

Registration Document



LINK MOBILITY GROUP HOLDING ASA

(A public limited liability company incorporated under the laws of Norway)

Listing of

Link Mobility Group Holding ASA FRN senior unsecured EUR 250,000,000 bonds 2024/2029

ISIN NO0013364935

The information in this registration document (the "**Registration Document**") relates to, and has been prepared in connection with the listing on Euronext Oslo Børs, a securities exchange operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"), of the FRN senior unsecured EUR 250,000,000 bonds 2024/2029 with ISIN NO0013364935 (together the "**Bonds**") issued by LINK Mobility Group Holding ASA (the "**Company**" or the "**LINK Mobility**", and together with its consolidated subsidiaries "**LINK**" or the "**Group**") on 23 October 2024 in an initial bond issue in the amount of EUR 125,000,000, pursuant to a bond agreement dated 15 October 2024 between the Issuer and Nordic Trustee AS (the "**Bond Trustee**" or "**Trustee**") (the "**Initial Bond Issue**"). The aggregate nominal amount of outstanding bonds after the Initial Bond Issue is EUR 125,000,000. The maximum issue amount is EUR 250,000,000 (the "**Maximum Issue Amount**").

This Registration Document does not constitute an offer or an invitation to buy, subscribe or sell the securities described herein. This Registration Document serves as part of a listing prospectus as required by applicable laws, and no securities are being offered or sold pursuant to this Registration Document.

Investing in the Issuer and the Bonds involves a high degree of risk. Prospective investors should read the entire document and, in particular, consider Section 1 "Risk factors" below when considering an investment in the Issuer and the Bonds.

The date of this Registration Document is 11 December 2024

IMPORTANT INFORMATION

This Registration Document has been prepared by the Company.

This Registration Document has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended (the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the Registration Document to be published when securities are offered to the public or admitted to trading on a regulated market, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**").

This Registration Document together with the Securities Note constitutes the Prospectus. This Registration Document has been prepared solely in the English language.

This Registration Document has been approved by the Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*) (the "**Norwegian FSA**"), as the competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Registration Document. Investors should make their own assessment as to the suitability of investing in the securities. This Registration Document has been drawn up as part of a simplified prospectus in accordance with Article 14 of the EU Prospectus Regulation.

For definitions of certain other terms used throughout this Registration Document, see Section 8 "Definitions and glossary".

The information contained herein is current of the date hereof and is subject to change, completion and amendment without notice. Unless required Article 23 of the EU Prospectus Regulation. Neither the publication nor distribution of this Registration Document, shall under any circumstances imply that there has been no change in the Group's affairs or that the information herein is correct of any date subsequent to the date of this Registration Document.

No person is authorised to give information or to make any representation concerning the Group or in connection with the Group's securities other than as contained in this Registration Document. If any such information is given or made, it must not be relied upon as having been authorised by the Company or the Managers or by any of the affiliates, representatives, advisors or selling agents of any of the foregoing.

The distribution of this Registration Document in certain jurisdictions may be restricted by law. This Registration Document does not constitute an offer of, or an invitation to purchase, any of the Bonds. This Registration Document may not be distributed or published in any jurisdiction except under circumstances that will result in compliance with applicable laws and regulations. Persons in possession of this Registration Document are required to inform themselves about, and to observe, any such restrictions. In addition, the Bonds issued by the Company are subject to restrictions on transferability and resale and may not be transferred except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Registration Document shall be governed by, and construed in accordance with, Norwegian law. The courts of Norway, with Oslo City Court as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Listing or this Registration Document.

The content of this Registration Document is not to be construed as legal, credit, business or tax advice. Each investor should consult its own legal, credit, business or tax advisor as to a legal, credit, business or tax advice. In making an investment decision, investors must rely on their own examination of the Group and its securities, including the merits and risks involved.

TABLE OF CONTENTS

1 RISK FACTORS4

 1.1 Risks related to the Group’s business activities and industry.....4

 1.2 Risks related to customer relationships and third parties.....6

 1.3 Risks related to financial matters and market risk6

 1.4 Risks relating laws, regulations and compliance7

2 RESPONSIBILITY FOR THE REGISTRATION DOCUMENT8

3 INFORMATION ABOUT THE COMPANY AND THE GROUP9

 3.1 Corporate information9

 3.2 Major shareholders9

 3.3 Legal and arbitration proceedings9

 3.4 Disclosure obligations.....10

 3.5 Regulatory disclosures over the last twelve months.....10

4 BUSINESS OF THE GROUP12

 4.1 Overview of the Group's principal activities, including the main products sold and services performed ..12

 4.2 Material contracts13

 4.3 Legal and arbitration proceedings13

5 FINANCIAL INFORMATION14

 5.1 Financial Statements14

 5.2 Independent auditors14

 5.3 Statements of no significant changes14

 5.4 Statement of no material adverse changes in the Company's prospects14

 5.5 Trend information14

6 BOARD OF DIRECTORS AND MANAGEMENT15

 6.1 The Board of Directors.....15

 6.2 Management16

 6.3 Conflicts of interests etc.17

7 ADDITIONAL INFORMATION18

 7.1 Information sourced from third parties and expert opinions.....18

 7.2 Incorporated by reference.....18

 7.3 Documents on display18

 7.4 Approval of the Registration Document.....18

8 DEFINITIONS AND GLOSSARY19

APPENDICES

APPENDIX A ARTICLES OF ASSOCIATION OF THE COMPANY

1 RISK FACTORS

Investing in bonds issued by the Company involves inherent risks. Prior to making any investment decision with respect to the Bonds, an investor should carefully consider all of the information contained in this Registration Document, and in particular the risks and uncertainties described in this Section 1, which the Company believes are the most material known risks and uncertainties faced by the Group as of the date hereof. The risk factors presented in this Section are limited to the risks that the Company believes to be specific to the issuer and material for investors when making their investment decision. An investment in the securities issued by the Company is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risk factors presented in this Section are divided into a limited number of categories based on their nature. Within each category, the risk factors which are deemed by the Company to be the most material based on an overall assessment of the probability of their occurrence and the expected magnitude of their negative impact on the Group, are presented first. However, this does not imply that the remaining risk factors presented are ranked in order of their likelihood of occurrence or the severity or significance of each risk. The order of the categories does not intend to represent any assessment of the materiality or the probability of occurrence of the risk factors within that category, when compared to risk factors in another category. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described are not a genuine potential threat to an investment in the Company's bonds.

Should any of the following risks occur, they could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position, and the trading price of the Bonds may decline, causing investors to lose all or part of their invested capital. Additional risks not presently known to the Company or which the Company currently deems not to be material may also have a material adverse effect on the Group. A prospective investor should consult his or her own expert advisors as to the suitability of an investment in the Company's Bonds. It is not possible to quantify the significance to the Company of each individual risk factor as each of the risk factors mentioned below may materialise to a greater or lesser degree.

The information in this Section 1 is accurate as of the date of this Registration Document.

1.1 Risks related to the Group's business activities and industry

1.1.1 The Group may not be able to implement its M&A strategy successfully or manage its growth effectively

Mergers and acquisitions are a key component of the Group's growth strategy. The integration and consolidation of acquisitions requires substantial human, financial and other resources, including time and attention from the Group's management, and may also depend on the Group's ability to retain the existing management and employees of the acquired business or recruit acceptable replacements. Further descriptions of the specific risks related to retaining/replacing management and employees in connection with M&A processes, are set forth in Section 1.1.5 "The Group may be unable to attract, retain and train the required personnel", together with other risks related to required personnel.

If the Group is unsuccessful in integrating any acquisitions in a timely and cost-effective manner, the Group's business, prospects, results of operations, cash flows and financial position could be materially adversely affected.

