities. It is the management's view that the Company is trending towards the point of breaking even on its marketing costs vs. commission earned on bookings daily. **It is the Company's goal to reach profitability by the beginning of 2021 while becoming cash flow positive in Q4 2020.**

Since the launch of the new website in late 2019, Nustay has seen noticeable improvements on important KPIs such as site bounce rate, load times and conversion rates. The Company expects further positive uplift in KPIs as a result of the release of the mobile app, the launch of a loyalty program as well as the introduction of additional hotels and holiday homes on its platform.

Original text

At the beginning of 2019 and in connection with the Company's IPO, Nustay went from its development phase to its growth phase. Marketing activities were launched and ramped up significantly from the beginning of January 2019, which led to rapid growth in hotel bookings. With the experience the Company has gained, one important measure has been that the board of directors decided on a new strategy. The Company has since, seen an increased pace towards the goal of profitability, and has had numerous days with a positive contribution to its marketing activities. It is the management's view that the Company is trending towards the point of breaking even on its marketing costs vs. commission earned on bookings daily. It is the Company's goal to reach profitability by the end of 2020 while becoming cash flow positive already in Q3 2020.

From 2020 and forward, the board of directors expects the revenue of Nustay to increase significantly as a larger budget is allocated towards online performance marketing activities. Since the launch of the new website in late 2019, Nustay has seen noticeable improvements on important KPIs such as site bounce rate, load times and conversion rates. The Company expects further positive uplift in KPIs as a result of the release of the mobile app, the launch of a loyalty program as well as the introduction of additional hotels and holiday homes on its platform.

Supplement to section “Motive for the rights issue of shares and warrants”

The company's press release on March 23rd, 2020 causes the section “Motive for the rights issue of shares and warrants” on on page 14 and 15 of the prospectus to be amended as presented below:

Subsection “Background” – first paragraph on page 14

Amended text

At the beginning of 2019 and in connection with the Company's IPO, Nustay went from its development phase to its growth phase. Marketing activities were launched and ramped up significantly from the beginning of January 2019, which led to rapid growth in hotel bookings. With the experience the Company has gained, one important measure has been that the board of directors decided on a new strategy. Nustay's strategy is to sell hotel rooms at discounted prices to consumers globally through its advanced platform that enables the Company to offer exclusive B2B prices directly to the B2C market combined with new profit-generating products such as flight tickets, car rental and airport transfer. A significant change in Nustay's strategy moving forward is the added focus on becoming EBITDA profitable much sooner than previously planned, which impacts all decision making from supply- to the global marketing strategy. Nustay's goal is to create a world-class product in a healthy pace that enables the Company to become profitable and self-financing while doing so. The Company has since, seen an increased pace towards the goal of profitability, and has had numerous days with a positive contribution to its marketing activities. It is the management's view that the Company is trending towards the point of breaking even on its marketing costs vs. commission earned on bookings daily. **It is the Company's goal to reach profitability by the beginning of 2021 while becoming cash flow positive in Q4 2020.**

Original text

At the beginning of 2019 and in connection with the Company's IPO, Nustay went from its development phase to its growth phase. Marketing activities were launched and ramped up significantly from the beginning of January 2019, which led to rapid growth in hotel bookings. With the experience the Company has gained, one important measure has been that the board of directors decided on a new strategy. Nustay's strategy is to sell hotel rooms at discounted prices to consumers globally through its advanced platform that enables the Company to offer exclusive B2B prices directly to the B2C market combined with new profit-generating products such as flight tickets, car rental and airport transfer. A significant change in Nustay's strategy moving forward is the added focus on becoming EBITDA profitable much sooner than previously planned, which impacts all decision making from supply- to the global marketing strategy. Nustay's goal is to create a world-class product in a healthy pace that enables the Company to become profitable and self-financing while doing so. The Company has since, seen an increased pace towards the goal of profitability, and has had numerous days with a positive contribution to its marketing activities. It is the management's view that the Company is trending towards the point of breaking even on its marketing costs vs. commission earned on bookings daily. **It is the Company's goal to reach profitability by the end of 2020 while becoming cash flow positive already in Q3 2020.**

