

## **LINK Mobility Group Holding ASA - Completion of the Offering**

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Oslo, 20 October 2020: LINK Mobility Group Holding ASA ("LINK Mobility" or the "Company", OSE ticker "LINK") announces the completion of the bookbuilding period in the initial public offering of shares in LINK Mobility (the "Offering"). The offer price in the Offering was set at a fixed price of NOK 47.00 per share (the "Offer Price"). The Offer Price implies a market capitalization of LINK Mobility of approximately NOK 12.6 billion after the issuance of the New Shares (as defined below).

In summary:

- LINK Mobility will issue 53,200,000 new shares in conjunction with the Offering (the "New Shares"), raising gross proceeds of approximately NOK 2,500 million. There will be in total 267,398,740 shares in LINK Mobility in issue following the issuance of the New Shares.
- The selling shareholders in the Offering (the "Selling Shareholders") will sell 74,500,000 existing shares (the "Sale Shares") in the Offering. Assuming that the Over-Allotment Option (as defined below) is not exercised, Victory Partners VIII Limited, Karbon Invest AS, Sundahl ApS, Allterco AD, Arisona Holding AS, Pierre Poignot, Arnaud Hartmann and Guillaume Robert Van Gaver will retain an ownership in the Company of 40.59%, 6.91%, 3.70%, 0.33%, 0.24%, 0.17%, 0.17% and 0.06%, respectively. Assuming that the Over-Allotment Option (as defined below) is exercised in full, Victory Partners VIII Limited, Karbon Invest AS, Sundahl ApS, Allterco AD, Arisona Holding AS, Pierre Poignot, Arnaud Hartmann and Guillaume Robert Van Gaver will retain an ownership in the Company of 35.01%, 5.96%, 3.19%, 0.28%, 0.21%, 0.14%, 0.14% and 0.06%, respectively.
- The Managers (as defined below) have over-allotted 19,155,000 shares in the Offering (together with the New Shares and the Sale Shares, the "Offer Shares"), representing approximately 15% of the shares sold in the Offering, for a total transaction size of 146,855,000 shares. The Managers have exercised their option to borrow 19,155,000 shares from certain of the Selling Shareholders.
- After completion of the Offering, the free float of LINK Mobility will be approximately 48%, assuming no exercise of the Over-allotment Option and approximately 55%, assuming full exercise of the Over-allotment Option.
- Trading in the shares of LINK Mobility on the Oslo Stock Exchange will commence on 21 October 2020 on an "if issued/if sold" basis (conditional trading), as further described in the separate stock exchange notice regarding conditional trading to be published on 21 October 2020.
- The Offering attracted strong interest from investors and was more than 10 times covered outside the cornerstone investors.

The completion of the Offering and the issuance of the New Shares was resolved by the Company's board of directors at a board meeting held today, on 20 October 2020, in accordance with the authorisation granted to the board of directors at the extraordinary general meeting held on 2 October 2020.

Following registration of the share capital increase pertaining to the New Shares in the Norwegian Register of Business Enterprises, the share capital of LINK Mobility will be NOK 1,336,993.70, divided into 267,398,740 shares, each with a nominal value of NOK 0.005.

Notification of allotted shares and the corresponding amount to be paid by investors are expected to be communicated to investors on or around 21 October 2020. Investors in the retail offering, having access to investor services through their VPS account manager, will be able to check the number of shares allotted to them from 21 October 2020. The Managers may also be contacted for information regarding allocations.

As further described in the prospectus prepared and published by LINK Mobility dated 12 October 2020 (the "Prospectus"), certain of the Selling Shareholders have granted the Managers an over-allotment option to purchase additional shares. The option granted comprises up to 19,155,000 shares, at the Offer Price, to cover short positions resulting from over-allotments and stabilization activities made in connection with the Offering (the "Over-allotment Option"). The Over-allotment

Option is exercisable in whole or in part by ABG Sundal Collier ASA, as stabilization manager on behalf of the Managers, within a 30-day period commencing at the time at which "if issued/if sold" trading in the shares commences on the Oslo Stock Exchange, subject to the terms and conditions presented in the Prospectus. A separate disclosure will be issued by the stabilization manager regarding the over-allotment and stabilization activities.

ABG Sundal Collier ASA and Jefferies International Limited are acting as Joint Global Coordinators and Joint Bookrunners in connection with the Offering, while Carnegie AS is acting as Joint Bookrunner and SpareBank 1 Markets AS is acting as Co-Lead Manager (jointly the "Managers").

