

NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

PROSPECTUS



Techstep ASA

(Techstep ASA is incorporated in Norway as a public limited company with its registered seat in Oslo, Norway)

Listing of 30,053,488 Teki Gruppen Consideration Shares, issued in the Teki Gruppen Transaction
Listing of 11,666,667 Mytos Consideration Shares, issued in the Mytos Acquisition
Listing of 1,333,332 Apro Consideration Shares, issued in the Apro Acquisition
Listing of 7,515,325 issued to minority shareholders of Teki Solutions and Nordialog Asker
Listing of 743,059 InfraAdvice Consideration Shares, issued in the InfraAdvice Acquisition
Listing of 17,543,860 Private Placement Shares, issued in a fully underwritten Private Placement

The information in this prospectus (the "**Prospectus**") relates to the listing on Oslo Børs by Techstep ASA ("**Techstep**" or the "**Company**", and together with its subsidiaries, the "**Group**") of 68,855,731 new shares in the Company ("**New Shares**"), each with a nominal value of NOK 1.00, of which 30,053,488 New Shares have been issued as consideration to the majority sellers of Teki Solutions AS (the "**Teki Gruppen Consideration Shares**" and the "**Teki Gruppen Transaction**"), 11,666,667 New Shares have been issued as consideration to the seller of Mytos AS (the "**Mytos Consideration Shares**" and the "**Mytos Acquisition**"), 1,333,332 New Shares have been issued as consideration to the sellers of Apro Tele and Data AS (the "**Apro Consideration Shares**" and the "**Apro Acquisition**"), 6,580,710 New Shares have been issued as consideration to the minority shareholders of Teki Solutions AS (the "**Teki Solutions Consideration Shares**" and the "**Teki Solutions Transaction**"), 934,615 New Shares have been issued as consideration to the sellers of shares in Nordialog Asker AS (the "**Nordialog Asker Consideration Shares**" and the "**Nordialog Asker Transaction**"), 743,059 New Shares have been issued as consideration to the seller of InfraAdvice Sweden AB (the "**InfraAdvice Consideration Shares**" and the "**InfraAdvice Acquisition**") and 17,543,860 New Shares have been issued in connection with a fully underwritten private placement completed 3 February 2017 (the "**Private Placement Shares**" and the "**Private Placement**").

The Company's shares ("**Shares**") are listed on Oslo Børs under the ticker code "TECH".

This Prospectus does not constitute an offer or an invitation to buy, subscribe or sell the securities described herein and the Prospectus relates solely to the listing. Prospective investors should read this Prospectus in its entirety. Investing in the Shares involves high risk. See Section 2 "Risk Factors" beginning on page 20.

Managers:

Arctic Securities DNB Markets

The date of this Prospectus is 28 April 2017

IMPORTANT INFORMATION

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (Nw. verdipapirhandeloven) (the "**Norwegian Securities Trading Act**") and related secondary legislation, including the Commission Regulation (EC) no. 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 regarding information contained in prospectuses (the "**Prospectus Directive**") as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements ("**Prospectus Regulation**"). This Prospectus has been prepared solely in the English language. The content of this Prospectus is based on the following checklists: "ANNEX XXV Minimum Disclosure Requirements for the Share Registration Document for SMEs and companies with reduced market capitalization", "Annex III Minimum Disclosure Requirements for the Share Securities Note" and "ANNEX XXII Disclosure requirements in summaries". The Prospectus is prepared in accordance with the proportionate disclosure regime in the Prospectus Directive as the Company is regarded a company with low market value, meaning that the Company had an average market value below EUR 100,000,000 calculated on the basis of annual closing prices over the last three calendar years. The Financial Supervisory Authority of Norway (Nw. Finanstilsynet) (the "**Norwegian FSA**") has reviewed and on 28 April 2017 approved this Prospectus in accordance with sections 7-7 and 7-8 of the Norwegian Securities Trading Act. This Prospectus is valid for a period of twelve months following the date of approval by the Norwegian FSA. The Norwegian FSA has not verified or approved the accuracy or completeness of the information included in this Prospectus. The approval by the Norwegian FSA only relates to the information included in accordance with pre-defined disclosure requirements. The Norwegian FSA has not made any form of verification or approval relating to corporate matters described in or referred to in this Prospectus.

The information contained herein is current as at the date hereof and subject to change, completion and amendment without notice. In accordance with section 7-15 of the Norwegian Securities Trading Act, significant new factors, material mistakes or inaccuracies relating to the information included in this Prospectus that are capable of affecting the assessment of the Shares between the time when this Prospectus is approved and the date of admission to trading of the Shares on the Oslo Børs, will be included in a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus, nor the delivery of any Shares, shall under any circumstances create any implication that there has been no change in the Group's affairs or that the information herein is correct as at any date subsequent to the date of this Prospectus.

The Company has engaged Artic Securities AS and DNB Markets (a part of DNB Bank ASA) as Managers (the "**Managers**") in connection with the Private Placement and the listing of the Private Placement Shares on the Oslo Børs. The Managers are acting for the Company and no one else in relation to the Private Placement and the listing of the Private Placement Shares on the Oslo Børs. The Managers will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Managers or for providing advice in relation to the Private Placement or the listing.

No person is authorised to give information or to make any representation in connection with the Private Placement other than as contained in this Prospectus. 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 or advisors of any of the foregoing.

The distribution of this Prospectus may be restricted by law. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Private Placement Shares and no one has taken any action that would permit a public offering of Shares to occur. Accordingly, neither this Prospectus nor

any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable law and regulation. The Company and the Managers require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions.

The Shares may, in certain jurisdictions, be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents is prohibited.

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

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- 1 Articles of Association

1 SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7).

This Summary contains all the Elements required to be included in a Summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the Summary with the mention of "not applicable".

1.1 Section A – Introduction and warnings

A.1	Warnings	This summary should be read as introduction to the prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Prospectus before the legal proceedings are initiated; and Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities. For the definitions of terms used throughout this Prospectus, see Section 15 "Definitions and Glossary of terms".
A.2	Consent to use prospectus by financial intermediaries	Not applicable.

1.2 Section B – Issuer

B.1	Legal and Commercial Name	The Company's legal name is Techstep ASA, and is sometime referred to commercially as Techstep.
B.2	Domicile/ Legal Form/ Legislation/	The Company is a public limited liability company incorporated under the laws of Norway in accordance with the Norwegian Public

	Country of Incorporation	Limited Liability Companies Act ("PLCA") with organisation number 977 037 093. The Company's registered office and principal place of business is at Brynsveien 3, 0667 Oslo, Norway and its telephone number is +47 915 233 37.
B.3	Key factors relating to operations/ Activities/ Products sold/ Services performed/ Principal markets	Techstep is a business to business ("B2B") solutions and services provider offering mobile hardware and subscriptions, and solutions for mobility and communications. Techstep, along with its subsidiaries, are building and expanding their market offerings to become the preferred digital workplace vendor. The strategy for building the solutions platform is through organic growth, acquisitions and partnerships with an aim to become a fully integrated digital solutions provider. The Company's two main business segments are: (i) Hardware, represented under the Nordialog brand of Teki Solutions and under the brand Telering of Apro, and (ii) Solutions, represented by SmartWorks, Mytos and InfraAdvice, direct or indirect subsidiaries of the Company. The principal markets in which the Group competes is the mobility and communications industry in Norway, and with the acquisition of InfraAdvice the Group also gains access to the Swedish market.
B.4 a	Recent significant trends	Techstep operates in a structurally attractive enterprise mobility market, where there are strong demand and growth opportunities. Since the first acquisitions were made in the summer and autumn of 2016, Techstep has taken major steps to position itself as a leading, complete provider of the digital workplace and enterprise mobility management in the Nordics. Strategically important acquisitions have been made to complement Techstep's product portfolio and increase its customer base. The decline in hardware sales is expected to continue in the first half of 2017, but the initiatives that have been implemented and planned are expected to have a compensatory effect in the second half of 2017. The Company and the organization are currently undergoing a restructuring and transformation to deliver according to a revised strategy. Techstep will concentrate on the development of five key areas in 2017: - Establish "Mobile as a Service" ("MaaS"), an integrated service that bundles hardware, a mobile platform, support and service, and business applications tailored to the customer, and sell this as a monthly fee per user.

		- Change the sales focus from one-off hardware sales to recurring revenue by establishing a “solution hub” that can package solutions for sale. - Expand geographically in the Nordic region by establishing presence in Sweden. - Streamline distribution by establishing self-service and package solutions for the products and services that are offered to customers. Strengthen partnerships through increased sales and closer cooperation with selected partners															
B.5	The Group	The Company, the parent company of the Group, is a holding company and the operations of the Group are carried out through the subsidiaries of the Group.															
B.6	Persons having an interest in the Company's capital or voting rights	All ordinary Shares issued by the Company have equal voting rights, with each Share carrying the right to 1 vote at the General Meeting. Shareholders owning 5% or more of the Shares have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Act. As of the date of the Prospectus, the only shareholders who, to the knowledge of the Company, have a notifiable interest under Norwegian law, are: <table> <tr> <th>Name of shareholder</th><th>No. of Shares and New Shares</th><th>%</th></tr> <tr> <td>Zono Holding AS</td><td>62,706,966</td><td>44.39%</td></tr> <tr> <td>Datum AS</td><td>14,358,772</td><td>10.16%</td></tr> <tr> <td>Palos AS</td><td>11,666,667</td><td>8.26%</td></tr> <tr> <td>Skarestrand Invest AS</td><td>7,513,372</td><td>5.32%</td></tr> </table> The Company is not aware of any shareholder agreements or other similar understandings among its shareholders that may result in a change in control of the Company. To the best of the Company's knowledge and belief, no shareholder, or group of shareholders, controls the Company, directly or indirectly. Note that Zono Holding AS has, as announced on 3 April 2017, decided to transfer 59,706,959 Shares in Techstep to its shareholders as distribution in kind in connection with completion of a share capital reduction. The distributions will be effected as soon as practically possible after the decision to complete the share capital reduction has been registered in the Norwegian Registry of Business Enterprises. No consideration will be paid for the shares. After the transfers, Zono Holding AS will hold 3,000,007 Shares in Techstep.	Name of shareholder	No. of Shares and New Shares	%	Zono Holding AS	62,706,966	44.39%	Datum AS	14,358,772	10.16%	Palos AS	11,666,667	8.26%	Skarestrand Invest AS	7,513,372	5.32%
Name of shareholder	No. of Shares and New Shares	%															
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Palos AS	11,666,667	8.26%															
Skarestrand Invest AS	7,513,372	5.32%															

B.7	Selected historical key financial information	The following selected financial information for the years ended 31 December 2015 and 31 December 2016 has been extracted from the Company's audited consolidated financial statement as of and for the year ended 31 December 2016. Note that the Teki Gruppen Transaction for accounting purposes has been carried out as a reversed takeover, see Section 9.1 for a further description. The Company's annual financial statement has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). The selected financial information included herein should be read in connection with, and is qualified in its entirety by reference to, the annual financial statement for the year 2016, which is incorporated by reference to this Prospectus, see Section 14.2.		
	Selected statement of income data			
	(amounts in NOK 1 000)	2016	2015	
	Revenue	570 526	622 508	
	Other revenue	2 972	7 818	
	Total revenue	573 498	630 325	
	Cost of materials	405 210	447 472	
	Salaries and personnel costs	104 041	99 787	
	Depreciation	903	1 349	
	Amortisation intangible assets	18 984	22 655	
	Other operation costs	51 169	58 624	
	Other cost	17 511	0	
	Total operating expenses	597 818	629 887	
	Operating profit	(24 319)	438	
	Financial income and expense	(5 117)	(10 216)	
	Technical loss	(21 217)	0	
	Net financial expense	(26 334)	(10 216)	
	Profit before taxes	(50 654)	(9 778)	
	Income taxes	5 954	1 697	
	Net income	(44 700)	(8 081)	
	Net income attributable to			
	Non-controlling interests	(4 245)		
	Shareholders of Techstep ASA	(40 455)	(8 081)	
	Earnings per share in NOK:			
	Net income after tax	(1,17)	(0,80)	
	Other comprehensive income	(44 700)	(8 081)	

Selected balance sheet data

(amounts in NOK 1 000)	2016	2015	01.01.2015
Assets			
Intangible assets			
Deferred tax asset	857	0	0
Goodwill	253 378	253 378	251 700
Customer relations	18 116	37 247	59 902
Total intangible assets	272 350	290 624	311 602
Tangibles	3 159	3 652	4 244
Total tangible and intangible assets	275 509	294 276	315 846
Financial assets			
Associated companies	13 349	14 195	0
Shares and investments	27 973	4 973	7 973
Other non-current assets	506	930	801
Total financial assets	41 829	20 098	8 774
Total non-current assets	317 338	314 374	324 620
Inventories	9 526	12 137	13 906
Accounts receivable	83 250	68 385	62 942
Other receivable	16 603	40 700	38 393
Total inventories and receivables	109 379	121 221	115 241
Cash and cash equivalents	81 692	18 982	17 138
Total current assets	191 071	140 203	132 379
Total assets	508 409	454 578	456 999
	2016	2015	01.01.2015
Equity			
Share capital	102 476	244	32
Other equity	132 631	42 081	(147 057)
Total equity attributable to the owners of Techstep ASA	235 107	42 326	(147 025)
Non-controlling interests	25 187	0	0
Total equity	260 294	42 326	(147 025)
Liabilities			
Deferred tax	0	9 901	16 616
Non-current interest bearing debt	12 656	31 250	60 000
Non-current interest bearing debt to shareholders	0	24 848	157 850
Other non-current debt	0	308	10 166
Total non-current debt	12 656	66 307	244 632
Current interest bearing liabilities	113 721	218 038	259 244
Accounts payable	62 050	56 045	50 250