Acquisitions may also expose the Group to liabilities that it may not be aware of at the time of the acquisition, for example, if acquired companies and business do not act, or have not acted, in compliance with applicable laws and regulations. Some of the acquisitions of the Group are also made in jurisdiction with less stringent rules and regulations on anti-bribery, sanctions and handling of confidential information increasing the risk that the Group acquires business which do not comply with the laws and regulations applicable to the Group. Given the above, in particular the Group's rapid growth strategy, this risk is of material and specific importance to the Group. If the Group fails to integrate the business it acquires or if the businesses acquired have material non-compliance issues, then it may in turn affect the Group and its business, prospects, results of operations, cash flows and financial position could be materially adversely affected. This may have a material adverse effect on the Company's cash flow available for the servicing or refinancing of its debt.

1.1.2 The markets in which the Group competes in are undergoing rapid technological change

The communications industry has undergone significant technological development over time and these changes continue to affect the Group's business, financial condition and results of operations.

For the Group to survive and grow, the Group must continue to enhance and improve the functionality and features of the Group's information delivery and retrieval product and services to address the customer's changing needs. Development of products such as multichannel conversational software solutions are among others key to maintain the position as a key Cpaas player going forward for the Company to successfully continue to deliver competitive products.

If new industry standards and practices emerge, including within the multichannel conversational software solutions space, the Group's existing products, services and technology may become obsolete. Developing the Group's products, services and other technologies entails significant technical and business risks and substantial costs. In addition, demand for the Group's platform is also price sensitive. The Group must anticipate far in advance which technology it should use for the development of new products and services or the enhancement of existing products and services, and there is no guarantee that it will anticipate such changes correctly or timely. In addition, the market changes may result in changes in the demand mix for the Group's services. Given the above, in particular the rapid technological development in the market, changes in consumer sentiments and the expansion of the array of products available within the Group's market, this risk is of material and specific importance to the Group. A decrease in the need for the Group's services will affect the revenue from services rendered and may have a material adverse effect on the Group's cash flow available for the servicing or refinancing of its debts.

1.1.3 The Group may experience operational problems, system failures, defects or errors

The Group's platform and services, including (but not limited to) the "LINK Messaging Platform" and "LINK Conversation", rely on complex software technology that integrates various communication services, such as voice, messaging, and video. This complexity increases the risk of technical issues, including defects, errors, failures, vulnerabilities, or bugs. Additionally, the need to handle high volumes of traffic and sudden spikes in demand can strain the system, potentially leading to performance issues or system failures. Such defects, errors, failures, vulnerabilities, or bugs in the platform and the Group's products could result in negative publicity or lead to data security, access, retention or other performance issues. The Group relies on network and information systems for its operations, some of which it outsources, and a disruption or failure of, or defects in, those systems may disrupt its operations, damage its reputation with customers and adversely affect its results of operations. Specific risks related to outsourcing of third-party network and information systems are further described in Section 1.2 "Risks related to customer relationships and third parties".

Operational problems may lead to loss of revenue or higher than anticipated operating expenses may require additional expenditures. Any significant disruption, system failure, errors or defects could compromise the Group's ability to deliver contractual services and/or increased costs and result in the loss of customers, curtailed operations and the Group's reputation, any of which could have materially adverse effect on the Group's cash flow available for the servicing or refinancing of its debts.

1.1.4 The Group is exposed to risks related to information security

As the Group's business and business strategy are tied to its technology, any computer hacking, computer viruses, worms and other destructive or disruptive software, "cyber-attacks," phishing attacks and other malicious activity can have a material effect on the Group's business, prospects, results of operations.

IT security breaches could lead to shutdowns or disruptions of the Group's systems and potential unauthorized disclosure of confidential information or data, including personal data. Data security breaches may also result in negative publicity resulting in reputation or brand damage. If the Group experiences a material data security breach or fails to detect and appropriately respond to a significant data security breach, the Group's business, prospects, results of operations, cash flows, financial position and reputation could be materially adversely affected. Given the above, in particular that the Group has been subject in the past to cyberattacks and the nature of the Group's business, this risk is of material and specific importance to the Group. If the Group is unable to protect its platform and digital structure from cyber-threats, this could have a material adverse effect on the Group's business, results of operations, financial condition, cash flows available for the servicing or refinancing of its debts.

1.1.5 The Group may be unable to attract, retain and train the required personnel

As a high-growth company in a rapidly changing and complex industry, the Group's success depends to a significant extent upon the abilities and efforts of the Group's management team and its ability to retain key members of the management team and other highly skilled employees. There is intense competition for personnel with skills in areas such as coders, software developers and software engineers in the markets in which the Group operates and there are, and may continue to be, shortages in the availability of such personnel at all levels. Shortages of skilled personnel is particularly prominent for skilled local sales force employees with critical know-how and expertise that are key to the Group's success given its M&A and growth strategy. For example, if the Group expands into a new market, it needs to hire personnel with technical skills such as C# developers, but also with knowledge about the CPaaS market in such jurisdiction. Such layering of skills is difficult to find.

Key to the Group's successful integration of acquired business has been the ability to insert into such businesses seasoned senior management from the Group, who are able to ensure that the Group's methodology and business practices are properly implemented and applied throughout the acquired organisation. If the Group is unable to retain its senior management team, its M&A and growth strategy may be hindered. Because the Group operates in a relatively new market, the talent pool of senior management with significant experience is scarce. In addition, to seamlessly integrate and later operate any acquired business, the Group needs to retain key skilled personnel from its acquired businesses, which has the necessary local knowledge that can help drive growth and integrate the acquired platforms with the Group's systems. The employees of an acquired company often become the targets of recruiters trying to lure them to other opportunities given the uncertainties that arise for employees at an acquired company. Any material reduction in the Group's performance may adversely affect the Group's finances and cash flows available for the servicing or refinancing of its debts.

1.1.6 The Group may be unable to maintain competitive prices

The Group faces several challenges related to maintaining competitive prices specific to the nature of the Group's products and services. Such challenges include high operational costs due to inter alia the complexity of managing and maintaining a robust platform that integrates various services (voice, messaging, video etc.), investments in scalable infrastructure ensuring that the platform can handle high volumes of traffic, outsourcing and reliance on third-party network and information systems, costs related to regulatory compliance such as data protection regulations, and investing in training, support infrastructure and customer service. The CPaaS market is highly competitive, with many providers vying for market share. Offering competitive prices while maintaining profitability requires careful cost management and efficient operations.

Further, the Group's ability to maintain or increase its profitability depends on its ability to offset decreases in sales prices by reducing the purchase cost of the services that it provides. The Company must maintain its strong relationship with telecom operators and channel owners like Meta and Google to secure competitive pricing on its products. If the Company is unable to maintain these suppliers or achieve competitive prices, this can in turn have an adverse effect on the ability to offer competitive prices to its customers. In addition, pricing pressure may also be created if customers transact larger volumes on the Group's platform for which they negotiate a lower price per transaction. If the Group is not able to negotiate correspondingly lower purchase costs from service providers for larger volumes, this may negatively impact the Group's margins. If the Group is unable to offset decreases in sales prices or to otherwise maintain its

competitive position, it may lose market share. Given the above, in particular the importance of margins to the Group's financial success and the presence of local and/or international competitors in all of the markets in which the Group participates, this risk is of material and specific importance to the Group. There can be no assurance that increased competition from current and potential competitors will not adversely affect the Group's business, prospects, results of operations, cash flows and financial position.

1.1.7 The Group is dependent on intellectual property and its methods of protecting its intellectual property may not be adequate

The Group's business and business strategy are tied to its technology. Unlike other technology companies, the Group does not have any registered intellectual property rights and relies on a combination of trade secrets, confidentiality undertakings and other contractual provisions to protect its intellectual property rights. Protecting its intellectual property is key to the Group's prospects and financial condition. The Group cannot give assurances that its measures for preserving the secrecy of its trade secrets and confidentiality information are sufficient to prevent others from obtaining that information. The Group may not have adequate remedies to preserve the trade secrets or to seek compensation for its loss should its employees breach their confidentiality agreements with the Group. In addition, the Group cannot give assurances that its trade secrets will provide the Group with any competitive advantage, as it may become known to or be independently developed by the Group's competitors, regardless of the success of any measures the Group may take to try to preserve their confidentiality. Any of these situations could adversely impact the Group's business, prospects, results of operations, cash flows and financial position. The realisation of any of these risks may have a material adverse effect on the Group's ability to service and repay the Bonds.