AGP Advokater AS is acting as Norwegian legal counsel to the Company and Paul Hastings LLP is acting as international legal counsel to the Company. Advokatfirmaet Thommessen AS is acting as Norwegian legal counsel to the Managers and Davis Polk & Wardwell London LLP is acting as international legal counsel to the Managers. TRY Råd is acting as communications adviser.

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### **About LINK Mobility**

LINK is one of Europe's leading providers of mobile messaging and Communications Platform as a Service ("CPaaS") solutions for customer engagement serving enterprise, SME and government customers. LINK offers a wide range of innovative and scalable mobile solutions, creating valuable digital convergence between businesses and customers, platforms and users. As of 30 June 2020, the Group had more than 33,000 customer accounts across Europe and in 2019, LINK exchanged 9.5 billion messages. For more information about LINK, see [www.linkmobility.com](http://www.linkmobility.com).

### **Important notice**

This announcement is for informational purposes only and does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in Australia, New Zealand, Canada, Japan or the United States, including its territories and possessions, any state of the United States and the District of Columbia (the "United States") or to any person to whom, or in any jurisdiction in which, such offer or solicitation is unlawful. The securities referred to herein may not be offered, subscribed, used, pledged, sold, resold, allotted, delivered or transferred, directly or indirectly, in or into the United States absent registration under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The offer and sale of the securities referred to herein has not been and will not be registered under the U.S. Securities Act or under the applicable securities laws of Australia, New Zealand, Canada or Japan. There will be no public offer of the securities referred to herein in the United States. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, New Zealand, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, New Zealand, Canada or Japan.

None of the Managers or any of their respective affiliates or any of their respective directors, officers, employees, advisors or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. This announcement has been prepared by and is the sole responsibility of the Company.

The Managers and their affiliates are acting exclusively for the Company and the selling shareholders and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the selling shareholders for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

This communication does not constitute an offer of the securities referred to herein to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the securities referred to herein. This communication is being distributed to and is directed only at (i) persons who are outside the United Kingdom or (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents. In relation to each Member State of the European Economic Area, other than Norway, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the EU Prospectus Regulation (as defined below).

This announcement is [an advertisement and is] not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended) as implemented in any Member State (the "EU Prospectus Regulation"). Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the prospectus prepared by the Company in connection with the Offering. Copies of the prospectus are available from the Company's registered office and, subject to certain exceptions, on the websites of the Company and the Managers: [www.linkmobility.com](http://www.linkmobility.com), [www.abgsc.no](http://www.abgsc.no), [www.carnegie.no](http://www.carnegie.no) and [www.sb1markets.no](http://www.sb1markets.no).

In connection with the Offering, the Managers and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the prospectus to the shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, such Managers and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "aims", "expect", "anticipate", "intends", "estimate", "will", "may", "continue", "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. The Company, each of the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

The Offering may be influenced by a range of circumstances, such as market conditions, and there is no guarantee that the Offering will proceed and that the listing will occur.

## MIFID PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

Solely for the purposes of the product approval process of the Managers, the target market assessment in respect of the securities described in the prospectus (the "Securities") has led to the conclusion that: (i) the target market for the Securities is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a "distributor") should take into consideration the Managers' target market assessment; however, and without prejudice to the Company's obligations in accordance with MiFID II, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the Managers' target market assessment) and determining appropriate distribution channels.

## STABILISATION

In connection with the Offering and in accordance with all applicable laws and rules, ABG Sundal Collier ASA, in its capacity as stabilisation manager for the Offering on behalf of the Managers, may (but will be under no obligation to) effect stabilisation transactions with a view to supporting the market price of the offer shares during the stabilisation period at a level higher than that which might otherwise prevail. However, stabilisation action may not necessarily occur and may cease at any time. Any stabilisation action may begin on or after the date of commencement of trading of the offer shares on the Oslo Stock Exchange on an "if issued/if sold" basis and, if begun, may be ended at any time, but it must end no later than 30 days after that date. Any stabilisation action must be conducted by the stabilisation manager in accordance with all applicable laws and rules and can be undertaken at the offices of the stabilisation manager and on the Oslo Stock Exchange. Stabilisation may result in an exchange or market price of the offer shares that is higher than might otherwise prevail, and the exchange or market price may reach a level that cannot be maintained on a permanent basis.

Any stabilisation activities will be conducted based on the same principles as set out in Section 3-12 of the Norwegian Securities Trading Act and the EC Commission Regulation 2273/2003 regarding buy-back programmes and stabilisation of financial instruments.

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