	Tax payable	9 338	4 299	552
	Public taxes, provisions	14 007	9 597	12 131
	Other current liabilities	36 342	57 967	37 215
	Total current debt	235 458	345 945	359 392
	Total liabilities	248 114	412 252	604 024
	Total equity and liabilities	508 409	454 578	456 999
	Selected statement of cash flow data			
	(amounts in NOK 1 000)	2016	2015	
	Profit before tax	(50 654)	(9 778)	
	Profit from associated company	(157)	444	
	Amortisation intangible assets	18 984	22 655	
	Depreciation tangible assets	903	1 349	
	Technical loss reversed takeover	21 217	0	
	Taxes paid	(4 224)	(552)	
	Changes in net operation working capital	(16 940)	19 113	
	A Net cash flow from operation activities	(30 871)	33 231	
	Investment in subsidiaries	0	(16 889)	
	Investment in financial assets	424	(129)	
	Investment in machinery, inventories	(410)	(757)	
	B Net cash used on investment activities	14	(17 775)	
	Repayment of shareholder loans	(24 848)	(133 002)	
	Repayment of other long term debt	(18 902)	(9 858)	
	Change in interest bearing debt	60 720	(69 956)	
	Cash from acquisition of Techstep ASA	10 306	197 432	
	Cash from acquisition of Zono AS	55 000	0	
	Non-monetary items charged to equity capital	11 291	0	
	C Net cash flow from financing activity	93 567	(15 383)	
	Net change in cash and cash equivalents (A+B+C)	62 710	72	
	Cash and cash equivalents as of January 1	18 982	17 138	
	Selectit Telecom / Data & Tele Øst		1772	
	Cash and cash equivalents as of December 31	81 692	18 982	
	Significant subsequent changes	In February 2017, an agreement to acquire the software company Mytos AS for NOK 120 million was signed and concluded, in addition to a binding agreement to acquire the hardware supplier Apro Tele og Data AS for NOK 15.5 million. Mytos brings market-leading software and a cloud-based solution for control of mobile expenses for businesses to us, while Apro is a leading supplier of fixed network IP and mobile solutions with special expertise in the public sector. In		

		addition, the remaining 21.84% ownership interest in Teki Solutions AS and the remaining 50% ownership interest in Nordialog Asker were acquired, which secured Techstep full ownership of the companies. The acquisitions were settled by a combination of cash, consideration shares, and the settlement of shareholder and supplier loans. In February 2017, an agreement was concluded to establish Techstep Finance, a joint venture with an experienced financing and operations partner, which will be a key part of Techstep's future delivery of MaaS. In connection with these transactions, and to finance future acquisitions and further growth, a successful, oversubscribed private offering of NOK 100 million was carried out. In March 2017, an agreement was signed to acquire the Swedish EMM specialist InfraAdvice for SEK 18.5 million. InfraAdvice brings a complementary customer portfolio with it and strengthens the delivery capability of Techstep in Sweden.
B.8	Selected key pro forma financial information	Not applicable. No pro forma financial information included in the Prospectus.
B.9	Profit forecast or estimate	Not applicable. No profit forecasts or estimates are included in the Prospectus.
B.10	Qualifications in audit report	Not applicable. There are no qualifications in the audit reports.
B.11	Working capital	The Company is, as of the date of this Prospectus, of the opinion that the Group's working capital is sufficient for the Group's present requirements in a twelve months perspective as from the date of this Prospectus.

1.3 Section C – Securities

C.1	Type and class of securities	The Company has one class of Shares in issue and all Shares are equal in all respects. The Shares are issued pursuant to the PLCA and registered electronically in the VPS under ISIN NO 0003095309. The New Shares have been issued on a separate ISIN 0010778681 and delivered to the investors, and will be converted to the current listed ISIN of Techstep and become tradable on Oslo Børs as soon as practically possible following the publication of this Prospectus.
C.2	Currency	The Shares are issued in NOK and are quoted and traded in NOK.
C.3	Number of shares/ Par value	At the date of this Prospectus, the Company's share capital is NOK 141,277,820, divided into 141,277,820 Shares, each with a par value of NOK 1.00. The Company holds 1,914 treasury shares and the number of Shares outstanding will consequently be 141,275,906.

C.4	Rights attached	The Company has one class of Shares in issue, and in accordance with the PLCA, all Shares in that class provide equal rights in the Company. Each of the Company's Shares carries one vote.
C.5	Restrictions	The Shares are freely transferable. The Company's current articles of association (the " Articles of Association ") do not contain any provisions imposing limitations on the ownership of the Shares and there are no limitations under Norwegian law on the rights of non-residents or foreign owners to hold or vote for the Shares.
C.6	Listing and admission to trading	The Shares are listed on Oslo Børs under ticker code "TECH". The listing on Oslo Børs of the New Shares is subject to approval of the Prospectus by the Norwegian FSA under the rules of the Norwegian Securities Trading Act. Such approval was granted on 28 April 2017 and the New Shares are expected to be listed on Oslo Børs at 28 April 2017. The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market.
C.7	Dividend policy	Techstep has not established any dividend policy. However, the Company's aim and focus is to enhance shareholder value and provide an active market in its shares. Techstep has historically never declared or paid any dividends on its shares and does not anticipate paying any cash dividends for 2017 or the next few years. Techstep intends to retain future earnings, if any, to finance operations and the expansion of its business. Any future determination to pay dividends will depend on the Company's financial condition, results of operations and capital requirements.

1.4 Section D – Risks

D.1	Key risks specific to industry or the Company	Key operational risks: • The Company's business platform was established during 2016, and as it is a relatively new business platform, there is a risk that the Company may not be able to develop the business and generate revenues in line with objectives and expectations; • The mobility solutions and communications industry and the market for sale of related hardware, is highly competitive; • There can be no assurance that the Company will be able to successfully respond to new technological developments and challenges or identify and respond to new market opportunities and new services; • There are risks related to the Company's aim of future growth and there can be no assurance that the integration of already acquired and future acquired businesses will be successful; • The Company has entered into transaction documents whereby the Company has issued representations and warranties that could negatively impact the Company's revenue; • Certain Group companies operate under a franchise agreement with Kjedehuset, and the franchise system, concept and
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		documentation are ultimately held and owned by Telenor, including the brands Nordialog and Telehuset. Thus, if Kjedehuset or Telenor decides to amend or terminate any agreements in connection with the franchise system, this could have a material adverse effect on the Group's business, revenue and financial condition; • There can be no assurance that the Group will be able to recruit, motivate and retain sufficient numbers of qualified employees in the future, which may have a material adverse effect on the Group's business, financial condition, results of operations or prospects; • The Group's business and organisation is currently undergoing a restructuring and transformation to deliver on a revised strategy, and there are risks and uncertainties concerning the ability to implement such strategies and to complete the restructuring and transformation.
D.3	Key risks specific to the securities	Prospective investors should consider, among other factors, the following risks related to the securities described herein: • The market price of the Shares may fluctuate significantly; • Future issuances of Shares or other securities in the Company could dilute the holdings of shareholders and could materially affect the price of the Shares; • Investors may not be able to exercise their voting rights for Shares registered in a nominee account; • Investors in other jurisdictions than Norway may not be able to enforce any judgement obtained in such jurisdiction against the Company or its directors or executive officers in Norway; • The transfer of the Shares may be subject to restrictions on transferability and resale in certain jurisdictions.

1.5 Section E – Offer

E.1	Net proceeds/ Estimated Expenses	The net proceeds of the Private Placement is expected to be approximately NOK 95,000,002, net of costs and expenses related to the Private Placement. The Consideration Shares were issued against contribution consisting of shares in the Company and did, as such, not give any cash proceeds to the Company. Costs in relation to the issuance of the Consideration Shares that will be borne by the Company in connection with the Teki Gruppen Transaction are estimated to approximately NOK 600,000, and the costs in connection with the acquisition of Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro are estimated to approximately NOK 250,000, primarily for financial and legal advisors.
E.2a	Reasons for the issuance of new shares and use of proceeds	The Consideration Shares were mainly issued against contribution consisting of shares in Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro and did, as such, not give any cash proceeds to the Company. The acquisition of Teki Solutions formed the basis for the Company's new business platform. The acquisition of Nordialog

		Asker and Apro further strengthen the Company's offerings within the Hardware and subscriptions segment, and the acquisitions of Mytos and InfraAdvice were carried out to strengthen Techstep's solution portfolio with new capabilities and add to the customer base in Norway and Sweden. The Private Placement was carried out in connection with the acquisition of Mytos and Apro and to further strengthen the Company's balance sheet for further growth. The net proceeds from the Private Placement will be used for further acquisitions to strengthen the position of the Company as well as for general corporate purposes, including but not limited to working capital, capital expenditures and growth.																						
E.3	Terms and conditions	The Private Placement On 3 February 2017, the Company publicly announced that it had raised NOK 100,000,002 in gross proceeds through a fully underwritten private placement of 17,543,860 Private Placement Shares, divided into two tranches, each with a par value of NOK 1.00, at a subscription price of NOK 5.70 per share ("Private Placement Subscription Price"). Below is an overview of the terms and timetable for the Private Placement: <table><tr><td>Number of new shares in the Private Placement:</td><td>17,543,860</td></tr><tr><td>Private Placement Subscription Price:</td><td>NOK 5.70</td></tr><tr><td>Payment date:</td><td>7 February 2017 (Tranche 1), 30 March 2017 (Tranche 2)</td></tr><tr><td>Registration of share capital increase:</td><td>9 February 2017 (Tranche 1), 31 March 2017 (Tranche 2)</td></tr><tr><td>Delivery of the Private Placement Shares issued in Tranche 1:</td><td>On or about 13 February 2017 (regular T+2 settlement)</td></tr><tr><td>Delivery of the Private Placement Shares issued in Tranche 2:</td><td>On 31 March 2017</td></tr><tr><td>Listing of the Private Placement Shares:</td><td>The Private Placement Shares are expected to be listed on Oslo Børs at 28 April 2017</td></tr><tr><td>Number of Shares pre Private Placement:</td><td>102,475,577, each Share with a par value of NOK 1.00.</td></tr><tr><td>Number of Shares post Private Placement Tranche 1:</td><td>114,756,279, each Share with a par value of NOK 1.00.</td></tr><tr><td>Number of Shares post Private Placement Tranche 2:</td><td>139,201,429, each Share with a par value of NOK 1.00.</td></tr><tr><td>Rights to the Private Placement Shares:</td><td>The Private Placement Shares are in all respects equal to the ordinary Shares of the Company.</td></tr></table>	Number of new shares in the Private Placement:	17,543,860	Private Placement Subscription Price:	NOK 5.70	Payment date:	7 February 2017 (Tranche 1), 30 March 2017 (Tranche 2)	Registration of share capital increase:	9 February 2017 (Tranche 1), 31 March 2017 (Tranche 2)	Delivery of the Private Placement Shares issued in Tranche 1:	On or about 13 February 2017 (regular T+2 settlement)	Delivery of the Private Placement Shares issued in Tranche 2:	On 31 March 2017	Listing of the Private Placement Shares:	The Private Placement Shares are expected to be listed on Oslo Børs at 28 April 2017	Number of Shares pre Private Placement:	102,475,577, each Share with a par value of NOK 1.00.	Number of Shares post Private Placement Tranche 1:	114,756,279, each Share with a par value of NOK 1.00.	Number of Shares post Private Placement Tranche 2:	139,201,429, each Share with a par value of NOK 1.00.	Rights to the Private Placement Shares:	The Private Placement Shares are in all respects equal to the ordinary Shares of the Company.
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Rights to the Private Placement Shares:	The Private Placement Shares are in all respects equal to the ordinary Shares of the Company.																							