Subsection “Updates of the business and the way forward” – the fourth paragraph on page 14 and 15

Amended text

From 2020 and forward, it is the board of directors' assessment that the revenue of Nustay have the potential to increase **further**. Since the launch of the new website in late 2019, Nustay has seen noticeable improvements on important KPIs such as site bounce rate, load times and conversion rates. The Company expects further positive uplift in KPIs as a result of the release of the mobile app, the launch of a loyalty program as well as the introduction of additional hotels and holiday homes on its platform. However, in light of the outbreak of COVID-19 in Q1 2020, Nustay has experienced a substantial decrease in sales during the last couple of days in relation to the handled revenue during January and February 2020, but the sales are still generating a positive return when looking at marketing costs vs profit on each booking, where profit daily in average is 20% higher than the marketing costs. Although, these sales are offset by a large number of refunds and chargebacks. These are happening due to country borders and hotels closing down. The Company has immediately taken measures to secure operations in short- and long-term and will prepare the Company to be ready to return to its normal operation when the immediate crisis has passed. At the same time Nustay has started to see substantial increased searches for hotel bookings in Asian markets such as Japan

Original text

From 2020 and forward, it is the board of directors' assessment that the revenue of Nustay have the potential to increase significantly. Since the launch of the new website in late 2019, Nustay has seen noticeable improvements on important KPIs such as site bounce rate, load times and conversion rates. The Company expects further positive uplift in KPIs as a result of the release of the mobile app, the launch of a loyalty program as well as the introduction of additional hotels and holiday homes on its platform.

Supplement to section “Company and market description”

The company's press release on March 23rd, 2020 causes the section “Company and market description” on page 21 to 23 of the prospectus to be amended as presented below:

Subsection “Company targets” on page 21

Amended text

Nustay's targets for the years 2020 and 2021 are listed below. It is still not possible to predict the full effect that the outbreak of COVID-19 will have on Nustay and the industry. In light of this, some milestones may be postponed further as the situation develops.

2020

- Q2** • TripAdvisor global launch
- NustayPRO launch (dedicated B2B distribution business unit)
- Q3** • Monthly handled revenue above DKK 40 million
- Launch of an app for iOS, Android
- Launch of the loyalty program
- Kayak global launch
- Trivago global launch
- Positive marketing contribution
- Q4** • Cash-flow positive

2021

- Q1** • NET profitable (EBITDA profitable)
- Q2** • Monthly handled revenue above DKK 100 million

Original text

2020

- Q1** • TripAdvisor global launch
- NustayPRO launch (dedicated B2B distribution business unit)
- Q2** • Monthly handled revenue above DKK 40 million
- Launch of an app for iOS, Android
- Launch of the loyalty program
- Kayak global launch
- Trivago global launch
- Positive marketing contribution
- Q3** • Cash-flow positive
- Q4** • NET profitable (EBITDA profitable)

2021

- Q2** • Monthly handled revenue above DKK 100 million

Subsection “Trends” on page 22 and 23

Amended text

During the first half of 2019, Nustay experienced major growth in sales. However, the Company also faced a series of unforeseen challenges resulting from the newly entered growth phase. The challenges were related to integrations with Nustay's major marketing partners as well as the quality of the data, such as prices and room availability, that the Company was receiving from a number of its hotel supply partners. As a result, Nustay reported a weak cash flow. Since then, the root causes for the challenges the Company faced during this period have been identified in cooperation with Nustay's hotel supply partners and an action plan has been created and is currently being executed to both solve the situation and prepare Nustay better for similar situations that may arise in the future as the Company keeps growing. With the experience the Company has gained, one important measure has been that the board of directors decided on a new strategy. The Company has since, seen an increased pace towards the goal of profitability, and has had numerous days with a positive contribution

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to its marketing activities. This means that the Company is trending towards the point of breaking even on its marketing costs vs. commission earned on bookings daily. It is the Company's goal to reach profitability by the beginning of 2021 while becoming cash flow positive in Q4 2020. However, in light of the global outbreak of COVID-19, it is not possible to predict the full effect on the travel industry and what impact the current situation will have on Nustay's performance going forward since the situation of the pandemic is on-going and there is no current estimate of when, for example, the European travel-industry calms down and turns into a more positive trend. Further trends regarding the overall market are described below (Key market drivers favoring Nustay's Business model).