1.2 Risks related to customer relationships and third parties

1.2.1 The Group outsources certain of its IT functions to third parties and an interruption or cessation of any such services could adversely affect the Group

The Group currently outsources to third-party suppliers, directly or indirectly, certain IT functions that are key to its operations. These suppliers provide the Group with, among others, (i) CRM software that allows the Group to log commercial opportunities, execute agreements and act as customer reference data; (ii) software mediation for incoming and outgoing CPaaS; and (iii) billing software that enables the Group to rate all the traffic and produce invoices for customers as well as interconnection costs to channel owners.

Outsourcing these functions involves the risk that the third-party service providers may not perform to the Group's expectations, legal or contractual requirements, or may fail to perform at all. Failure of these third parties to meet their contractual, regulatory, confidentiality, or other obligations to the Group or its customers could result in material financial loss, higher costs, regulatory actions and reputational harm. Given the importance of these IT functions to the Group, this risk is of material and specific importance to the Group. Any interruptions in the Group's system could have a negative effect on the quality of products and services offered to the Group's customers and, as a result, on customer demand. If customer demand for the Group's products decreases, the Group's business, reputation, prospects, results of operations, cash flows and financial position could be materially and adversely affected.

1.2.2 The Group relies on a limited number of suppliers for key elements of its operations, and an interruption or cessation of any such services could adversely affect the Group

The Group's operations are integrated with technical services from third party suppliers in connection with mobile interaction with end-users, which includes delivery of outgoing messages (mobile terminated messages) and receiving incoming messages (mobile originated messages). Examples of such third-party suppliers are telecom operators for SMS communication, Meta for communication through WhatsApp and Google for Rich Communication Services (RCS). In addition, LINK Mobile Payment also relies on third parties for the supply of its payment services (transaction processing), including payment providers such as Visa or MasterCard, financial institutions and payment gateways that link the Group to the card and bank clearing networks. If any of these companies materially and adversely changes the terms of their services or refuse or fail to process transactions adequately, any such action could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position. For instance, if telecom operators within a jurisdiction materially increase their prices, the Group may not be able to fully pass down such price increase to its customers, therefore lowering its margin.

The Group's ability to replace such suppliers may be limited and, as a result, the Group's business, prospects, results of operations, cash flows and financial position could be materially adversely affected. Given the above, in particular the limited number of suppliers that the Group relies for key elements of its operations, this risk is of material and specific importance to the Group.

1.3 Risks related to financial matters and market risk

1.3.1 Currency fluctuations could affect the Group's cash flow and financial condition

While the Group's functional and operating currency is Norwegian kroner (NOK), the Group operates within, and generates revenue from, other jurisdictions than Norway using currencies such as, but not limited to, U.S. Dollar, Euro, Danish kroner, Swedish kroner, Polish zloty and Bulgarian lev, while the Bonds are denominated in Euro. The Group does not hedge against foreign currency exposure. Consequently, the Group is particularly exposed to fluctuations in foreign exchange rates, which may have an adverse effect on the Group's cash flows and financial position. In addition, as the Group reports its consolidated results in Norwegian kroner, the value of the Norwegian krone relative to its foreign subsidiaries' functional currencies will affect its consolidated income statement and consolidated statement of financial position when those subsidiaries' operating results are translated into Norwegian kroner for reporting purposes, which in turn result in non-compliance with financial covenants of the debt financings of the Group.

1.3.2 Debt levels could limit the Group's flexibility to obtain additional financing and pursue other business opportunities and debt refinance risk

The primary source of debt funding of the Company are the Bonds and the EUR 200,000,000 senior unsecured open callable bond issue with maturity in 2025 (the "2020 Bond"), which was partly refinanced by the Initial Bond Issue. The 2020 Bond was issued at an original size of EUR 200 million on 15 December 2020 and upsized by EUR 170 million through a tap issue on 16 June 2021 to EUR 370,000,000. As at the date of this Registration Document, the total nominal outstanding amount in the 2020 Bond is EUR 171 million. The Group may incur additional indebtedness in the future.

This level of debt could have significant consequences for the Group, including (i) hindering the Group's ability to obtain additional financing for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may be unavailable on favourable terms; (ii) the Group's costs of borrowing could increase as it becomes more leveraged; (iii) the Group may need to use a substantial portion of its cash from operations to make principal and interest payments on its debt, reducing the funds that would otherwise be available for operations, future business opportunities and dividends to its shareholders; (iv) the Group's debt level could make it more vulnerable than its competitors with less debt to competitive pressures, a downturn in its business or the economy generally; and (v) the Group's debt level may limit its flexibility in responding to changing business and economic conditions.

The Group's ability to service its debt will depend upon, among others, its future financial and operating performance, which will be affected by prevailing economic conditions as well as financial, business, regulatory and other factors, some of which are beyond its control. In addition, the undertakings applicable to the debt financings contain restrictions and limitations on the financial indebtedness the Group may incur (including, among others, requiring it to maintain specific leverage ratios) and, subject to certain exemptions, restricts various corporate actions, such as restricting mergers and de-mergers and disposals of business.

If the Group's operating income is not sufficient to service its current or future indebtedness, or if the Group is unable to comply with the covenants in its financial arrangements, or if uncertainties in the capital and credit markets restrict access to the capital required to conduct the Group's business, the Group will be forced to take action such as reducing or postponing business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing its debt or seeking additional equity capital, any of which could adversely impact the Group's results of operations, cash flow and financial condition. In addition, there can be no assurance that the Group will be able to execute any of these remedies on satisfactory terms, or at all.

The Company may also be required to raise new debt to partly or in full refinance the repayment and redemption of existing financial indebtedness at maturity and no assurances can be given that the Company will be able to raise such debt.

1.4 Risks relating laws, regulations and compliance

1.4.1 Changes in laws and regulation may have an adverse effect on the Group's profitability

Compliance with the complex and changing array of laws, regulations and standards imposed on the Group's business operations may require significant time, capital and operating expenditures and may impact the manner in which the Group is able to provide services. For example, the Group receives, stores and processes personal information and other user data through its business and operations in multiple jurisdictions. This subjects the Group to data protection and data privacy laws and regulations, which impose stringent data protection requirements and provide high possible penalties for non-compliance, in particular relating to storing, sharing, using, processing, disclosing and protecting personal information and other user data on its platforms. The main data protection regulations are the General Data Protection Regulation (EU) 2016/679 ("GDPR") and the local law implementations of GDPR in the EU member states that the Group operates in, including the Norwegian Data Protection Act of 15 June 2018 no. 38. The Group is also subject to data protection regulations in other jurisdictions the Group operates in, such as the United Kingdom. The Group is also exposed toward the adaption of new and stricter regulations in future legislation.

This may result in increased costs of compliance and implementation of necessary technical systems, which in turn could adversely affect the Group's business, prospects, results of operations, cash flows and financial position.

If the Group or some of its partners or suppliers are deemed to be non-compliant with the applicable laws and regulations, the Group could be exposed to fines and other criminal or administrative penalties, such as the withdrawal of licenses, and suffer reputational damages. In addition to government and law enforcement action, any security breach or wrongful access to personal information the Group stores or processes may also subject it to legal liability to its customers and third parties. Furthermore, if third parties, with whom the Group works, violate applicable laws or the Group's policies, such violations may also put the Group's customers' information at risk and could have an adverse effect on the Group's customers' business and expose it to financial liability. Each of these factors could harm the Group's business reputation and have a material adverse effect on its business, prospects, results of operations, cash flows and financial position. Given the above, in particular the scale of the Group's operations and the complexity of these regulations as applicable to the Group's operations, this risk is of material and specific importance to the Group.