E.4	Interests material to the issue	The Managers and their affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers, their employees and any affiliate may currently own existing Shares in the Company. The Managers do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Managers fee in relation to the Private Placement was 3% of the gross proceeds from the Private Placement, NOK 3.0 million. The sellers of shares in Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro, have an interest in the issuance of the Consideration Shares as they received such New Shares as transaction consideration. In connection with the Teki Gruppen Transaction, Middelborg AS (a company owned by Board member Kristian G. Lundkvist) has been compensated with NOK 1.2 million related to structural and transaction work. In connection with the Private Placement, the Underwriters received an underwriting commission of 2%, corresponding to NOK 2 million in aggregate. One of the major shareholders in the Company, Datum AS, was one of the Underwriters and received 3,508,771 Private Placement Shares. Further, Chairman of the Board of Directors, Einar J. Greve (through his wholly owned company Cipriano AS) and Board member Kristian Lundkvist (through his wholly owned company Middelborg AS) was each allocated 877,193 Private Placement Shares. Other than what is set out above, there are no other interests (including conflict of interests) of natural and legal persons involved in the Private Placement.
E.5	Selling shareholders and lock-up	The Private Placement Shares will not be subject to lock-up. The sellers of shares in Teki Solutions have entered into a lock-up undertaking not to sell or otherwise dispose of (including by mortgaging) the Teki Gruppen- and Teki Solutions Consideration Shares, whereby 1/3 of the Teki Gruppen- and Teki Solutions Consideration Shares cannot be sold until 12 months following closing of the respective transaction; 1/3 of the Teki Gruppen- and Teki Solutions Consideration Shares cannot be sold until 18 months following closing of the respective transaction; while the remaining 1/3 of the Teki Gruppen- and Teki Solutions Consideration Shares cannot be sold until 24 months following closing of the respective Transaction. Middelborg AS can consent to exceptions and, in certain

		circumstances, will be obliged to give consent. The sellers in the Nordialog Asker Transaction has entered into a lock-up undertaking not to sell or otherwise dispose of (including by mortgaging) the Nordialog Asker Consideration Shares without prior written consent from the Company for a period of 12 months after the closing of the transaction. For a further description, see Section 5.2.6. Mytos Systems AS has entered into a lock-up undertaking on the Mytos Consideration Shares whereby 1/3 of the Mytos Consideration Shares are subject to lock-up until 7 November 2017, 1/3 of the Mytos Consideration Shares are subject to lock-up until 7 May 2018 and the remaining 1/3 of the Mytos Consideration Shares are subject to lock-up until 7 November 2019. During this period, Mytos Systems AS may not sell, transfer, assign, pledge, encumber, hypothecate or similar of dispose of any interest in or over or right attaching to any of the Mytos Consideration Shares. Certain exceptions apply if Middelborg AS or any of its affiliates transfer shares in the Company. Each of the sellers of Apro have entered into a lock-up undertaking on the Apro Consideration Shares whereby 1/3 of the Apro Consideration Shares are subject to lock-up until 7 November 2017, 1/3 of the Apro Consideration Shares are subject to lock-up until 7 May 2018 and the remaining 1/3 of the Apro Consideration Shares are subject to lock-up until 7 November 2018. SysTown International AB has entered into a lock-up undertaking on the InfraAdvice Consideration Shares whereby 1/3 of the InfraAdvice Consideration Shares are subject to lock-up until 1 March 2018, 1/3 of the InfraAdvice Consideration Shares are subject to lock-up until 1 September 2018 and the remaining 1/3 of the InfraAdvice Consideration Shares are subject to lock-up until 1 March 2019.																									
E.6	Dilution	The table below set out the immediate dilutive effect after the issuance of the New Shares as described in Section 5. <table><tr><th>Transaction</th><th>Number of Shares prior to transaction</th><th>New Shares issued in transaction</th><th>Number of Shares post transaction</th><th>Dilutive effect</th></tr><tr><td>Teki Gruppen Transaction</td><td>72,422,089</td><td>30,053,488</td><td>102,475,577</td><td>29.33%</td></tr><tr><td>Private Placement Shares allocated in Tranche 1</td><td>102,475,577</td><td>12,280,702</td><td>114,756,279</td><td>10.7%</td></tr><tr><td>Mytos Acquisition</td><td>114,756,279</td><td>11,666,667</td><td>126,422,946</td><td>9.23%</td></tr><tr><td>Teki Solutions - and Nordialog Asker Acquisition</td><td>126,422,946</td><td>7,515,325</td><td>133,938,271</td><td>5.61%</td></tr></table>	Transaction	Number of Shares prior to transaction	New Shares issued in transaction	Number of Shares post transaction	Dilutive effect	Teki Gruppen Transaction	72,422,089	30,053,488	102,475,577	29.33%	Private Placement Shares allocated in Tranche 1	102,475,577	12,280,702	114,756,279	10.7%	Mytos Acquisition	114,756,279	11,666,667	126,422,946	9.23%	Teki Solutions - and Nordialog Asker Acquisition	126,422,946	7,515,325	133,938,271	5.61%
Transaction	Number of Shares prior to transaction	New Shares issued in transaction	Number of Shares post transaction	Dilutive effect																							
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Teki Solutions - and Nordialog Asker Acquisition	126,422,946	7,515,325	133,938,271	5.61%																							

		Private Placement Shares allocated in Tranche 2	133,938,271	5,263,158	139,201,429	3.78%
		InfraAdvice Acquisition	139,201,429	743,059	139,944,488	0.53%
		Apro Acquisition	139,944,488	1,333,332	141,277,820	0.94%
		Total dilutive effect	72,422,089	68,855,731	141,277,820	48.74%
E.7	Estimated expenses charged to investor	Not applicable. No expenses will be charged to the investor by the Company.				

2 RISK FACTORS

2.1 General

Investing in Shares in the Company involves a high degree of risk. An investor considering an investment in the Shares should consider carefully the following risk factors, being the principal known risks and uncertainties faced by the Company as of the date hereof that the Company believes are the material risks relevant to an investment in the Shares, as well as the other information contained in this Prospectus. Should any of the following risks occur, it could have a material adverse effect on the Company's business, prospects, results of operations, cash flows and financial position, and the price of the Shares may decline, causing investors to lose all or part of their invested capital.

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 materialize to a greater or lesser degree. The order in which the individual risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of the severity or significance of individual risks.

An investment in the Shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment.

The information is presented as of the date hereof and is subject to change, completion or amendment without notice.

2.2 Operational risks

2.2.1 Business platform under development and competitive situation

Techstep is a business to business ("**B2B**") solutions and services provider offering mobile hardware and subscriptions, and solutions for mobility and communications. Techstep's business platform was established during 2016, following the divestment of Birdstep Technology AB and the acquisitions of Zono AS and 53.94 % of the shares in Teki Solutions AS ("**Teki Solutions**"). The business platform was further strengthened by the acquisition of the remaining shares in Teki Solutions and Nordialog Asker AS ("**Nordialog Asker**"), and the acquisition of Mytos AS ("**Mytos**"), InfraAdvice Sweden AB ("**InfraAdvice**") and Apro Tele og Data AS ("**Apro**") during first quarter 2017. As this is a relatively new business platform for the Company, there is a risk that the Company is not able to develop the business and generate revenues in line with objectives and expectations.

The mobility solutions and communications industry and the market for sale of related hardware, is highly competitive. The Company's success is dependent on its ability to retain current and attract new customers. There can be no assurance that the Company will be able to respond to existing and new sources of competition. The strong competition in the communications industry and competition between B2B providers may make it difficult for the Company to attract and retain customers, result in lower prices for the Company's services or a loss of market share. Competition may therefore have material adverse effects on the Company's business, financial condition, results of operations or prospects.

2.2.2 Risk related to future development of technology

The mobility solutions and communications industry and the sale of related hardware is characterised by rapid changes in technology, new evolving standards, emerging competition and frequently new product and service introductions. The Company's future business prospects are to a large degree dependent on its ability to meet changing customer preferences, to anticipate and respond to technological changes and to develop effective and competitive relationships with its customers. There can be no assurance that the Company will be able to successfully respond to new technological developments and challenges or identify and respond to new market opportunities and new services. Future technological development could have material adverse effects on the Company's business, financial condition, results of operations or prospects.

In addition, the Company's efforts to respond to technological innovations and competition may require significant financial investments and resources. Furthermore, there can be no assurance that the Company will have the necessary financial and human resources to respond to new technological changes and innovations and emerging competition.

2.2.3 Risk related to implementation of the Company's strategies and strategic alliances

To become a fully integrated digital solutions provider, the strategy for building the solutions platform is through organic growth, acquisitions and partnerships. Organic growth will come from selling and delivering more solutions to existing customers, as well as acquiring new customers. As part of the Group's growth strategy, acquisitions, joint ventures and strategic alliances will be constantly evaluated. There are risks and uncertainties concerning the ability to identify and implement such opportunities and partners. The failure of identifying and implementing such partners may have an adverse effect on the Company's growth, earnings and market capitalization.

2.2.4 Risks related to future growth

The Group may acquire or contract companies, enterprises or assets in the future as a part of its growth strategy. The Group may experience difficulties in developing or integrating these additional assets, businesses and/or employees into its existing operations. Future growth will depend upon a number of factors, both within and outside of the Company's control. It may not be successful in expanding its operations, and any expansion may not be profitable, or may result in losses for the Group.

If the Group's operations continue to expand, the Group may need to increase the number of employees and enhance the scope of operational and financial systems to handle the increased complexity and a potential expansion of the Group's operations. The Company cannot give any assurance that it or the Group companies will be able to attract and retain qualified management and employees for this purpose or that the Group's current operational and financial systems and controls will be adequate as the Group grows.

2.2.5 Dependency on franchise agreement with Kjedehuset and other contractual risks

In order to establish the Company's business platform and carry out sales and acquisitions of strategically important businesses, the Company has entered into transaction documents whereby the Company has issued representations and warranties. The representations include, but are not limited to, absence of conflicts, financial statements, restrictions on business activity, intellectual

property, product warranties and employee benefit plans. However, while carefully evaluated at the time of the agreements, the representations and warranties could negatively impact the Company's revenue.

The sale of mobile hardware and subscriptions is mainly carried out through the Company's Nordialog business under Teki Solutions, which has franchise agreements with Kjedehuset AS ("**Kjedehuset**"). Kjedehuset is the formal party to material customer agreements and enjoys and may exercise rights (and liabilities) under such agreements, and is inter alia entitled to terminate customer agreements, receive notifications, accept amendments to its agreements etc. The Company cannot give any assurance that Kjedehuset will not exercise such rights, and if Kjedehuset exercise these rights it could have material adverse effects on the Company's business, financial condition, results of operations or prospects.

The franchise agreement refers to a license agreement between Telenor and Kjedehuset and the franchise system, concept and documentation are ultimately held and owned by Telenor, including the brands Nordialog and Telehuset. Thus, if Telenor decides to amend or terminate such agreements, this could have a material adverse effect on the Group's business, revenue and financial condition.

The franchise agreements in the Group contain customary provisions such as confidentiality, exclusivity etc., and no assurance can be given that no such provisions could be breached in such a way that it could have a material adverse effect on the Group's business, revenue and financial condition.

2.2.6 Dependency on key personnel

The Group's success depends in a large part upon its ability to recruit, motivate and retain highly skilled employees with the functional and technical skills and experience necessary to develop and deliver the Group's services. There can be no assurance that the Group will be able to recruit, motivate and retain sufficient numbers of qualified employees in the future. A failure to do so could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

2.2.7 Risk related to restructuring and transformation to deliver on a revised strategy

The Group's business and organisation is currently undergoing a restructuring and transformation to deliver on a revised strategy. Going forward, Techstep will focus on growing the number of end users, increasing sales per user, growing recurring revenues through sales of solutions and SaaS, and improving cost control per user to increase profit that can be reinvested in the business. There are risks and uncertainties concerning the ability to implement such strategies and to complete the restructuring and transformation. The failure of implementing such strategies and any delays or unexpected costs incurred in the restructuring processes may have a material adverse effect on the Company's business, financial condition, results of operations, or prospects.

2.2.8 Risks related to integration of acquired businesses

The Company's acquisition of Mytos, InfraAdvice and Apro will involve integration of businesses that previously operated independently. Such integration processes can be challenging and involve risks. There can be no assurance that the integration will be successful. Any delays, unexpected liabilities or unexpected costs incurred in the integration processes or failure to achieve synergies and other benefits contemplated by acquisition or the incorporation of the companies in the Group may have a

material adverse effect on the Company's business, financial condition, results of operations, or prospects.

2.3 Financial risks

2.3.1 Currency risk

The majority of the Company's revenues and costs are in NOK. However, the Company is to some extent exposed to different currencies. Changes in foreign exchange rates, to the extent the Company has not hedged such changes, may have a negative effect on the Company's business, financial condition, results of operations or prospects. In addition, as the Company 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 exporting purposes.

2.3.2 Credit risk

The Company has economic exposure against its customers in its ordinary course of business (trade receivables). Any bankruptcy, insolvency or inability by the Company's customers to pay their invoices when they fall due may adversely affect the Company's business, financial condition, results of operations or prospects.

2.3.3 Liquidity risk

The Group is dependent upon having access to long-term funding and other loans and debt facilities to the extent its own cash flow from operations is insufficient to fund its operations and capital expenditures. In turn, the Group must secure and maintain sufficient equity capital to support such borrowing facilities.

There can be no assurance that the Group do not experience net cash flow shortfalls exceeding the Group's available funding sources nor can there be any assurance that the Company or the Group will be able to raise new equity, or arrange new borrowing facilities, on satisfactory terms and in amounts necessary to conduct its ongoing and future operations, should this be required. Any additional equity financing may be dilutive to existing shareholders.