Original text

During the first half of 2019, Nustay experienced major growth in sales. However, the Company also faced a series of unforeseen challenges resulting from the newly entered growth phase. The challenges were related to integrations with Nustay's major marketing partners as well as the quality of the data, such as prices and room availability, that the Company was receiving from a number of its hotel supply partners. As a result, Nustay reported a weak cash flow. Since then, the root causes for the challenges the Company faced during this period have been identified in cooperation with Nustay's hotel supply partners and an action plan has been created and is currently being executed to both solve the situation and prepare Nustay better for similar situations that may arise in the future as the Company keeps growing. With the experience the Company has gained, one important measure has been that the board of directors decided on a new strategy. The Company has since, seen an increased pace towards the goal of profitability, and has had numerous days with a positive contribution to its marketing activities. This means that the Company is trending towards the point of breaking even on its marketing costs vs. commission earned on bookings daily. It is the Company's goal to reach profitability by the end of 2020 while becoming cash flow positive already in Q3 2020. Based on the current performance of Nustay, the management feels confident in its ability to achieve these goals. Further trends regarding the overall market are described below (Key market drivers favoring Nustay's Business model).

Other information

The Supplementary Prospectus has been prepared in accordance with Article 23 of Regulation (EU) 2017/1129 and was approved by the Danish Financial Supervisory Authority on March 24th, 2020, as the competent authority. The Supplementary Prospectus has been published on Nustay's (www.nustay.com) and Spotlight Stock Markets (www.spotlightstockmarket.com) websites. In addition, the Supplementary Prospectus can be reached via Sedermera Fondkommission AB:s website (www.sedermera.se).

Investors who, prior to the publication of the Supplementary Prospectus, have made a subscription or otherwise consented to subscription of units in Nustay are entitled to withdraw their notification or consent within two business days from the publication of the Supplementary Prospectus, that is, no later than March 26th, 2020, in accordance with Regulation (EU) 2017/1129 of the European Parliament and Council. Withdrawal must be made in writing to Sedermera Fondkommission, Norra Vallgatan 64, 211 22 Malmö or via e-mail issuingservices@sedermera.se. Investors who have subscribed for units in Nustay through a bank/nominee should contact their bank/nominee regarding the withdrawal. A subscription that has not been withdrawn will remain binding and investors who wish to remain their subscription of units in Nustay need not take any measures. For full terms and other information on Nustay's ongoing rights issue of units, please refer to the Prospectus.

Responsibility statement

Nustay A/S' responsibility

Nustay A/S are responsible for the information in this Supplementary Prospectus

Statement by the board of directors of Nustay A/S

We hereby declare, as the persons responsible for this Supplementary Prospectus on behalf of Nustay A/S in our capacity as members of the board of directors of Nustay A/S (CVR no. 36090316), that to the best of our knowledge, the information contained in this Supplementary Prospectus is in accordance with the facts and that the Supplementary Prospectus makes no omission likely to affect its import.

The Supplementary Prospectus has been approved by the Danish Financial Supervisory Authority as competent authority under Regulation (EU) 2017/1129. The Danish Financial Supervisory Authority only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the issuer that is the subject of this Supplementary Prospectus. The Supplementary Prospectus has been drawn up as part of an EU Growth prospectus in accordance with Article 15 of Regulation (EU) 2017/1129.

Copenhagen, March 24th, 2020

The board of directors of Nustay A/S

Simon Skouboe – Chairman of the board

Entrepreneur and professional investor
M.Sc. in Economics and Business Administration

Carl Erik Skovgaard – Member of the board

Partner at DLA Piper
Masters of Law (LL.M)

Christian Strøjer – Member of the board

10 years of experience in the tech industry
B.Sc. in Business Administration

Mathias Lundoe Nielsen – CEO and member of the board

Serial entrepreneur
Attended the Henley MBA programme