2 RESPONSIBILITY FOR THE REGISTRATION DOCUMENT

This Registration Document has been prepared in connection with the listing of the Bonds on the Euronext Oslo Børs.

The Company is responsible for the information contained in this Registration Document. The Company confirms that, to the best of the Company's knowledge, the information contained in this Registration Document is in accordance with the facts and contains no omission likely to affect its import.

11 December 2024

**On behalf of LINK Mobility Group Holding ASA,
with registered address at Gullhaug Torg 5, 0484 Oslo, Norway**

Thomas Berge

(CEO)

3 INFORMATION ABOUT THE COMPANY AND THE GROUP

3.1 Corporate information

The Company's registered name is LINK Mobility Group Holding ASA, while its commercial name is LINK Mobility. The Company is a public limited liability company organised and existing under the laws of Norway pursuant to the Norwegian Public Limited Companies Act. LINK Mobility's registered office is in the municipality of Oslo, Norway. The Company was incorporated in Norway on 9 May 2018. The Company's organisation number in the Norwegian Register of Business Enterprises is 920 901 336 and its Legal Entity Identifier ("LEI") code is 2549006RH08XJGKC2Y14.

The Company's registered office is located at Gullhaug Torg 5, 0484 Oslo, Norway, and the Company's main telephone number at that address is +47 22 99 44 00 and its e-mail is info@linkmobility.com. The Company's website can be found at <https://linkmobility.com>. Neither the content of <https://linkmobility.com/> nor any of the Group's other websites, is incorporated by reference into or otherwise forms part of this Registration Document.

According to the Company's Articles of Association of association, the purpose of the Company is to own shares in other companies, and either itself or through other companies, develop and operate software for mobile telephone services to private and public businesses.

3.2 Major shareholders

As of the date on or about this Registration Document, the Company has 4,406 registered shareholders. Below is an overview of the Company's 20 largest shareholders as at 27 November 2024.

#	Shareholders	Number of Shares	Percentage
1	CITIBANK, N.A.	85,540,774.00	28.64
2	LINK MOBILITY GROUP HOLDING ASA	16,392,369.00	5.49
3	KARBON INVEST AS	15,945,105.00	5.34
4	THE BANK OF NEW YORK MELLON SA/NV	13,681,048.00	4.58
5	SUNDT AS	12,000,000.00	4.02
6	FOLKETRYGDFONDET	10,135,146.00	3.39
7	J.P. MORGAN SE	8,025,788.00	2.69
8	VERDIPAPIRFONDET DNB NORGE	7,790,094.00	2.61
9	SKANDINAVISKA ENSKILDA BANKEN AB	7,025,788.00	2.35
10	VERDIPAPIRFONDET DNB SMB	4,924,288.00	1.65
11	VPF DNB NORGE SELEKTIV	4,528,755.00	1.52
12	BARCLAYS CAPITAL SEC. LTD FIRM	3,724,816.00	1.25
13	MERRILL LYNCH, PIERCE, FENNER & SM	3,351,014.00	1.12
14	J.P. MORGAN SE	3,125,909.00	1.05
15	THE BANK OF NEW YORK MELLON SA/NV	2,831,008.00	0.95
16	EM KAPITAL AS	2,554,634.00	0.86
17	VERDIPAPIRFONDET ALFRED BERG GAMBA	2,491,141.00	0.83
18	THE BANK OF NEW YORK MELLON SA/NV	2,484,650.00	0.83
19	THE BANK OF NEW YORK MELLON SA/NV	2,447,748.00	0.82
20	CLEARSTREAM BANKING S.A.	2,012,367.00	0.67
	Remaining shareholders	87,693,922.00	29.34
	Total	298,706,434.00	100.00

There are no different voting rights between the shareholders. Each Share carries one vote.

Shareholders owning 5% or more of the share capital or the voting rights of the Company have an interest in the Company which is notifiable pursuant to the Norwegian Securities Trading Act. See Section 3.4 "Disclosure obligations" for a description of the disclosure obligations under the Norwegian Securities Act.

As of the date of the Registration Document Victory Partners VIII Limited¹, Karbon Invest AS as well as the Company (treasury shares) hold 5% or more of the capital or voting rights in the Company. The Company is not aware of any other persons or entities who, directly or indirectly, have an interest in 5% or more of the share capital or voting rights of the Company.

To the extent known to the Company, there are no persons or entities who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

The Company's articles of association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company.

3.3 Legal and arbitration proceedings

From time to time, the Group is involved in litigation, disputes and other legal proceedings arising in the normal course of its business. The Group is not currently, nor has it been during the course of the preceding twelve months, involved

¹ Victory Partners VIII Limited holds 85,540,774 shares through the nominee account in Citibank, N.A., Victory Partners VIII Limited is controlled by ABRY Partners VIII, L.P.

in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Company's or the Group's financial position or profitability, and the Company is not aware of any such proceedings that are pending or threatened.

3.4 Disclosure obligations

Pursuant to the Norwegian Securities Trading Act, a person, entity or a group acting in concert acquires or disposes shares or rights to shares, i.e. convertible loans, subscription rights, options to purchase shares and similar rights to shares, which results in beneficial ownership, directly or indirectly, in the aggregate, reaching or exceeding or falling below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital, or a corresponding portion of the votes, is obligated to notify Oslo Stock Exchange and the issuer immediately. Certain voting rights are counted on equal basis as shares and rights to shares. A change in ownership level due to other circumstances (i.e. other than acquisition or disposal) can also trigger the notification obligations when the said thresholds are passed, e.g. changes in the company's share capital.

3.5 Regulatory disclosures over the last twelve months

The following section includes a summary of regulatory disclosures made by the Company pursuant to Regulation 596/2014 (Market Abuse Regulation) over the last twelve months which are relevant at the date of this Registration Document. Disclosures relating to financial reports, as well as notice of general meetings and minutes from general meetings has not been included below.

The relevant disclosures have been divided into the following categories; (i) disclosures relating to insider information, (ii) disclosures relating to mandatory notifications of primary insider trades, and (iii) disclosure related to buy-back programs.

Disclosures of insider information:

Date	Disclosure	NewsWeb link
7 October 2024	Mandate to financial advisers to arrange fixed income investors meeting for a potential bond issue	https://newsweb.oslobors.no/message/629094
7 November 2023	LINK signs definitive agreement to divest Message Broadcast	https://newsweb.oslobors.no/message/603186

Disclosures relating to mandatory notifications of primary insider trades:

Date	Disclosure	NewsWeb link
28 November 2024	Mandatory notification of transaction in the Company's securities by primary insider in connection with the Company's incentive programs	https://newsweb.oslobors.no/message/633382
1 July 2024	Mandatory notification of transaction in the Company's securities by close associate of primary insider	https://newsweb.oslobors.no/message/622885
4 June 2024	Mandatory notification of transactions in the Company's securities by primary insiders in connection with the Company's incentive programs	https://newsweb.oslobors.no/message/620626
27 October 2023	Mandatory notification of transactions in the Company's securities by primary insiders in connection with the Company's incentive programs	https://newsweb.oslobors.no/message/602398

Disclosures relating to repurchase of shares:

Date	Disclosure	NewsWeb link
17 October 2024	Transactions and completion of company share repurchase program	https://newsweb.oslobors.no/message/629757
15 October 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/629615
8 October 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/629180
1 October 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/628814
24 September 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/628362
17 September 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/627921
10 September 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/627343
3 September 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/626890