2.3.4 Interest rate risk

The Company currently has certain indebtedness under existing debt facilities which is subject to variable interest rates. Interest rates are influenced by and highly sensitive to many factors, including but not limited to governmental, monetary and tax policies, domestic and international economic and political conditions, and other factors beyond the Company's control. The Company's profitability may be adversely affected during any period of unexpected or rapid increase in interest rates. Changes in interest rates could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

2.3.5 Tax and VAT risks

Changes in laws and regulations regarding tax and other duties/charges, including but not limited to VAT, may involve new and changed parameters applicable to the Company and taxation of/charges for the Company at higher levels than as of the date hereof. Tax implications of transactions and dispositions of the Company are to some extent based on judgment of applicable laws and regulations pertaining to taxes and duties/charges. It cannot be ruled out that the tax or charges authorities and courts may assess the applicability of taxes and charges to the Company differently from the Company itself. An occurrence of one or more of the aforementioned factors may have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

2.4 Risks relating to the Shares

2.4.1 The price of the Shares may fluctuate significantly, which could cause investors to lose a significant part of their investment

The trading price of the Shares could fluctuate significantly in response to a number of factors beyond the Company's control, including quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, announcements by the Company or its competitors of new product and service offerings, significant contracts, acquisitions or strategic relationships, publicity about the Company, its products and services or its competitors, lawsuits against the Company, unforeseen liabilities, changes in management, changes to the regulatory environment in which it operates or general market conditions.

The Consideration Shares are subject lock-up, resulting in a number of the Company's Shares being subject to trading restrictions for a longer period of time. When the lock-up periods end, such restrictions are removed and the Shares are freely transferable. Any sales of substantial amounts of the Shares in the public market, or the perception that these sales might occur, could lower the market price of the Shares.

In recent years, Oslo Stock Exchange has experienced wide price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies.

2.4.2 The Company has not paid dividends in the past and may not become in a position to pay dividends in the future as the Company's ability to pay dividends is dependent on the availability of distributable reserves

Norwegian law provides that any declaration of dividends must be adopted by the shareholders at the Company's general meeting of shareholders (the "**General Meeting**"). Dividends may only be declared to the extent that the Company has distributable funds and the Company's Board finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with the Company's operations and the need to strengthen its liquidity and financial position. As the Company's ability to pay dividends is dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries and companies in which the Company may invest.

As a general rule, the General Meeting may not declare higher dividends than the Board has proposed or approved. If, for any reason, the General Meeting does not declare dividends in accordance with the above, a shareholder will, as a general rule, have no claim in respect of such non-payment, and

the Company will, as a general rule, have no obligation to pay any dividend in respect of the relevant period.

Pursuant to the Company's dividend policy, dividends are only expected to be paid if certain conditions described in Section 10.2.1 "Dividend policy" are fulfilled. In addition, the Company may choose not, or may be unable, to pay dividends in future years. The amount of dividends paid by the Company, if any, for a given financial period, will depend on, among other things, the Company's future operating results, cash flows, financial position, capital requirements, the sufficiency of its distributable reserves, the ability of the Company's subsidiaries to pay dividends to the Company, credit terms, general economic conditions, legal restrictions (as set out in Section 10.3.2 "Certain aspects of Norwegian Law - Legal constraints on the distribution of dividends") and other factors that the Company may deem to be significant from time to time

2.4.3 Future sales, or the possibility for future sales, including by existing shareholders, of substantial number of shares may affect the Shares' market price

The market price of the Shares could decline as a result of sales of a large number of Shares in the market on the perception that such sales could occur, or any sale of Shares by any of the Company's existing shareholders from time to time. Such sales, or the possibility that such sales may occur, might also make it more difficult for the Company to issue or sell equity securities in the future at a time and at a price it deems appropriate.

2.4.4 Future issuances of Shares or other securities may dilute the holdings of shareholders and could materially affect the price of the Shares

It is possible that the Company may in the future decide to offer additional Shares or other equity-based securities through directed offerings without pre-emptive rights for existing holders. Any such additional offering could reduce the proportionate ownership and voting interests of holders of Shares, as well as the earnings per Share and the net asset value per Share.

2.4.5 Pre-emptive rights to secure and pay for Shares in any additional issuance may not be available to U.S. or other shareholders

Under Norwegian law, unless otherwise resolved at a general meeting, existing shareholders have pre-emptive rights to participate on the basis of their existing share ownership in the issuance of any new shares for cash consideration. Shareholders in the United States, however, may be unable to exercise any such rights to subscribe for new shares unless a registration statement under the U.S. Securities Act is in effect in respect of such rights and shares or an exemption from the registration requirements under the U.S. Securities Act is available. Shareholders in other jurisdictions outside Norway may be similarly affected if the rights and the new shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction. The Company is under no obligation to file a registration statement under the U.S. Securities Act or seek similar approvals under the laws of any other jurisdiction outside Norway in respect of any such rights and shares and doing so in the future may be impractical and costly. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new shares, their proportional interests in the Company will be reduced.

2.4.6 Investors may not be able to exercise their voting rights for Shares registered in a nominee account

Beneficial owners of the Shares that are registered in a nominee account (such as through brokers, dealers or other third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the general meetings. The Company can provide no assurances that beneficial owners of the Shares will receive the notice of a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

2.4.7 Investors may be unable to recover losses in civil proceedings in jurisdictions other than Norway

The Company is a public limited liability company organised under the laws of Norway. The majority of the members of the Board and Management reside in Norway. As a result, it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce against such persons or the Company judgments obtained in non-Norwegian courts, or to enforce judgments on such persons or the Company in other jurisdictions.

2.4.8 Norwegian law may limit shareholders' ability to bring an action against the Company

The rights of holders of the Shares are governed by Norwegian law and by the Articles of Association. These rights may differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. For instance, under Norwegian law, any action brought by the Company in respect of wrongful acts committed against the Company will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

2.4.9 The transfer of Shares is subject to restrictions under the securities laws of the United States and other jurisdictions

The Shares have not been registered under the U.S. Securities Act or any U.S. state securities laws or any other jurisdiction outside of Norway and are not expected to be registered in the future. As such, the Shares may not be offered or sold except pursuant to an exemption from the registration requirements of the Securities Act and applicable securities laws. In addition, there can be no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases or rights offerings.

2.4.10 Shareholders outside of Norway are subject to exchange rate risk

The Shares are priced in NOK, and any future payments of dividends on the Shares will be denominated in NOK. Accordingly, investors outside Norway may be subject to adverse movements in the NOK against their local currency, as the foreign currency equivalent of any dividends paid on the Shares or of the price received in connection with any sale of the Shares could be materially adversely affected.

2.4.11 Market interest rates may influence the price of the Shares

One of the factors that may influence the price of the Shares is its annual dividend yield as compared to yields on other financial instruments. Thus, an increase in market interest rates will result in higher yields on other financial instruments, which could adversely affect the price of the Shares.

3 STATEMENT OF RESPONSIBILITY

The Prospectus has been prepared by the Board of Directors in Techstep ASA (the "**Board**" or the "**Board of Directors**") to provide information in connection with the Private Placement and listing of the New Shares, as described herein.

The Board accepts responsibility for the information contained in this Prospectus and hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Oslo, 28 April 2017

The Board of Techstep ASA

Einar J. Greve
Chairman

Kristian Lundkvist
Board member

Stein Erik Moe
Board member

Ingrid Leisner
Board member

Camilla Magnus
Board member

4 GENERAL INFORMATION

4.1 Third party information

In certain Sections of this Prospectus, information sourced from third parties has been reproduced.

In such cases, the source of the information is identified. Such third party information has been accurately reproduced, and as far as the Company is aware and is able to ascertain from information published by that relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

4.2 Forward looking statements

This Prospectus contains forward-looking statements ("**Forward Looking Statements**") relating to the Company's business and the sectors in which it operates. Forward Looking Statements include all statements that are not historical facts, and can be identified by words such as (what follows are examples without excluding words having the same meaning): "anticipates", "believes", "expects", "intends", "may", "projects", "should", or the negatives of these terms or similar expressions. These statements appear in a number of places in this Prospectus, in particular in Section 2 "Risk Factors", Section 7 "Market Industry overview for Techstep" and Section 9 "Operating and Financial Information" and include statements regarding the Company's management's intent, belief or current expectations with respect to, among other things:

- strategies for the Company's services, segments and business;
- global and regional economic conditions;
- sales volumes, price levels, costs and margins;
- competition and actions by competitors and others affecting the global or regional market of the Company;
- the Company's planned capacity and utilization rates;
- fluctuations in foreign exchange rates, interest rates, earnings, cash flows, dividends and other expected financial results and conditions;
- cash requirements and use of available cash;
- financing plans;
- anticipated capital spending;
- growth opportunities;
- development, production, commercialization and acceptance of new services and technologies;
- environmental and other regulatory matters;
- legal proceedings; and
- intellectual property.

No Forward Looking Statements contained in this Prospectus should be relied upon as predictions of future events. No assurance can be given that the expectations expressed in these Forward Looking Statements will prove to be correct. Actual results could differ materially from expectations expressed in the Forward Looking Statements if one or more of the underlying assumptions or expectations proves to be inaccurate or is unrealised.

5 INFORMATION ABOUT THE TRANSACTIONS AND THE PRIVATE PLACEMENT

5.1 Overview

This Section 5 provides information on the completed acquisitions of shares in Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro in addition to the completed Private Placement. Please note that the New Shares have already been subscribed for, paid and issued.

On 5 October 2016, the Company entered into a firm share purchase agreement with Teki Gruppen AS to acquire 53.94% of the shares and related shareholder loans in Teki Solutions. The Teki Gruppen Transactions was settled in full with Techstep shares, corresponding to 30,053,488 New Shares (Teki Gruppen Consideration Shares). On 8 February 2017 the Company announced that it had entered into a binding agreement to acquire the remaining 21.84% of the shares in Teki Solutions. The purchase price for the Teki Solutions shares and certain shareholder loans, was settled by 6,580,710 New Shares (Teki Solutions Consideration Shares). After completion of the Teki Gruppen Transaction and Teki Solutions Transaction, Techstep owns all the shares in Teki Solutions (of which 24.22% is owned indirectly through Zono AS). Indirectly through Teki Solutions, Techstep owns 50% of the shares in Nordialog Asker. On 8 February 2017, the Company entered into a binding agreement to acquire the remaining 50% of the shares in Nordialog Asker. The purchase price for the Nordialog Asker shares was settled by a vendors note in the amount of NOK 2.025 million and 934,615 New Shares (Nordialog Asker Consideration Shares).

On 2 February 2017 the Company announced that it had agreed to acquire 100% of the shares in Mytos from Mytos Systems AS. Of the total purchase price of NOK 120.0 million, NOK 70.0 million was settled in Techstep shares, corresponding to 11,666,667 New Shares (Mytos Consideration Shares).

A fully underwritten Private Placement was completed on 3 February 2017, raising NOK 100,000,002 in gross proceeds. The private placement was divided into two tranches, amounting to a total of 17,543,860 of New Shares (the Private Placement Shares).

The Private Placement Shares allocated in the first tranche ("**Tranche 1**") in the Private Placement were settled through a delivery versus payment transaction on 7 February 2017, by delivery of existing and unencumbered Shares in the Company already listed on the Oslo Børs pursuant to a share lending agreement between the Managers, the Company and Zono Holding AS. On 2 February 2017, the Company's Board resolved to issue the Private Placement Shares allotted in Tranche 1 to settle the share loan pursuant to an authorisation given by the Extraordinary General Meeting held 4 November 2016. On 28 February 2017, the Company's Extraordinary General Meeting resolved to issue the Private Placement Shares allotted in the second tranche ("**Tranche 2**").

On 13 March 2017 the Company announced that it had agreed to acquire 100% of the shares in InfraAdvice from SysTown International AB. Of the total purchase price of SEK 18.5 million, SEK 14.0 million will be settled in cash and SEK 4.5 million in Techstep shares based on volume weighted share price 15 days prior to closing, corresponding to 743,059 New Shares (InfraAdvice Consideration Shares).

On 21 March 2017 the Company announced that it had agreed to acquire the entire share capital of Apro. The purchase price of Apro is to be settled with NOK 7 million in cash and NOK 8 million in Techstep shares, corresponding to 1,333,332 New Shares (Apro Consideration Shares), and a seller credit in the amount of NOK 500,000. In addition, it has been agreed that the sellers will have the right

to an earn-out payment up to NOK 2.5 million based on certain criteria regarding increased profitability.

The New Shares delivered to Zono Holding AS related to share lending for the settlement of Tranche 1, the Tranche 2 shares, and the consideration shares related to the acquisition of Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro (the "**Consideration Shares**") has been issued on a separate ISIN and delivered to the investors, and will be converted to the current listed ISIN of Techstep and become tradable on Oslo Børs as soon as practically possible following the publication of this Prospectus.

