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## **LINK Mobility – Conditional trading in the shares of LINK Mobility Group Holding ASA from 21 October 2020**

Oslo, 21 October 2020: Reference is made to the announcement by LINK Mobility Group Holding ASA ("LINK Mobility" or the "Company" and together with its consolidated subsidiaries "LINK" or the "Group") on 20 October 2020 regarding the completion of the initial public offering of shares in the Company (the "Offering").

The shares in the Offering were offered at a fixed price of NOK 47.00 per share. The Company will issue 53,200,000 new shares, and the existing shareholders of the Company will sell in aggregate 74,500,000 existing shares, in connection with the Offering. The Managers (as defined below) have over-allotted 19,155,000 shares in the Offering, equal to approximately 15% of the shares sold in the Offering.

Trading in the shares of LINK Mobility on the Oslo Stock Exchange will commence on a conditional basis today, on 21 October 2020, while unconditional trading in the shares is expected to commence on 23 October 2020. In the period from 21 October 2020 to, and including, 22 October 2020 at 17:00 hours (CEST), all trading in the shares of LINK Mobility will be conditional upon (i) the force majeure events listed below not occurring and (ii) no termination of the underwriting agreement entered into in connection with the Offering upon a default by a Manager or several Managers (as defined below) as described below.

Terms not defined herein shall have the meaning set forth in the prospectus published by the Company dated 12 October 2020 (the "Prospectus").

The Joint Global Coordinators, on behalf of the Managers, have the right to terminate the underwriting agreement on the basis of force majeure if any of the following events occur prior to 17:00 hours (CEST) on 22 October 2020:

- (1) trading generally shall have been suspended or materially limited on, or by, as the case may be, any of the Oslo Stock Exchange, the London Stock Exchange, the New York Stock Exchange or the Nasdaq Global Market or maximum or minimum prices for trading have been fixed, or maximum ranges for prices of securities have been required by any of said exchanges or by such system or by order of any governmental authority;
- (2) a material disruption in securities settlement, payment or clearance services in Norway, the United States, or in the EEA shall have occurred; or
- (3) any moratorium on commercial banking activities shall have been declared by Norwegian, British or U.S. Federal or New York State authorities,

if the effect of any such event specified in clauses (1) through (3) above makes it impossible, in the judgement of the Joint Global Coordinators acting in good faith, taking into account general market conditions as a result of such events and the interest of investors in the offer shares, to proceed with the sale or delivery of the offer shares on the terms and in the manner contemplated in the Prospectus, and provided that the Joint Global Coordinators have notified the Oslo Stock Exchange and LINK in writing of such termination no later than at 17:00 hours (CEST) on 22 October 2020.

Further, the underwriting agreement may terminate if, prior to 17:00 hours (CEST) on 22 October 2020, (i) a Manager (or Managers) defaults in its obligation to subscribe/purchase offer shares and (ii) the aggregate number of offer shares with respect to which such default occurs is more than one-tenth of the aggregate number of offer shares to be purchased on such date, provided that the parties have notified the Oslo Stock Exchange of such termination no later than at 17:00 hours (CEST) on 22 October 2020.

The Managers may not invoke the termination provisions after 17:00 (CEST) on 22 October 2020.

Should the underwriting agreement be terminated, any trades in the shares of the Company carried out in the conditional period, and, as the case may be, any settlement and settlement transactions made for trading in the shares, will be cancelled. In such case, any payments for the shares will be returned.

Investors wanting to trade in their allocated shares through an internet account prior to commencement of the unconditional trading may be prevented from such trading until the shares have been registered on the investors' VPS account following settlement of the Offering. Investors wanting to trade in their allocated shares through an internet account prior to commencement of unconditional trading are therefore urged to confirm the possibility of this with their own account operator.

Anyone who trades in the shares of the Company during the period of conditional trading (i.e. from and including 21 October 2020 to, and including, 22 October 2020) must be informed that the trade is subject to the underwriting agreement not being terminated by the Managers for the reasons described above, and that any trades in such shares carried out in this period may be cancelled. In such case, any payments for the shares will be returned without interest or other compensation. This regards any trade in shares of the Company, regardless of whether it is existing shares or new shares, and regardless of whether the trades are done over the stock exchange. All dealings in the shares prior to settlement and delivery are at the sole risk of the parties concerned.

ABG Sundal Collier ASA and Jefferies International Limited are acting as Joint Global Coordinators and Joint Bookrunners in 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 to the Company.

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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.com](http://www.sb1markets.com).

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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