27 August 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/626275
20 August 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/625600
13 August 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/624937
6 August 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/624528
30 July 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/624225
23 July 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/623963
16 July 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/623687
9 July 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/623278
2 July 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/622902
25 June 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/622286
18 June 2024	Transactions made under new Company share repurchase program	https://newsweb.oslobors.no/message/621736
12 June 2024	Announcement on initiation of the Company's new share repurchase program	https://newsweb.oslobors.no/message/621212
30 May 2024	Transactions and completion Company share repurchase program	https://newsweb.oslobors.no/message/620257
28 May 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/619841
21 May 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/619157
14 May 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/618510
7 May 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/617847
30 April 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/617216
23 April 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/616408
16 April 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/615844
9 April 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/615354
2 April 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/614812
26 March 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/614615
19 March 2024	Transactions made under Company share repurchase program	https://newsweb.oslobors.no/message/613777
11 March 2024	Announcement on initiation of share repurchase program	https://newsweb.oslobors.no/message/613043

4 BUSINESS OF THE GROUP

4.1 Overview of the Group's principal activities, including the main products sold and services performed

LINK, one of Europe's leading providers of mobile messaging and CPaaS solutions in Europe, based on volume market share and local market presence², is headquartered in Oslo, Norway. LINK assists enterprise, SME and government customers by providing mobile solutions for engagement with their end-customers and users. The Group was founded in 2001 and its original focus was SMS Application to Person (A2P) messaging services. As of 31 December 2023, the Group had approximately 686 employees³ and more than 50,000⁴ customers worldwide, served from its headquarters in Oslo, as well as from its 29 offices across 17 countries in Europe.

In 2007, the Group acquired LINK Messaging AB, a voice services company founded in 1995. Over time, the Group has grown and evolved its business model into an omni-channel messaging and mobile technology platform leveraging CPaaS functionality to deliver efficient, automated solutions spanning across functions that are mission critical in customer's operations, including customer service, customer engagement, marketing, notifications and payments, amongst several others.

Since its creation, the Group has expanded its business both organically and through acquisitions.

The Group's products and solutions

LINK offers a wide-range portfolio of solutions, from simple inbox messaging systems with predefined replies to end-users, to more advanced solutions such as mobile invoicing system through which the customers issue digital invoices.

The above-mentioned solutions are powered by open application program interfaces ("**APIs**") and to smaller customer based on self-sign-up portals optimizing their customer journey. Customers are also able to monitor in real-time their customer portfolio and activities through the LINK Insight Dashboard.

Link Mobility Solutions:

- **LINK Messaging Platform:** CPaaS Enterprise grade communication platform is built for sending large numbers of messages per second. It is the core of LINK's business, and it provides a variety of communication channels such as SMS, WhatsApp, Viber, RCS, Google Verified SMS, mobile applications push notices and e-mail. Its sophisticated portal also allows LINK to "layer in" a multitude of solutions. In 2020, there were 10.5 billion messages sent via Group's platform. The Group's customers are normally charged fixed fee for each message sent on top of a smaller license fee for access. All of LINK's messaging solutions provide the customer with a delivery report, which enables the customer to establish that message has been received by the end-user. LINK's APIs allow customers to distribute and receive mobile messages to every mobile user in the world. LINK's customers use mobile messaging across a wide array of industry verticals to interact with end-users for use cases like notifications, marketing or customer care. Low code and no code portals are built on top of APIs, allowing customers to manage and deploy value added applications driving deeper engagement with their end customers through LINK Mobility. The portals largely fall into one of three categories: enterprise, partner /reseller or self-sign-up customers ("SSU"). LINK's continued innovation has led to the Group launching an innovative Marketplace/App Store to deliver out-of-the-box functionalities that conserve developer time and resources for enterprises and partners. It enables discovery of pre-built add-ons and standalone products, while enriching the portfolio of solutions with third-party applications.
- **LINK Conversations:** LINK Conversations is a multi-channel API that enables businesses to create user-friendly rich media chats with their end-users. With an innovative web-based channel on top of the multichannel support, the Company believes that LINK Conversations has a unique industry position with 100% smartphone coverage of rich media communications independent of operator or handset manufacture. In addition to the LINK Conversations API, a low code graphical user-interface is offered to create rule-based bots for executing individual conversations. With LINK Conversations, brands can orchestrate a dialog flow including buttons, click to actions and carousels.
- **LINK Mobile Invoice:** Mobile Invoice is a multiple distribution channel for payment requests. Acting as a real-time payment enabler it allows companies to distribute payment requests using several channels, collecting payments via preferred and integrated payment service providers.
- **LINK Web Experience:** LINK Web Experience is a mobile campaign tool where customer can easily create interactive mobile campaigns. With LINK Web Experience marketers can go beyond traditional SMS by engaging with customers through the power of content such as videos, animations, colourful images and calls to facilitate the customer interaction. The tool truly captures attention and power engagement from mobile users and significantly drives and increases ROI.
- **LINK Collect:** LINK Collect is a value-added service to collect customer data, helping customers to generate and qualify more leads and target their communication. This tool significantly increases data quality compared to more traditional methods while also providing a less stressful experience in a user-friendly interface.

² Source: CPaaS Market Leaders Revealed in Juniper Research Competitor Leaderboard for 2024 (2024, March). <https://www.juniperresearch.com/press/pressreleasescpaas-market-leaders-revealed-in-juniper-research-competitor-leaderboard-for-2024/>

³The headcount includes persons with the employment contracts. It does not cover neither consultants nor self-employed.

⁴ Based on number of customers as of 31 December 2023.

- **LINK Coupon:** LINK Coupon is a value-added service that enables businesses to provide their customers with retail or online coupons directly on their mobile phone which allows the customers to take advantage of the business offers in real time. LINK Coupon's programs are used to measure the effects of advertising campaigns.
- **Additional Solutions:** LINK also offers a series of additional solutions, for example LINK Identity Verification, LINK Messaging Orchestration, Live Chat, and smart Plug-ins for CRM platforms and other third-party software.

LINK Insights Dashboard:

Real-time monitoring of campaign performance and customer activity. LINK offers real-time monitoring of customer's campaigns and the possibility to compare performance with the rest of the industry. The tool provides access to unique mobile data insights enabling customers to improve and develop their mobile communication. Key features are:

- **Real time monitoring and reporting:** All data are presented near real-time to constantly monitor the performance. Customers can combine monitoring of several LINK services by setting up unique dashboards. LINK Insight Dashboard also comes as raw data through Insight API, enabling customers to embed such data in other reporting tools.
- **Strong classification model:** integrated comprehensive Classification Model MOSAIC. Combined with LINK's unique Mobile Behaviour Index customers can optimise personalised communication to customers.

4.1.1 Customers

LINK serves customers globally, meeting needs of both private (business) and public sectors, including public entities, large corporations, as well as small and medium-sized enterprises. LINK does not disaggregate the Group's revenues depending on the specific customers' group. It therefore recognizes one significant customer group:

Private (business) and public customers, including:

- large corporations and multinationals, which are handled by the Global Sales Team, typically offering LINK's solutions for a worldwide deployment;
- large and medium enterprises as well as public entities, which are served locally by dedicated sales teams situated across 29 offices, sometimes through various partnership programmes;
- smaller enterprises or SMEs, which are targeted through Self-Sign Up (SSU) portals, with top three including brands such as SMSAPI, Spot-Hit and WebSMS.

4.2 Material contracts

Apart from the Bond Terms, the Group has not entered into any material contracts outside the ordinary course of business which could result in any Group member being under an obligation or entitlement that is material to the Company's ability to meet its obligations to the Bond Holders in respect of the Bonds.

4.3 Legal and arbitration proceedings

From time to time, the Group is involved in litigation, disputes and other legal proceedings arising in the normal course of its business. The Group is not currently, nor has it been during the course of the preceding twelve months, involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Company's or the Group's financial position or profitability, and the Company is not aware of any such proceedings that are pending or threatened.