5.2 THE TEKI GRUPPEN TRANSACTION, TEKI SOLUTIONS TRANSACTION AND NORDIALOG ASKER TRANSACTION

5.2.1 Description of the acquisition of Teki Solutions and Nordialog Asker

On 5 October 2016, the Company entered into a firm share purchase agreement with Teki Gruppen AS to acquire 53.94% of the shares (the "**Teki Shares**") and related shareholder loans (the "**Shareholder Loans**") in Teki Solutions. The share purchase agreement was subject to approval by the extraordinary general meeting in Techstep and customary closing conditions. As consideration for the Teki Shares and shareholder loans, a total of 30,053,488 Teki Gruppen Consideration Shares have been issued to Skarestrand Invest AS, Tinde Industrier AS, Dovran Invest AS and Jyst Invest AS, being the demerging entities in a demerger of Teki Gruppen AS completed on 8 October 2016 (the "**Demerging Entities**" and the "**Demerger**"). The Teki Gruppen Transaction was approved by the shareholders of Techstep at an Extraordinary General Meeting on 4 November 2016 and the closing of the Teki Gruppen Transaction took place immediately after the said extraordinary general meeting. Techstep already controlled 24.22 % of the shares in Teki Solutions through the acquisition of 100 % of the shares in Zono AS (the "**Zono Transaction**"), which was completed on 15 September 2016.

The subscription price per Teki Gruppen Consideration Share was based on the volume weighted average Techstep share price on Oslo Børs over the first 15 trading days immediately following completion of the Zono Transaction; provided, however, that the subscription price per share should be minimum NOK 2.50 and maximum 4.30. On this basis, the subscription price per Teki Gruppen Consideration Share, settled by the assignment to Techstep of the Teki Shares and the Shareholder Loans, was set at NOK 4.30 with a nominal value of NOK 1.00 each. The Teki Shares and the Shareholder Loans were collectively valued at NOK 129,229,998.40. A total of 87,902 Teki Shares have been assigned to Techstep and the Shareholder Loans involve the assignment to the Company of a shareholder loan from Teki Gruppen AS to Nordialog Oslo AS with nominal value per 31 December 2015 of NOK 106,447,736, as well as a shareholder loan from Teki Gruppen AS to Teki Solutions with nominal value per 31 December 2015 of NOK 3,524,042. The valuation of the Teki Shares is based on the independent valuation prepared in connection with the Zono Transaction, with certain adjustments per the terms of an agreement in principle entered into on 1 July 2016. The subscription price per Teki Gruppen Consideration Share was announced through Oslo Børs' information system on 6 October 2016.

On 8 February 2017 the Company announced that it had entered into a binding agreement to acquire the remaining 21.84% of the shares in Teki Solutions and the remaining 50% of the shares in Nordialog Asker. The completion of the Teki Solutions Transaction and Nordialog Asker Transaction was announced 28 February 2017.

The purchase price for the remaining 21.84% Teki Solutions shares (including certain shareholder loans), was settled by 6,580,710 New Shares. The subscription price per Teki Solutions Consideration Share was NOK 4.30 as announced through Oslo Børs' information system on 8 February 2017. The subscription amount for the Teki Solutions Consideration Share was settled through contribution in kind by transfer of a total of (i) 35,587 shares in Teki Solutions (ca. 21.83%) and (ii) certain shareholder loans with nominal value per 30 June 2016 of approximately NOK 20,617,058 to Teki Solutions AS, free from any encumbrances, to the Company.

The purchase price for the Nordialog Asker shares was settled by a vendors note in the amount of NOK 2.025 million and 934,615 New Shares. A total of 164,700 shares in Nordialog Asker (50%) was assigned to the Company. The subscription price per Nordialog Asker Consideration Share was NOK 6.50.

After completion of the Teki Gruppen Transaction, Teki Solutions Transaction and Nordialog Asker Transaction, Techstep owns all the shares in Teki Solutions and Nordialog Asker.

5.2.2 Resolution to issue the Teki Gruppen Consideration Shares

On 4 November 2016, the Company's Extraordinary General Meeting resolved to approve the Teki Gruppen Transaction and to issue the Teki Gruppen Consideration Shares (translated from Norwegian):

"The share capital is increased by NOK 30,053,488 from NOK 72,422,089 to NOK 102,475,577 through issue of 30,053,488 new shares, each with a par value of NOK 1. Section 4 of the Company's articles of association is amended accordingly.

The price to be paid for each new share is NOK 4.30, which imply a premium on each share of NOK 3.30.

The new shares may be subscribed by

- Skarestrand Invest AS, reg no 917 849 080, 7,513,372 shares,
- Jyst Invest AS reg no 817 849 032, 7,513,372 shares,
- Dovran Invest AS, reg no 917 849 048, 7,513,372 shares, and
- Tinde Industrier AS reg no 917 849 072, 7,513,372 shares.

The existing shareholders' preferential right to subscribe for new shares in accordance with the Public Limited Liability Companies Act section 10-4 are thus set aside, cf. section 10-5.

Subscription of the new shares will take place at a separate subscription document within 30 days.

The subscription amount shall be settled through contribution in kind from Skarestrand Invest AS, reg no 917 849 080, Jyst Invest AS reg no 817 849 032, Dovran Invest AS, reg no 917 849 048 and Tinde Industrier AS reg no 917 849 072 by transfer of a total of (i) 87,902 shares in Teki Solutions AS (53,94%), (ii) a shareholder loan from Teki Gruppen AS with nominal value per 31 December 2015 of NOK 106,447,736 to Nordialog Oslo AS and (iii) a shareholder loan from Teki Gruppen AS with nominal value per 31 December 2015 of NOK 3,524,042 to Teki Solutions AS, free from any encumbrances, to the Company as soon as possible and within three days after subscription of the shares. The subscription amount is divided with equal parts on each subscriber. A statement on the contribution in kind, in accordance with Sections 10-2 and 2-6 of the Public Limited Liability

Companies Act, has been prepared by RSM Hasner and provided to the extraordinary general meeting.

The new shares shall rank pari passu with the existing shares and carry the right to dividends, from the date of registration of the share capital with the Norwegian Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares.

The costs of the private placement are estimated to be NOK 600,000."

5.2.3 Resolution to issue the Teki Solutions Consideration Shares

On 4 November 2016, the Company's Extraordinary General Meeting adopted the following resolution to authorize the Board to increase the Company's share capital (translated from Norwegian):

"The Board of Directors is in accordance with the Norwegian Public Limited Liability Companies Act § 10-14 hereby granted the power of attorney to increase the share capital in Techstep ASA by up to NOK 7,500,000 by issuing up to 7,500,000 shares with a par value of NOK 1 in connection with the acquisition of shares in Teki Solutions AS. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 may be set aside.

The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2017, and 30 June 2017 at the latest. The authorization covers both cash and non-cash contributions. The authorization also covers the issue of shares in connection with a merger.

The terms of the subscription shall be decided by the Board of Directors.

In the event of changes in the Company's share capital or number of shares, as a result of a share split, reverse split, share capital increase, share capital decrease, merger, demerger or similar action, the authorization shall be adjusted with respect to par value and number of shares in accordance with principles for contract adjustments and capital changes in the derivatives rules of the Oslo Børs. However, such amendments shall not be made in defiance of the Norwegian Public Limited Liability Companies Act restrictions upon the number of shares to be issued pursuant to a Board authorization.

The Board of Directors is authorized to modify the Company's article § 4 to reflect the new share capital of the Company when the power of attorney is used."

On 27 February 2017, the Company's Board resolved to issue the Teki Solutions Consideration Shares (translated from Norwegian):

- a) *"The share capital is increased by NOK 6,580,710 by subscription of 6,580,710 new shares with a nominal value of NOK 1.*
- b) *The contribution price per share is NOK 4.30, which imply a premium on each share of NOK 3.30. The total subscription price is 28,297,053.*

- c) *The new shares shall be allocated to those investors and with such distribution as shown in Schedule 1. The existing shareholders' preferential right to subscribe for new shares in accordance with the Public Limited Liability Act section 10-4 (1) is thus set aside, cf. section 10-5.*
- d) *Subscription of the new shares will take place at a separate subscription document within 10 days.*
- e) *The subscription amount shall be settled through contribution in kind from the investors set out in Schedule 1 by transfer of a total of (i) 35,587 shares in Teki Solutions AS (ca 21,83%), (ii) certain shareholder loans with nominal value per 30 June 2016 of aprox. NOK 20,617,058 to Teki Solutions AS, free from any encumbrances, to the Company as soon as possible and within three days after subscription of the shares. A statement on the contribution in kind, in accordance with sections 10-2 and 2-6 of the Public Limited Liability Act, has been prepared by RSM Norge AS and provided to the board of directors.*
- f) *The new shares shall rank pari passu with the existing shares and carry the right to dividends, from the date of registration of the share capital with the Norwegian Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares.*
- g) *Section 4 of the Company's articles of association is amended accordingly.*
- h) *The costs related to the capital increase are estimated to NOK 50,000."*

5.2.4 Resolution to issue the Nordialog Asker Consideration Shares

On 4 November 2016, the Company's Extraordinary General Meeting adopted the following resolution to authorize the Board to increase the Company's share capital (translated from Norwegian):

"The Board of Directors is in accordance with the Norwegian Public Limited Liability Companies Act § 10-14 hereby granted the power of attorney to increase the share capital in Techstep ASA by up to NOK 25,600,000 by issuing up to 25,600,000 shares with a par value of NOK 1. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 may be set aside.

The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2017, and 30 June 2017 at the latest. The authorization covers both cash and non-cash contributions. The authorization also covers the issue of shares in connection with a merger.

The terms of the subscription shall be decided by the Board of Directors.

In the event of changes in the Company's share capital or number of shares, as a result of a share split, reverse split, share capital increase, share capital decrease, merger, demerger or similar action, the authorization shall be adjusted with respect to par value and number of shares in accordance with principles for contract adjustments and capital changes in the derivatives rules of the Oslo Børs.

However, such amendments shall not be made in defiance of the Norwegian Public Limited Liability Companies Act restrictions upon the number of shares to be issued pursuant to a Board authorization.

The Board of Directors is authorized to modify the Company's article § 4 to reflect the new share capital of the Company when the power of attorney is used.

Previous Power of Attorneys granted by the Company's Annual General Meeting in 2016 is hereby withdrawn and replaced with the Power of attorney referred to above."

On 27 February 2017, the Company's Board resolved to issue the Nordialog Asker Consideration Share (translated from Norwegian):

- a) "The share capital is increased by NOK 934,615 by subscription of 934,615 new shares with a nominal value of NOK 1.*
- b) The contribution price per share is NOK 6.50, which imply a premium on each share of NOK 5.50. The total subscription price is 6,075,000.*
- c) The new shares shall be allocated to Kappa Finans AS with org. no. 988 979 007 and address Falkeveien 29, 3475 Sætre. The existing shareholders' preferential right to subscribe for new shares in accordance with the Public Limited Liability Act section 10-4 (1) is thus set aside, cf. section 10-5.*
- d) Subscription of the new shares will take place at a separate subscription document within 10 days.*
- e) The subscription amount shall be settled through contribution in kind from Kappa Finans AS by (i) transfer of 164,700 shares in Nordialog Asker AS (50%), and (ii) issuance of a seller's credit of NOK 2,025,000. A statement on the contribution in kind, in accordance with sections 10-2 and 2-6 of the Public Limited Liability Act, has been prepared by RSM Norge AS and provided to the board of directors.*
- f) The new shares shall rank pari passu with the existing shares and carry the right to dividends, from the date of registration of the share capital with the Norwegian Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares.*
- g) Section 4 of the Company's articles of association is amended accordingly.*
- h) The costs related to the capital increase are estimated to NOK 50,000."*

5.2.5 Delivery and listing of the Teki Gruppen Consideration Shares, the Teki Solutions Consideration Shares and the Nordialog Asker Consideration Shares

All Consideration Shares issued in connection with the Teki Gruppen Transaction, Teki Solutions Transaction and Nordialog Asker Transaction have been fully paid and registered in the Norwegian

Register of Business Enterprises and will in all respects be equal to the existing Shares of the Company. Please see Section 5.8 for a description of the Consideration Shares. However, the Teki Gruppen -, Teki Solutions - and Nordialog Asker Consideration Shares will not be admitted to trading on Oslo Børs until the Financial Supervisory Authority has approved and the Company has published this Prospectus in accordance with Section 7-3 of the Securities Trading Act. Pending such approval and publication, the Teki Gruppen Consideration Shares were issued in the VPS on 9 November 2016 and the Teki Solutions and Nordialog Asker Considerations Shares on 8 March 2017, with a separate and interim ISIN, namely ISIN NO 0010778681. Upon approval and publication of this Prospectus, the Consideration Shares will be transferred to the same ISIN as the ordinary Shares in the Company (i.e. ISIN NO 0003095309). The Shares will not be sought or admitted to trading on any other regulated market than Oslo Børs. See also Section 13 "Selling and transfer restrictions".

5.2.6 Lock-up restrictions

In connection with the Teki Gruppen Transaction, a certain lock-up arrangement was entered into by and between Middelborg AS and Teki Gruppen AS, whereby the Teki Gruppen Consideration Shares are subject to the following lock-up restrictions: 1/3 of the Teki Gruppen Consideration Shares cannot be sold until 12 months following closing of the Teki Gruppen Transaction; 1/3 of the Teki Gruppen Consideration Shares cannot be sold until 18 months following closing of the Teki Gruppen Transaction; while the remaining 1/3 of the Teki Gruppen Consideration Shares cannot be sold until 24 months following closing of the Teki Gruppen Transaction. Middelborg AS can consent to exceptions and, in certain circumstances, will be obliged to give consent. The lock-up restrictions will apply to the Demerging Entities following the Demerger.

Each of the sellers in the Teki Solutions Transaction have entered into a lock-up undertaking not to sell or otherwise dispose of (including by mortgaging) the Teki Solutions Consideration Shares, whereby 1/3 of the Teki Solutions Consideration Shares are subject to lock-up until 7 November 2017, 1/3 of the Teki Solutions Consideration Shares are subject to lock-up until 7 May 2018 and the remaining 1/3 of the Teki Solutions Consideration Shares are subject to lock-up until 7 November 2018. Middelborg AS can consent to exceptions and, in certain circumstances, will be obliged to give consent.

The sellers in the Nordialog Asker Transaction has entered into a lock-up undertaking not to sell or otherwise dispose of (including by mortgaging) the Nordialog Asker Consideration Shares without prior written consent from the Company for a period of 12 months after the closing of the transaction.

5.2.7 Participation of major existing shareholders and members of the Company's management, supervisory or administrative bodies

The following major existing shareholders (i.e. shareholders holding more than 5% of the total outstanding Shares) and members of the Company's management, supervisory or administrative bodies were allocated Shares the Teki Gruppen Transaction:

Name of investor	Number of allocated shares
Skarestrand Invest AS ¹	7,513,372
Tinde Industrier AS	7,513,372
Dovran Invest AS	7,513,372
Jyst Invest AS	7,513,372

As part of the Teki Solutions Transaction, the primary insiders Mads Vårdal (CInO of Techstep) and Rune Midthaug (CEO of Nordialog Oslo AS) received 5,019 and 11,543 Teki Solutions Consideration Shares respectively at a share price of NOK 4.30 per shares as payment for their minority shareholding and loans to Teki Solutions.

Other than set out above, no major existing shareholders or member of the Company's management, supervisory or administrative bodies were allocated Shares in the Teki Gruppen Transaction, the Teki Solutions Transaction and the Nordialog Asker Transaction.

5.3 THE MYTOS ACQUISITION

5.3.1 Description of the acquisition

On 2 February 2017 the Company announced that it had agreed to acquire 100% of the shares in Mytos AS from Mytos Systems AS. Final transaction documentation were entered into on 21 February 2017. Mytos is a software as a services company with mainly recurring revenue. Mytos offers a full range of telecom expense management ("**TEM**") modules, all with proprietary software and highly user friendly implementation and operation.

Closing was subject to customary conditions, including certain third party consents and entering into new employment contracts with key employees. The purchase price payable at closing of NOK 120.0 million was settled with NOK 50.0 million in cash (financed by the Company's cash position) and NOK 70.0 million in Techstep Shares, issued at a price of NOK 6.00 per Techstep Share, corresponding to 11,666,667 New Techstep Shares (Mytos Consideration Shares), equal to 11.38 per cent of the issued share capital of Techstep at the time of the transaction.

This acquisition of Mytos strengthens Techstep's solution portfolio with new capabilities and adds additional volume to the Group's customer base.

5.3.2 Resolution relating to the issue of the Mytos Consideration Shares

On 4 November 2016, the Company's Extraordinary General Meeting adopted the resolution to authorize the Board to increase the Company's share capital as described in Section 5.2.4.

On 21 February 2017, the Company's Board resolved to issue the Mytos Consideration Shares (translated from Norwegian):

- a) *"The share capital is increased from NOK 114,756,279 by NOK 11,666,667 to NOK 126,422,946 by subscription of 11,666,667 new shares with a nominal value of NOK 1.*

¹ Skarestrand Invest AS is owned by Svein Ove Brekke, who was elected as a new Board member in Techstep at the Extraordinary General Meeting on 4 November 2016. Mr. Brekke is no longer a member of the Board.

- b) *The contribution price per share is NOK 6. The total subscription price is 70,000,002.*
- c) *The new shares are subscribed to in these minutes by Mytos Systems AS with reg.no. 996 623 882 and address Billingstadsletta 19A, 1396 Billingstad. The shareholders' pre-emption right pursuant to Section 10-4 (1) of the Public Limited Liability Act is set aside.*
- d) *The subscription amount shall be settled by conversion of debt as the Company's obligation to pay NOK 70,000,002 to Mytos Systems AS under a loan note dated 21 February 2017 named "Consideration Shares Loan Note", issued by the Company in accordance with clause 6.4 (iii) in a transfer agreement dated 1 February 2017 regarding the Company's acquisition of 100% of the shares in Mytos AS and TEM-software from Mytos Systems AS, is set off against Mytos Systems AS' obligation to pay NOK 70,000,002 to the Company for its subscription in this capital increase. For a further description of the share contribution, reference is made to the statement prepared in accordance with the provision set out in Section 10-2 (3) of the Public Limited Liability Act, cf. Section 2-6 (1) and (2). The set off shall be considered effective from Mytos Systems AS' subscription in these minutes.*
- e) *The new shares shall have ordinary rights in the Company, including right to dividend, from the time of registration of the capital increase in the Norwegian Register of Business Enterprises.*
- f) *The costs related to the capital increase are estimated to NOK 50,000 – 100,000."*

5.3.3 Delivery and listing of the Mytos Consideration Shares

The Mytos Consideration Shares were issued in the VPS on 24 February 2017, with a separate and interim ISIN, namely ISIN NO 0010778681. Upon approval and publication of this Prospectus, the Mytos Consideration Shares will have the same ISIN as the ordinary Shares in the Company (i.e. ISIN NO 0003095309). The Shares will not be sought or admitted to trading on any other regulated market than Oslo Børs. See also Section 13 "Selling and transfer restrictions".

The Mytos Consideration Shares are expected to be listed on Oslo Børs on or about 28 April 2017.

5.3.4 Lock-up restrictions

Mytos Systems AS has entered into a lock-up undertaking on the Mytos Consideration Shares whereby 1/3 of the Mytos Consideration Shares are subject to lock-up until 7 November 2017, 1/3 of the Mytos Consideration Shares are subject to lock-up until 7 May 2018 and the remaining 1/3 of the Mytos Consideration Shares are subject to lock-up until 7 November 2019.

During this period, Mytos Systems AS may not sell, transfer, assign, pledge, encumber, hypothecate or similar of dispose of any interest in or over or right attaching to any of the Mytos Consideration Shares. Certain exceptions apply if Middelborg AS or any of its affiliates transfer shares in the Company.

5.4 THE APRO ACQUISITION

5.4.1 Description of the acquisition

On 21 March 2017 the Company announced that it had entered into a binding agreement to acquire the entire share capital of Apro. The Closing was subject to customary conditions and took place 3 April 2017. The purchase price was settled with NOK 7,000,008 in cash and NOK 7,999,992 in Techstep Shares based on a Techstep share price of NOK 6.00 per Techstep Share, corresponding to 1,333,332 New Shares, and a seller note in the amount of NOK 500,000. In addition, it is agreed that the sellers have the right to an earn-out payment up to NOK 2.5 million based on certain criteria's regarding increased profitability. Techstep has also entered into a bonus agreement with Ronny Røsand, chairman of the board of Apro, with a payment of up to NOK 3 million subject to certain criteria regarding the commercial and financial development of Apro.

Apro delivers communication solutions with focus on mobile communications. Apro sells hardware, mobile subscriptions and offers consulting services for larger clients and customer support/maintenance and repair inhouse. Apro is the largest franchisee within the Teling chain that serves both Telenor and Telia B2B mobile subscription customers. Apro has a strong presence in eastern Norway and in particular within the public sector.

The Apro Transaction supports Techstep's strategy to increase its core-adjacent customer base and leverage this customer base with a leading solutions and service offering.

5.4.2 Resolution relating to the issue of the Apro Consideration Shares

On 28 February 2017, the Company's Extraordinary General Meeting adopted the following resolution to authorize the Board to increase the Company's share capital (translated from Norwegian):

"The Board of Directors is in accordance with the Norwegian Public Limited Liability Companies Act § 10-14 hereby granted the power of attorney to increase the share capital in Techstep ASA by up to NOK 35,000,000 by issuing up to 35,000,000 shares with a par value of NOK 1. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 may be set aside.

The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2018, and 30 June 2018 at the latest. The authorization covers both cash and non-cash contributions. The authorization also covers the issue of shares in connection with a merger.

The terms of the subscription shall be decided by the Board of Directors.

In the event of changes in the Company's share capital or number of shares, as a result of a share split, reverse split, share capital increase, share capital decrease, merger, demerger or similar action, the authorization shall be adjusted with respect to par value and number of shares in accordance with principles for contract adjustments and capital changes in the derivatives rules of the Oslo Børs. However, such amendments shall not be made in defiance of the Norwegian Public Limited Liability Companies Act restrictions upon the number of shares to be issued pursuant to a Board authorization.

The Board of Directors is authorized to modify the Company's article § 4 to reflect the new share capital of the Company when the power of attorney is used.

Previous Power of Attorneys granted by the Company's Extraordinary General Meeting in 2016 remains in force regardless of the Power of Attorney referred to above."

On 3 April 2017, the Company's Board resolved to issue the Apro Consideration Shares (translated from Norwegian):

- a) *"The share capital is increased by NOK 1,333,332 by subscription of 1,333,332 new shares each with a nominal value of NOK 1.*
- b) *The subscription price per share is NOK 6, which imply a share premium on each share of NOK 5. The total subscription price is NOK 7,999,992.*
- c) *The new shares shall be allocated to those investors and with such distribution as shown in Schedule 1. The existing shareholders' preferential right to subscribe for new shares in accordance with the Public Limited Liability Act section 10-4 (1) is thus set aside, cf. section 10-5.*
- d) *Subscription of the new shares will take place at a separate subscription document within 10 days.*
- e) *The subscription amount shall be settled through contribution in kind from the investors set out in Schedule 1 by (i) transfer of a total of 105 shares in Apro Tele og Data AS (100%), and (ii) issuance of a seller's credit of NOK 500,000, free from any encumbrances (save for pledge for the seller's note), to the Company as soon as possible and within ten days after subscription of the shares. A statement on the contribution in kind, in accordance with sections 10-2 and 2-6 of the Public Limited Liability Act, has been prepared by RSM Norge AS and provided to the board of directors.*
- f) *The new shares shall rank pari passu with the existing shares and carry the right to dividends, from the date of registration of the share capital with the Norwegian Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares.*
- g) *Section 4 of the Company's articles of association is amended accordingly.*
- h) *The costs related to the capital increase are estimated to NOK 25,000."*

5.4.3 Delivery and listing of the Apro Consideration Shares

The Apro Consideration Shares were issued in the VPS on 7 April 2017, with a separate and interim ISIN, namely ISIN NO 0010778681. Upon approval and publication of this Prospectus, the Apro Consideration Shares will have the same ISIN as the ordinary Shares in the Company (i.e. ISIN NO 0003095309). The Shares will not be sought or admitted to trading on any other regulated market than Oslo Børs. See also Section 13 "Selling and transfer restrictions".

The Apro Consideration Shares are expected to be listed on Oslo Børs on or about 28 April 2017.

5.4.4 Lock-up restrictions

Each of the sellers of Apro have entered into a lock-up undertaking on the Apro Consideration Shares whereby 1/3 of the Apro Consideration Shares are subject to lock-up until 7 November 2017, 1/3 of the Apro Consideration Shares are subject to lock-up until 7 May 2018 and the remaining 1/3 of the Apro Consideration Shares are subject to lock-up until 7 November 2018.

5.5 THE INFRAADVICE ACQUISITION

5.5.1 Description of the acquisition

On 13 March 2017, the Company publicly announced that it had entered into a binding agreement with SysTown International AB to acquire InfraAdvice. InfraAdvice is a Swedish Enterprise Mobility Management ("EMM") specialist mainly based in Stockholm, but also with offices in the Swedish cities of Luleå and Strängnäs. The acquisition of InfraAdvice creates a platform for the Company's Swedish growth ambitions, and will increase the scalability of Techstep's business model with both Mytos and SmartWorks AS benefiting from easier access to the Swedish market.

Closing was subject to customary conditions and took place 3 April 2017. The purchase price of SEK 18.5 million was settled with approximately SEK 14.0 million in cash and SEK 4.5 million in Techstep Shares (InfraAdvice Consideration Shares). The subscription price per InfraAdvice Consideration Share was based on the volume weighted share price 15 days prior to closing. On this basis, the subscription price per InfraAdvice Consideration Share, settled by the assignment to Techstep of all the shares in InfraAdvice, was set at NOK 5.8071 with a nominal value of NOK 1.00 each.