5 FINANCIAL INFORMATION

5.1 Financial Statements

The Group's unaudited consolidated interim financial statements for the six-months period ended 30 June 2024 with comparable figures for the same period of 2023 (the "**Interim Financial Statements**"), as well as the audited consolidated financial statements for the year ended 31 December 2023 with comparable figures for the year 2022 (the "**Financial Statements**", and together with the Interim Financial Statements, the "**Financial Information**") have been incorporated by reference into this Registration Document, see Section 7.2 "Incorporated by reference".

The Interim Financial Statements have been prepared in accordance with IAS 34 Interim Financial Reporting ("**IAS 34**"). The Financial Statements have been prepared in accordance with International Financial Reporting Standards, as adopted by the European Union ("**IFRS**"). For more information regarding the basis of preparation and estimates, and significant accounting principles, please see the notes to the Interim Financial Statements and Financial Statements, which have been incorporated by reference into the Registration Document, see Section 7.2 "Incorporated by reference".

5.2 Independent auditors

The Company's independent auditor as of the date of the Registration Document is PricewaterhouseCoopers AS ("**PwC**") (business registration number 987 009 713, and registered business address at Dronning Eufemias gate 71, 0194 Oslo, Norway). PwC is member of The Norwegian Institute of Public Accountants (Nw.: *Den Norske Revisorforening*). PwC has been the Company's independent auditor since 25 November 2019.

PwC's audit report on the Financial Statements is included in the Company's annual report, incorporated by reference into this Registration Document, cf. Section 7.2 "Incorporated by reference". PwC has not audited, reviewed or produced any other information provided in this Registration Document.

The Financial Information included in this Registration Document should be read in connection with, and is qualified in its entirety by reference to, the Financial Statements and Interim Financial Statements incorporated into this Registration Document by reference, cf. Section 7.2 "Incorporated by reference".

5.3 Statements of no significant changes

There has been no significant change in the Group's financial performance which has occurred since the end of the last financial period for which either audited financial statements or interim financial statements has been published to the date of this Registration Document.

5.4 Statement of no material adverse changes in the Company's prospects

There have been no material adverse changes in the prospects of the Company since the date of its last published audited financial statements.

5.5 Trend information

There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year.

6 BOARD OF DIRECTORS AND MANAGEMENT

6.1 The Board of Directors

6.1.1 Overview of the Board of Directors

The names and positions of the Board members are set out in the table below.

<u>Name</u>	<u>Position</u>	<u>Served since</u>	<u>Term expires</u>
André Alexander Christensen	Chairperson	2022	2025
Robert Joseph Nicewicz Jr	Board member	2018	2025
Grethe Viksaas	Board member	2020	2025
Sara Murby Forste	Board member	2020	2025
Jens Rugseth	Board member	2005	2025
Sabrina Emma Gosman	Board member	2022	2025

The Company's registered office address at Gullhaug Torg 5, 0484 Oslo, Norway serves as c/o addresses for the members of the Board of Directors in relation to their directorships of the Company.

6.1.2 Brief biographies of the Board members

André Alexander Christensen – Chairperson

André Alexander Christensen is the Chairperson of the Company. Mr. Christensen is an entrepreneur and investor with broad strategic and operational experience from SaaS scale-ups across Europe, North America and Asia. He is a Norwegian citizen living in Toronto, Canada. He has extensive board experience as a board director of AdColony, Intermedia, Broadnet and Opera Software. He is currently the chair of the board of Otello Corp. Mr. Christensen started his first company already as a student. He brought this entrepreneurial mindset to consulting in McKinsey and built up their digital practice in Scandinavia and later Canada as a Partner. In 2013 he left McKinsey and continued his career in global executive positions and in companies like Yahoo!, Quickplay, and AT&T. Today, he is the founder and CEO of Firstlight Media, a fast-growing SaaS within the OTT/IPTV space serving a global media market. He has a Master of Science degree from the University of Mannheim in Germany and studied subjects within computer science at MIT in Boston. Mr. Christensen is a Norwegian citizen.

Robert Joseph Nicewicz Jr– Board member

Robert J. Nicewicz, Jr. has since October 2018 served the Board. Mr. Nicewicz, Jr. is a Principal at Abry Partners. Prior to this, Mr. Nicewicz, Jr. worked at Harris Williams & Co. focusing on mergers & acquisitions in the technology sector. Mr. Nicewicz, Jr. is a board member in several companies, including AddSecure UK Holdings Limited, Confirmasoft AB, Cambridge Buyer, LLC d/b/a Clearspan, MobileHelp Holdings, Victory Partners UK Limited, Sermo Limited, Kore Wireless, Inc., and Sentry Data Systems Holdings, LLC. Mr. Nicewicz, Jr. holds a Bachelor of Science from Babson College. Mr. Nicewicz is a US citizen.

Grethe Viksaas – Board member

Grethe Viksaas has served on the Board since October 2020. Ms. Viksaas has had a long career in the Northern European-managed service provider Basefarm AS, first as founder and chief executive officer, then from 2017 as working chair and member of the board of directors. Prior to her career in Basefarm, Viksaas served as CEO for SOL System AS and Infostream ASP. Viksaas has experience from numerous board positions, including Telenor ASA, Zentel Group, Inmeta-Crayon and the branch organization IKT-Norge-. She is also engaged in various start-up companies. Ms. Viksaas has a master's degree in computer science from the University of Oslo. Ms. Viksaas is a Norwegian citizen.

Sara Murby Forste – Board member

Sara Murby Foster has served on the Board since October 2020. Ms. Forste joined Basefarm AB in 2003 and is currently the Managing Director and Country Manager. Ms. Forste has served as a board member of Basefarm AS and Brighter AB. Ms. Forste has 20 years of experience from the IT-industry and 11 years of experience in management as Managing Director. Ms. Forste has completed an Executive Management Program at Stockholm School of Economics in addition to a bachelor of Business Administration at Örebro University and a BSc in Business Administration at Uppsala University. Ms. Forste is a Swedish citizen.

Jens Rugseth – Board member

Jens Rugseth is the founder of LINK Mobility Group AS and has been served on the Board since inception in 2000. Mr. Rugseth has more than 30 years of experience as manager and serial entrepreneur in the IT industry. Mr. Rugseth is chairman of Karbon Invest AS, an investment company controlled by Jens Rugseth and Rune Syversen. Furthermore, Mr. Rugseth is board member in several boards, including Techstep ASA, Crayon Group Holding ASA and Spir Group ASA which are all listed on Euronext Oslo Børs. Mr. Rugseth was a co-founder of Crayon Group established in 2002. He has also held the position a chief executive officer in some of the largest IT-companies in Norway, including ARK ASA, Cinet AS and Skrivervik Data AS. Mr. Rugseth studied business economics at the Norwegian School of Management. Mr. Rugseth is a Norwegian citizen.

Sabrina Gosman – Board member

Sabrina Gosman has since September 2022 served the Board. Ms. Gosman joined Abry & Partners in 2021 where she is responsible for analyzing new investments, working with portfolio companies, and supporting sale transactions. Prior to joining Abry, Sabrina was a member of the Communications Group at Citi. Ms. Gosman graduated summa cum laude from Georgetown University, where she earned a B.A. in Economics and a minor in Business Administration. Ms. Gosman is an US citizen.

6.2 Management

6.2.1 Overview

The Group's key management ("**Management**") team consists of 8 individuals. The names of the members of Management as of the date of this Registration Document, and their respective positions, are presented in the table below:

Name	Current position within the Group	Employed with the Group since
Thomas Berge	Chief Executive Officer (" CEO ")	September 2016
Morten Løken Edvardsen	Chief Financial Officer (" CFO ")	January 2018
Benoît Bole	Chief Operating Officer (" COO ") Western Europe	January 2019
Ina Rasmussen	COO Northern Europe	January 2015
Arnhild Sivertsen	Chief Human Resources Officer	July 2024
Rune Eivind Strandli	Chief Technical Officer	April 2023
Pål Marius Brun	Chief Product Officer	January 2015
Riccardo Dragoni	COO Central Europe	May 2021

The Company's registered office address at Gullhaug Torg 5, 0484 Oslo, Norway, serves as c/o address for the members of Management in relation to their employment with the Group.