5.5.2 Resolution relating to the issue of the InfraAdvice Consideration Shares

On 28 February 2017, the Company's Extraordinary General Meeting adopted the resolution to authorize the Board to increase the Company's share capital as described in Section 5.4.2.

On 3 April 2017, the Company's Board resolved to issue the InfraAdvice Consideration Shares (translated from Norwegian):

- a) *"The share capital is increased by NOK 743,059 by subscription of 743,059 new shares each with a nominal value of NOK 1.*
- b) *The subscription price per share is NOK 5.8071, which imply a premium on each share of NOK 4.8071. The total subscription price is NOK 4,315,050.00.*
- c) *The new shares shall be allocated to SysTown International AB with reg. no. 556875-3445. The existing shareholders' preferential right to subscribe for new shares in accordance with the Public Limited Liability Act section 10-4 (1) is thus set aside, cf. section 10-5.*
- d) *Subscription of the new shares will take place at a separate subscription document within 10 days.*
- e) *The subscription amount shall be settled through contribution in kind from SysTown International AB by transfer of 500 shares in InfraAdvice Sweden AB (100%). A statement on*

the contribution in kind, in accordance with sections 10-2 and 2-6 of the Public Limited Liability Act, has been prepared by RSM Norge AS and provided to the board of directors.

- f) The new shares shall rank pari passu with the existing shares and carry the right to dividends, from the date of registration of the share capital with the Norwegian Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares.*
- g) Section 4 of the Company's articles of association is amended accordingly.*
- h) The costs related to the capital increase are estimated to NOK 25,000."*

5.5.3 Delivery and listing of the InfraAdvice Consideration Shares

The InfraAdvice Consideration Shares were issued in the VPS on 7 April 2017, with a separate and interim ISIN, namely ISIN NO 0010778681. Upon approval and publication of this Prospectus, the InfraAdvice Consideration Shares will have the same ISIN as the ordinary Shares in the Company (i.e. ISIN NO 0003095309). The Shares will not be sought or admitted to trading on any other regulated market than Oslo Børs. See also Section 13 "Selling and transfer restrictions".

The InfraAdvice Consideration Shares are expected to be listed on Oslo Børs on or about 28 April 2017.

5.5.4 Lock-up restrictions

SysTown International AB has entered into a lock-up undertaking on the InfraAdvice Consideration Shares whereby 1/3 of the InfraAdvice Consideration Shares are subject to lock-up until 1 March 2018, 1/3 of the InfraAdvice Consideration Shares are subject to lock-up until 1 September 2018 and the remaining 1/3 of the InfraAdvice Consideration Shares are subject to lock-up until 1 March 2019.

5.6 THE PRIVATE PLACEMENT

5.6.1 Description of the Private Placement

On 3 February 2017, the Company publicly announced that it had raised NOK 100,000,002 in gross proceeds through a private placement of 17,543,860 Private Placement Shares, each with a par value of NOK 1.00, at a subscription price of NOK 5.70 per share. The Private Placement was carried out in connection with the acquisition of Mytos and Apro, and to further strengthen the Company's balance sheet. For further description of the use of the proceeds, please refer to section 5.7 "Proceeds and expenses".

The Private Placement was fully underwritten by inter alia Middelborg AS, a company owned by board member Kristian Lundkvist, Cipriano AS, a company owned by the Chairman of the Board, Einar J. Greve, Datum AS, and other Norwegian institutional and private investors. For a description of the underwriting obligation, see Section 5.6.7 "Underwriting agreement".

The Private Placement was divided into;

- i) one tranche consisting of 12,280,702 Shares that was directed at existing shareholders and new investors, subject to and in compliance with applicable exemptions from relevant prospectus or registration requirements (Tranche 1); and
- ii) one tranche consisting of 5,263,158 Shares that was directed at Middelborg AS, Cipriano AS and Datum AS (Tranche 2).

The subscription price in the Private Placement was determined based on negotiations with the Underwriters and was announced through a stock exchange announcement on 2 February 2017.

The minimum subscription and allocation amount in the Private Placement was the NOK equivalent of EUR 100,000, provided that the Company could, at its sole discretion, allocate an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to applicable regulations, including the Norwegian Securities Trading Act and ancillary regulations, were available. The final allocation and completion of the Private Placement was subject to approval by the Company's Board.

The successful completion of the Private Placement was announced through a stock exchange announcement on 3 February 2017.

5.6.2 Resolution relating to the issue of Private Placement Shares in Tranche 1

On 4 November 2016, the Company's Extraordinary General Meeting adopted the resolution to authorize the Board to increase the Company's share capital as described in Section 5.2.4.

On 2 February 2017, the Company's Board resolved to issue the Private Placement Shares allotted in Tranche 1 to settle the share loan (translated from Norwegian):

- a) *The share capital shall be increased by NOK 12,280,702.00 through issuance of 12,280,702 new shares, each with a par value NOK 1;*
- b) *The Shares shall be subscribed at NOK 5.70 per share payable in cash;*
- c) *The Private Placement is guaranteed fully subscribed by the Underwriters. The Underwriters will receive a 2 % guarantee fee. Each Underwriter is guaranteed allocation of shares in the Private Placement for an amount corresponding to 50% of its underwriting obligation in respect of the Private Placement;*
- d) *The Shares shall be subscribed by DnB Markets, and/or Arctic Securities AS, on behalf of, and pursuant to proxies from the subscribers listed in Appendix 1;*
- e) *The Shares shall be subscribed for within 7 February 2017 pursuant to separate subscription forms;*
- f) *The share deposit shall be paid no later than 7 February 2017 to the Company's bank account as further instructed by the Company;*
- g) *The pre-emptive rights of the shareholders in accordance with section 10-4 in the Norwegian Public Companies Act are set aside pursuant to section 10-5;*

- h) *The Shares are entitled to dividends resolved after registration of the share capital increase in the Norwegian Register of Business Enterprises. The Shares will in all other respects be equal to the other issued shares of the Company from the registration of the capital increase in the Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares and thus become tradable on Oslo Stock Exchange;*
- i) *Costs associated with the share capital increase in respect of the Private Placement are estimated to approximately NOK 3million in addition to the guarantee fee, as mentioned in letter c above, which corresponds to 2% of the total share deposit in the Private Placement; and*
- j) *Section 4 of the Company's Articles of Association shall be changed accordingly.*

5.6.3 Resolution relating to the issue of Private Placement Shares in Tranche 2

On 28 February 2017, the Company's Extraordinary General Meeting resolved to approve the Private Placement and to complete Tranche 2, to issue the Private Placement Shares (translated from Norwegian):

- a) *"The share capital shall be increased by NOK 5,263,158 through issuance of 5,263,158 new shares, each with a par value NOK 1;*
- b) *The Shares shall be subscribed at NOK 5.70 per share payable in cash;*
- c) *The Private Placement is guaranteed fully subscribed by the Underwriters. The Underwriters will receive a 2 % guarantee fee. Each Underwriter is guaranteed allocation of shares in the Private Placement for an amount corresponding to 50% of its underwriting obligation in respect of the Private Placement or;*
- d) *The Shares shall be subscribed by DnB Markets, and/or Arctic Securities AS, on behalf of, and pursuant to proxies from Middelborg AS, Cipriano AS, and Datum AS;*
- e) *The Shares shall be subscribed for within 28 March 2017 pursuant to separate subscription forms;*
- f) *The share deposit shall be paid no later than 30 March 2017 to the Company's bank account as further instructed by the Company;*
- g) *The pre-emptive rights of the shareholders in accordance with section 10-4 in the Norwegian Public Companies Act are set aside pursuant to section 10-5;*
- h) *The Shares are entitled to dividends resolved after registration of the share capital increase in the Norwegian Register of Business Enterprises. The Shares will in all other respects be equal to the other issued shares of the Company from the registration of the capital increase in the Register of Business Enterprises. However, the new shares will be registered in the Norwegian Central Securities Depository under a separate temporary ISIN pending approval of a prospectus regarding listing of the new shares on Oslo Stock Exchange. As soon as practically possible after*

the prospectus has been published, the new shares will be registered under the same ISIN as the Company's already listed shares and thus become tradable on Oslo Stock Exchange;

- i) Costs associated with the share capital increase in respect of the Private Placement are estimated to approximately NOK 3,000,000 million in addition to the guarantee fee, as mentioned in letter c above, which corresponds to 2% of the total share deposit in the Private Placement; and*
- j) Section 4 of the Company's Articles of Association shall be changed accordingly."*

5.6.4 Deviations from the existing shareholders' preferential rights

The Private Placement deviates from the existing shareholders preferential right for new shares as set out in the Public Limited Liability Companies Act section 10-4, as the Private Placement was not directed towards all existing shareholders. The Board had together with the management and advisors considered various transaction alternatives to secure the financing of the acquisition of Mytos and Apro. Based on an overall assessment, taking into account inter alia the need for funding, execution risk and possible alternatives, the Board decided on basis of careful considerations that the Private Placement was the alternative that best protects the Company's and the shareholders' joint interests. The Board is of the opinion that the Private Placement allowed the Company to raise capital more quickly and at more favourable terms than a rights issue would have allowed. Furthermore, the Private Placement is expected to strengthen the Company's shareholder base, attracting several new institutional and professional investors.

Considering that the subscription price in the Private Placement was almost 8% higher than the closing price on 1 February 2017, the Board was of the opinion that the Private Placement is the alternative that best protects the Company's and the shareholders' joint interests.

5.6.5 Delivery and listing of the Private Placement Shares

Notification of allotment in the Private Placement was sent to the applicants on 3 February 2017 through a notification issued by the Managers. The Tranche 1 shares were settled through a delivery versus payment transaction on 7 February 2017 (regular T+2 settlement), by delivery of existing and unencumbered shares in the Company that are already listed on the Oslo Stock Exchange pursuant to a share lending agreement between the Company, the Managers and Zono Holding AS. The shares delivered to the subscribers in Tranche 1 were thus tradable from allocation. The share loan was settled with new shares in the Company issued by the Board pursuant to an authorisation given by the Extraordinary General Meeting held 4 November 2016.

The completion of the Tranche 2 of the Private Placement was approved by the Extraordinary General Meeting on 28 February 2017. Existing shareholders of the Company holding more than 2/3 of the outstanding shares in the Company had already committed to vote in favour of Tranche 2 in the Extraordinary General Meeting and had undertaken to not dispose any of its shares before the Extraordinary General Meeting.

The Private Placement Shares have been fully paid and registered in the Norwegian Register of Business Enterprises and will in all respects be equal to the existing shares of the Company. Please see Section 5.8 for a description of the Private Placement Shares. However, the Private Placement Shares will not be admitted to trading on Oslo Børs until the Norwegian FSA has approved and the Company has published this Prospectus in accordance with Section 7-3 of the Securities Trading Act, which publication will be on or about 28 April 2017. Pending such approval and publication, the Private

Placement Shares have been issued in the VPS with a separate and interim ISIN, namely ISIN NO 0010778681. Upon approval and publication of this Prospectus, the Private Placement Shares will have the same ISIN as the ordinary Shares in the Company (i.e. ISIN NO 0003095309). The Shares will not be sought or admitted to trading on any other regulated market than Oslo Børs. See also Section 13 "Selling and transfer restrictions".

5.6.6 Participation of major existing shareholders and members of the Company's management, supervisory or administrative bodies in the Private Placement

The table below sets out the major shareholders (i.e. shareholders holding more the 5% of the Shares), members of the Company's Board and Executive Management who subscribed for and were allocated Private Placement Shares:

Name	Relation	Number of allocated Private Placement Shares
Einar J. Greve ²	Chairman of the Board	877,193
Kristian Lundkvist ³	Board member	877,193
Datum AS	Major shareholder	3,508,771

5.6.7 Underwriting agreement

On 2 February 2017, the Company entered into an underwriting agreement with Middelborg AS, Cipriano AS, Datum AS, Artic Asset Management AS, Spencer Trading INC, DNB Asset Management AS, Torstein Tvenge, Tigerstaden AS and Silvercoin Industries AS (the "**Underwriters**"), which secured the full subscription of the Private Placement, i.e. for an aggregate amount of NOK 100 million. The table below shows the subscription amount each of the Underwriters had undertaken to underwrite:

Underwriter	Address	NOK underwritten
Datum AS	Munkedamsveien 45F, 0250 Oslo, Norway	30,000,000
Middelborg AS ⁴	Rambergveien 3, 3115 Tønsberg, Norway	10,000,000
Cipriano AS ⁵	Munkedamsveien 45F, 0250 Oslo, Norway	10,000,000
Artic Asset Management AS	Haakon VII's gate 5, 0161 Oslo, Norway	14,000,000
Spencer Trading INC	c/o Arne Blystad AS, Haakon VII's gate 1, Norway	10,000,000
DNB Asset Management AS	Dronning Eufemias gate 30, 0191 Oslo, Norway	10,000,000
Torstein Tvenge	Gimle terrasse 12, 0264 Oslo, Norway	9,000,000
Tigerstaden AS	c/o Ketil Skorstad, Apalveien 6, 0371 Oslo, Norway	5,000,000
Silvercoin Industries AS	Tyrihjellveien 2, 1639 Gamle Fredrikstad, Norway	2,000,000
Sum		100,000,000

The Underwriters were guaranteed allocation of shares in the Private Placement for an amount corresponding to 50 % of its underwriting obligation in respect of the Private Placement. Middelborg AS, Cipriano AS, and Datum AS had pre-committed to subscribe for minimum 5,263,158 shares.