6.2.2 Brief biographies of the members of Management

Thomas Berge – Chief Executive Officer

Thomas Berge has since March 2023 held the position as CEO. Prior to his appointment as CEO, he has held the position as Interim CEO as well as Chief Financial Officer of the Group. Mr. Berge is a former CFO of OB Wiik, before that he was CFO in Tele 2 Norway for 4 years and before that Head of Controlling and Finance at Tele 2 Norway. Prior to that he has held management positions at Ullevål Sykehus, Advisio Group, Netcom and as auditor with Arthur Andersen. Mr. Berge is "Siviløkonom" from the Norwegian School of Management in Bergen. Mr. Berge is a Norwegian citizen.

Morten Løken Edvardsen – Chief Financial Officer

Morten Løken Edvardsen has since April 2023 held the position as CFO. He has held various positions in the Group since 2018. Mr. Edvardsen has over 19 years' experience from the software and telecom industry, and has among others, been member of the board of DTAC and Digi Telecommunications and held several finance positions in Telenor ASA. Mr. Edvardsen is "Siviløkonom" and holds a Master from BI Norwegian Business School. Mr. Edvardsen is a Norwegian citizen.

Benoît Bole – Chief Operating Officer Western Europe

Benoît Bole has since January 2019 held the position as COO Western Europe. He is also member of the board of several subsidiaries of LINK. Prior to joining LINK, Mr. Bole spent more than 20 years in the software & telecom industry, the last 10 years in the following executive leadership positions: CEO at Netsize from 2015 through 2019 and CEO at Trusted Logic from 2009 through 2015. Throughout his career, Mr. Bole had the opportunity to develop a vast area of expertise, ranging from R&D, product marketing & sales teams, while also nurturing strategic partnerships and negotiating high-value commercial contracts. Mr. Bole graduated from INSA Rennes, France (National Institute of Applied Science) in 1996 in Electrical Engineering. He holds a Master of Electronic & Electrical Engineering from University of Strathclyde in Glasgow, Scotland in 1996. Mr. Bole is a French citizen.

Ina Rasmussen – Chief Operating Officer Northern Europe

Ina Rasmussen has since September 2020 held the position as COO Northern Europe. She is also CEO and a board member of Link Mobility AS, a subsidiary of LINK Mobility. Ms. Rasmussen has over 24 years of experience from the telecom sector and has gained expertise and experience within personnel management, sales management, development, and operations. Ms. Rasmussen holds a Master in Economics from BI Norwegian Business School, in 1995. Ms. Rasmussen is a Norwegian citizen.

Arnhild Sivertsen - Chief Human Resources Officer

Arnhild Sivertsen has since July 2024 held the position as Chief Human Resources Officer. She has 25 years of strategic and operative experience in business development and leading a best-practice HR function in various companies. Prior to joining LINK, Ms. Sivertsen held the position as HR Director Scandinavia and a board position in Intrum AS. Ms. Sivertsen holds a Master of Science in Business Administration from Nord University. Ms. Sivertsen is a Norwegian citizen.

Rune Eivind Strandli - Chief Technical Officer

Rune Eivind Strandli has since April 2023 held the position as Chief Technical Officer. He has over 30 years' experience in the technology and software sector. Prior to joining LINK, Mr. Strandli held the position as Chief Technology and Product Officer in House of Control Group and Vice President Nordic in TietoEvry. Mr. Strandli is "Sivilingeniør" and holds a Master of Science from the Norwegian University of Science and Technology. Mr. Strandli is a Norwegian citizen.

Pål Marius Brun - Chief Product Officer

Since December 2022, Pål Marius Brun has served as Chief Product Officer. With over 20 years of experience in the software and telecom industries, he possesses extensive knowledge in personnel management, sales, and product development. Mr. Brun has taken on several roles within LINK and joined the Group in 2015. Mr. Brun is a Norwegian citizen.

Riccardo Dragoni – Chief Operating Officer Central Europe

Riccardo Dragoni has since November 2023 held the position as COO Central Europe and CRO at LINK Mobility Group. Prior to this role, Mr Dragoni has held various executive positions including Managing Director at Link Mobility Italia Srl and CEO of AMM S.p.A. Mr. Dragoni is an Italian citizen.

6.3 Conflicts of interests etc.

There are currently no actual or potential conflicts of interest between the Company and the private interests or other duties of any of the members of the Management and the Board of Directors, including any family relationships between such persons.

7 ADDITIONAL INFORMATION

7.1 Information sourced from third parties and expert opinions

Any information sourced from third parties in this Registration Document has been accurately reproduced and, as far as the Company is aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, the source of such information has been identified where relevant.

The Company confirms that no statement or report attributed to a person as an expert is included in this Registration Document.

7.2 Incorporated by reference

The information incorporated by reference in this Registration Document shall be read in connection with the cross-reference list set out in the table below. Except as provided in this Section, no information is incorporated by reference in this Registration Document.

Section in the Registration Document	Disclosure requirements of the Registration Document	Reference document and link	Page (P) in reference document ⁵
Section 5	Audited historical financial information (Annex 8, section 10.1)	Financial Statements 2023: https://www.linkmobility.com/resources/investors/reports-and-presentations/annual-reports/LINK-Annual-Report-2023.pdf	P 150 – P 232
Section 5	Audit report (Annex 8, section 10.2.1)	Auditor's Report 2023 https://www.linkmobility.com/resources/investors/reports-and-presentations/annual-reports/LINK-Annual-Report-2023.pdf	P 234 – P 237
Section 5	Consolidated interim financial statements (Annex 8, item 10.1)	Interim report for the six-months period ended 30 June 2024 (unaudited) https://www.linkmobility.com/resources/investors/reports-and-presentations/quarterly-reports/4dc2-b5c5-efb63e0bc98a/LINK-2Q24-report.pdf	P 8 – P 28

7.3 Documents on display

For the life of this Registration Document, the following documents (or copies thereof) may be inspected at www.Linkmobility.com or at the Company's offices at Gullhaug Torg 5, 0484 Oslo, Norway, during normal business hours from Monday to Friday each week (except public holidays):

- The Articles of Association of association of the Company;
- all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in this Registration Document; and
- this Registration Document.

The documents are also available at the Company's website www.linkmobility.com. The content of www.linkmobility.com is not incorporated by reference into, or otherwise form part of, this Registration Document.

7.4 Approval of the Registration Document

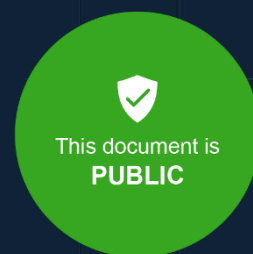
This Registration Document has been approved by the Norwegian FSA, as the competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Registration Document. Investors should make their own assessment as to the suitability of investing in the securities. This Registration Document has been drawn up as part of a simplified prospectus in accordance with Article 14 of the EU Prospectus Regulation.

⁵ The original page number as stated in the reference document.

8 DEFINITIONS AND GLOSSARY

In the Registration Document, the following defines terms have the following meanings:

A2P.....	Application-to-person
APIs.....	Application program interfaces
App.....	Mobile application
Articles of Association	The Company’s articles of association attached aa Appendix A to the Registration Document
Board members.....	Members of the Board of Directors
Board of Directors or the Board	The Board of Directors of the Company
CEO	Chief Executive Officer
CFO	Chief Financial Officer
COO.....	Chief Operating Officer
Company or LINK Mobility.....	LINK Mobility Group Holding ASA
CPaaS	Communication platform as a service
CRM.....	Customer Relationship Management
EEA.....	The European Economic Area
EU	The European Union
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
EUR	The lawful currency of the participating member states in the European Union
Group or LINK.....	The Company together with its consolidated subsidiaries
IFRS	International Financial Reporting Standards as adopted by the EU
ISIN.....	International Securities Identification Number
LEI.....	Legal Entity Identifier
Management	The member of the senior management of the Company
Member States	The participating member states of the European Union.
MMS	Multimedia messaging service
Netsize.....	Netsize UK Ltd and Netsize Espana SL
NOK.....	Norwegian Kroner, the lawful currency of Norway
Norwegian FSA.....	The Financial Supervisory Authority of Norway (Nw.: <i>Finanstilsynet</i>)
Norwegian Public Limited Companies Act .	Norwegian Public Limited Liability Companies Act of 13 June 1997 No 45
Norwegian Securities Trading Act.....	The Norwegian Securities Trading Act of 28 June 2007, no. 75 (Nw.: <i>verdipapirhandelloven</i>)
OTT	Over-the-Top
Oslo Stock Exchange.....	Oslo Børs ASA
Registration Document	This Registration Document dated 11 December 2024
PWC.....	PricewaterhouseCoopers AS
RCS	Rich Communication Services
Subsidiaries	The Company's directly or indirectly wholly owned companies
UK	The United Kingdom
VPS or Verdipapirsentralen	The Norwegian Central Securities Depository (Nw.: <i>Verdipapirsentralen</i>)



**VEDTEKTER FOR/ARTICLES OF ASSOCIATION
LINK MOBILITY GROUP HOLDING ASA**

Vedtatt/Adopted

29. mai 2024/29 May 2024

(Unofficial translation. The official language of these articles is Norwegian. In the event of any discrepancies between the English and Norwegian text, the Norwegian text shall prevail.)

**VEDTEKTER FOR
LINK MOBILITY GROUP HOLDING ASA**

Vedtatt 29. mai 2024

**ARTICLES OF ASSOCIATION OF
LINK MOBILITY GROUP HOLDING ASA**

Adopted on 29 May 2024

**1 SELSKAPSNAVN
FORRETNINGSKOMMUNE OG**

Navnet på selskapet er LINK Mobility Group Holding ASA. Selskapet er et allmennaksjeselskap.

Selskapets forretningskontor er i Oslo kommune.

2 AKSJEKAPITAL

Aksjekapitalen er NOK 1 493 532,170 bestående av 298 706 434 aksjer pålydende 0,005 hver.

Selskapets aksjer skal være registrert i Verdipapirsentralen (VPS).

3 OVERDRAGELSE AV AKSJER

Erverv av aksjer er ikke betinget av samtykke fra Selskapet. Aksjeeierne har ikke forkjøpsrett.

4 SELSKAPETS VIRKSOMHET

Selskapets virksomhet er å eie aksjer i andre selskaper og enten selv eller gjennom andre selskaper å utvikle og drifte programvare for mobil telefontjenester til private og offentlige virksomheter.

5 STYRE

Selskapet skal ha et styre bestående av mellom 5 og 9 aksjonærvalgte styremedlemmer.

6 GENERALFORSAMLINGEN

Den ordinære generalforsamling skal behandle:

- Godkjenning av årsregnskap og årsberetning, herunder utdeling av utbytte.
- Andre saker som i henhold til lov eller Selskapets vedtekter hører under generalforsamlingens myndighet.

1 COMPANY NAME AND BUSINESS OFFICE

The name of the company is LINK Mobility Group Holding ASA. The company is a public limited liability company.

The company's registered business office is in the municipality of Oslo, Norway.

2 SHARE CAPITAL

The share capital is NOK 1,493,532.170, consisting of 298,706,434 shares with a nominal value of NOK 0.005 each.

The shares of the Company shall be registered in the Norwegian Central Securities Depository.

3 TRANSFER OF SHARES

Acquisition of shares is not subject to approval by the Company. Shareholders do not have rights of first refusal in connection with transfer of shares.

4 BUSINESS OF THE COMPANY

The Company's business is to own shares in other companies, and either itself or through other companies, develop and operate software for mobile telephone services to private and public businesses.

5 BOARD OF DIRECTORS

The board of directors shall consist of between 5 and 9 shareholder elected board members.

6 THE GENERAL MEETING

The annual general meeting shall resolve:

- The approval of the annual accounts and annual report, as well as distribution of dividends.
- Other matters that the general meeting is required by law or the articles of association of the Company to resolve.

Aksjeeiere som vil delta i en generalforsamling i selskapet, skal melde dette til selskapet innen en frist som angis i innkallingen til generalforsamlingen, og som ikke kan utløpe tidligere enn to virkedager før generalforsamlingen. Styret kan, før det er sendt innkalling til generalforsamlingen, fastsette en senere frist for meldingen. Aksjeeier som ikke har meldt fra innen fristens utløp, kan nektes adgang.

Dokumenter som gjelder saker som skal behandles på generalforsamlingen, herunder dokumenter som etter loven skal inntas i eller vedlegges innkallingen til generalforsamlingen, behøver ikke å sendes til aksjeeierne hvis disse dokumentene tilgjengeliggjøres på Selskapets internettsider. En aksjeeier kan likevel kreve å få tilsendt disse dokumentene.

Aksjonærer kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. Styret kan fastsette nærmere instruks for slik forhåndsstemming. Det skal fremgå av generalforsamlingsinnkallingen hvilke retningslinjer som er fastsatt.

7 VALGKOMITÉ

Selskapet skal ha en valgkomité, som velges av generalforsamlingen.

Valgkomitéen skal bestå av to til tre medlemmer som utnevnes av generalforsamlingen, hvor flertallet av medlemmene skal være uavhengige av styret og ledende ansatte. Medlemmene i valgkomitéen, inkludert styrets leder, utnevnes av generalforsamlingen for en periode på to år med mindre generalforsamlingen beslutter å fravike denne ved utnevnelsen.

Valgkomitéen fremmer forslag til generalforsamlingen om (i) valg av styrets leder, styremedlemmer og eventuelle varamedlemmer, og (ii) valg av medlemmer til valgkomitéen.

Valgkomitéen fremmer videre forslag til generalforsamlingen om honorar til styret og valgkomitéen, som fastsettes av generalforsamlingen.

Generalforsamlingen kan fastsette instruks for valgkomitéen.

Shareholders who intend to attend a general meeting shall give the company written notice of their intention within a time limit given in the notice of the general meeting, which cannot expire earlier than two business days before the general meeting. The board may, before notice to the general meeting has been sent, set a later deadline for such notice. Shareholders, who have failed to give such notice within the time limit, can be denied admission.

Documents relating to matters to be dealt with by the general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the Company's website. A shareholder may nevertheless request that documents relating to matters to be dealt with at the general meeting, is sent to him/her.

The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting. The board of directors may establish specific guidelines for such advance voting. It must be stated in the notice of the general meeting which guidelines have been set.

7 NOMINATION COMMITTEE

The Company shall have a nomination committee, elected by the general meeting.

The nomination committee shall consist of two to three members elected by the general meeting, where the majority of the members shall be independent of the board and the management. The members of the nomination committee, including the chairman, will be elected by the general meeting for a term of two years unless the general meeting decides otherwise in connection with the election.

The nomination committee shall present proposals to the general meeting regarding (i) election of chair of the board, board members and any deputy members, and (ii) election of members to the nomination committee.

The nomination committee shall also present proposals to the general meeting for remuneration of the board and the nomination committee, which is to be determined by the general meeting.

The general meeting may adopt instructions for the nomination committee.



LINK Mobility Group Holding ASA
Gullhaug Torg 5
0484 Oslo
Norway

Legal Counsel to the Company

AGP Advokater AS
Haakon VIIs gate 6
0161 Oslo
Norway