² Subscribed through wholly owned company Cipriano AS.

³ Subscribed through wholly owned company Middelborg AS.

⁴ Middelborg AS is a company owned by board member Kristian Lundkvist.

⁵ Cipriano AS is a company owned by the Chairman of the Board, Einar J. Greve.

The Underwriters received an underwriting commission of 2%, corresponding to NOK 2 million in aggregate.

5.7 Proceeds and expenses

The net proceeds from the Private Placement will be used for further acquisitions to strengthen the position of the Company as well as for general corporate purposes, including but not limited to working capital, capital expenditures and growth. Costs associated with the share capital increase in respect of the Private Placement are estimated to approximately NOK 5 million, including the guarantee fee to the Underwriters, thus resulting in net proceeds of approximately NOK 95,000,002 from the Private Placement. The Company will not charge any expenses directly to any investor in connection with the Private Placement. The Managers fee in relation to the Private Placement was 3% of the gross proceeds from the Private Placement, NOK 3.0 million.

The Consideration Shares were mainly issued against contribution consisting of shares in Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro and did, as such, not give any cash proceeds to the Company. Costs in relation to the issuance of the Consideration Shares that will be borne by the Company in connection with the Teki Gruppen Transaction are estimated to approximately NOK 600,000, and the costs in connection with the acquisition of Teki Solutions, Nordialog Asker, Mytos InfraAdvice and Apro are estimated to approximately NOK 250,000, primarily for financial and legal advisors.

5.8 The Consideration Shares and Private Placement Shares

The New Shares are ordinary shares in the Company each having a par value of NOK 1.00. The New Shares are issued electronically in registered form in accordance with the PLCA.

The rights attached to the New Shares will be the same as those attached to the Company's existing Shares. The New Shares will rank pari passu with existing shares in all respects from such time as the share capital increases in connection with the issuance of the Consideration Shares and Private Placement Shares are registered in the Norwegian Register of Business Enterprises. The holders of the New Shares will be entitled to dividend from the date of registration of the respective share capital increase in the Norwegian Registry of Business Enterprises. The share capital increase related to the Teki Gruppen Transaction was registered 8 November 2016, the increase related to the Private Placement Tranche 1 was registered 9 February 2017, the increase related to the Mytos Acquisition was registered 22 February 2017, the increase related to the Nordialog Asker Transaction and Teki Solutions Transaction was registered 8 March 2017, the increase related to the Private Placement Tranche 2 was registered 31 March 2017, and the increase related to the Apro Acquisition and InfraAdvice Acquisition was registered 5 April 2017. There are no particular restrictions or procedures in relation to the distributions of dividends to shareholders who are resident outside Norway, other than an obligation on part of the Company to deduct withholding tax as further described in Section 12 "Taxation".

Pursuant to the PLCA, all shareholders have equal rights to the Company's profits, in the event of liquidation and to receive dividend, unless all the shareholders approve otherwise. Please see Section 11 "Securities trading in Norway" for more details concerning the rights attached to the Shares and issues regarding shareholding in a Norwegian Public Limited Company.

5.9 Dilution

The table below set out the immediate dilutive effect after the issuance of the New Shares as described in this Section 5.

Transaction	Number of Shares prior to transaction	New Shares issued in transaction	Number of Shares post transaction	Dilutive effect
Teki Gruppen Transaction	72,422,089	30,053,488	102,475,577	29.33 %
Private Placement Shares allocated in Tranche 1	102,475,577	12,280,702	114,756,279	10.7%
Mytos Acquisition	114,756,279	11,666,667	126,422,946	9.23%
Teki Solutions - and Nordialog Asker Acquisition	126,422,946	7,515,325	133,938,271	5.61%
Private Placement - Shares allocated in Tranche 2	133,938,271	5,263,158	139,201,429	3.78%
InfraAdvice Acquisition	139,201,429	743,059	139,944,488	0.53%
Apro Acquisition	139,944,488	1,333,332	141,277,820	0.94%
Total dilutive effect	72,422,089	68,855,731	141,277,820	48.74%

5.10 The Company's share capital following the issuance of Consideration Shares and Private Placement Shares

Following issuance of the Consideration Shares and Private Placement Shares as described in this Section 5, the share capital of Techstep is NOK 141,277,820 comprising of 141,277,820 Shares each share with a par value of NOK 1.00.

See Section 10.1 "Share capital" below for a more detailed description of the development in the Company's share capital.

5.11 Mandatory anti-money laundering procedures

The Private Placement is subject to the Norwegian Money Laundering Act No. 11 of 6 March 2009 and the Norwegian Money Laundering Regulations No. 302 of 13 March 2009 (collectively, the "**Anti-Money Laundering Legislation**").

5.12 Interest of natural and legal persons

The sellers of shares in Teki Solutions, Nordialog Asker, Mytos, InfraAdvice and Apro, have an interest in the issuance of the Consideration Shares as they received such New Shares as transaction consideration.

In connection with the Teki Gruppen Transaction, Middelborg AS (a company owned by Board member Kristian G. Lundkvist) has been compensated with NOK 1.2 million related to structural and transaction work.

In connection with the Private Placement, the Underwriters received an underwriting commission of 2%, corresponding to NOK 2 million in aggregate.

The Managers and their affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers, their employees and any affiliate may currently own existing Shares in the Company. The Managers do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Other than the above mentioned and the description of participation of major existing shareholders and members of the Company's management, supervisory or administrative bodies in set out in Section 5.6.6 and Section 5.2.7, the Company is not aware of any interest (including conflict of interests) of any natural or legal persons involved in the Private Placement and the acquisition of Mytos, Apro, InfraAdvice, Teki Solutions and Nordialog Asker.

Please note that in connection with the Zono Transaction completed on 15 September 2016, Zono Holding AS received Shares in Techstep for a subscription price of NOK 2.20, i.e. a disparity of NOK 2.10 and NOK 4.30 between the effective cash cost paid in the aforementioned transaction and respectively, the lowest and highest subscription price paid for New Shares to be listed following approval of this Prospectus. Board member Ingrid Leisner had at the time an indirect ownership in Zono Holding AS through her partly owned company Duo Jag AS. As announced by the Company on 4 July 2016, the agreement in the Zono Transaction was based on a letter of intent entered into on 8 March 2016 between Middelborg AS and Techstep.

5.13 Managers and advisers

Artic Securities AS, with address Haakon VII's gate 5, 0161 Oslo, Norway and DNB Markets, a part of DNB Bank ASA, with address Dronning Eufemias gate 30, 0191 Oslo, Norway, are acting as Managers in connection with the Private Placement.

Advokatfirmaet CLP DA, Akersgata 2, 0125 Oslo, Norway has acted as legal advisor to the Company in connection with listing of the New Shares and the Teki Solutions Transaction and Nordialog Asker Transaction, the InfraAdvice Acquisition and the Apro Acquisition, and the Private Placement.

5.14 Jurisdiction and choice of law

The New Shares have been issued under Norwegian law in accordance with PLCA.

This Prospectus shall be governed by, and construed in accordance with, Norwegian law. Any disputes that arise in conjunction with the Prospectus, the Private Placement and the New Shares which cannot be amicably resolved are subject to the jurisdiction of Norwegian courts with legal venue in the Oslo District Court.

6 PRESENTATION OF TECHSTEP

6.1 Overview

The Company was founded in 1996 as a private limited liability company under the name Birdstep Technology AS, later Birdstep Technology ASA. In 2016, it changed its name to Techstep ASA. The Company's commercial name is Techstep. The Company is organized as a public limited liability company in accordance with the PLCA with organisation number 977 037 093. The Company is listed on Oslo Børs with ticker "TECH".

The Company's registered office is:

Techstep ASA
Brynsveien 3
0667 Oslo
Norway
Telephone: +47 909 91 618
Website: www.techstep.no

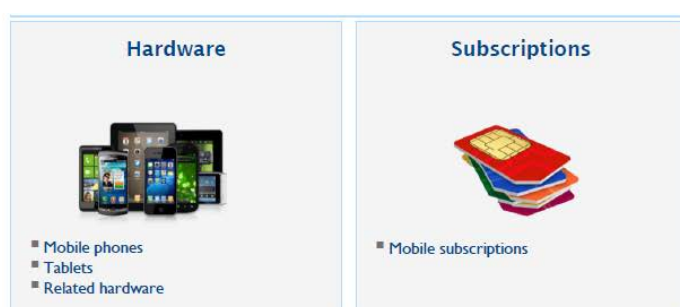
Prior to the sale of Birdstep AB in 2016, the Company's main business was to develop and distribute "Heterogeneous Network" (Techstep's "**HetNet**") optimization solutions, allowing operators and original equipment manufacturers to provide, analyse, select, control and commercialise Wi-Fi and cellular networks to deliver experience continuity to their customers. All such business activities, including customer contracts, product portfolio, technology, intellectual property rights and most of the employees, was transferred to Smith Micro through the sale of Birdstep AB.

6.1.1 Company overview

Through several transactions outlined in Section 5 in this Prospectus, Techstep has developed into a B2B solutions and services provider offering mobile hardware and subscriptions, solutions for mobility and communications and related software-as-a-service ("**SaaS**") products.

The mobile hardware and subscriptions business of Techstep is referred to as the "**Hardware and subscriptions segment**" in this Prospectus, while the mobility software and solutions segment is referred to as the "**Solutions segment**".

Hardware and subscriptions



Solutions



Figure 1: Overview of Techstep segments and offerings per segment.

The below illustration shows a simplified overview of Techstep and its subsidiaries and the segments these subsidiaries operates in, following the transactions outlined in Section 5 of this Prospectus.

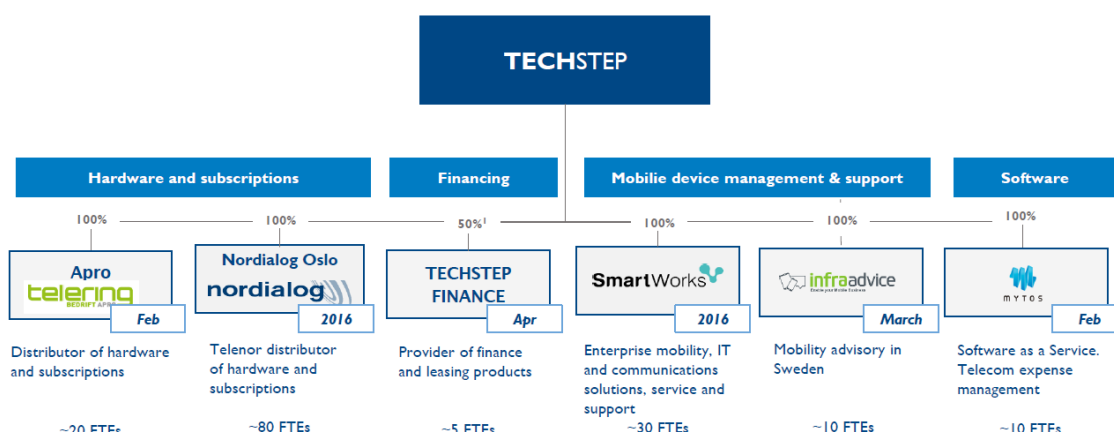


Figure 2: Simplified Techstep company structure post the transactions outlined in Section 5 of this Prospectus. Note that Techstep also has an 8.25% stake in Kjedehuset (Hardware partnership). Note: "FTE" stands for Full-Time Equivalent employees.

6.1.2 Key financial figures

Techstep had total revenues for 2016 of NOK 573.5 million and total revenues for 2015 of NOK 630.3 million. Earnings Before Interests, Taxes, Depreciation and Amortization ("EBITDA") ended negative at NOK 4.4 million in 2016, while EBITDA was positive in 2015 at NOK 24.4 million. The negative development in EBITDA is in part explained by transaction costs and one-offs of NOK 17.5 million being included in operation expenses in 2016. Revenue, EBITDA adjusted for transaction costs and one-offs ("adjusted EBITDA"), Earnings Before Interests, Taxes and Amortization ("EBITA") adjusted for transaction costs and one-offs ("adjusted EBITA"), and Earnings Before Interests and Taxes ("EBIT") adjusted for transaction costs and one-offs ("adjusted EBIT"), are outlined in the below table.

(amounts in NOK 1 000)	2016	2015
Revenue	573 498	630 325
Adjusted EBITDA	13 078	24 443
Adjusted EBITA	12 175	23 093
Adjusted EBIT	(6 808)	437

Figure 3: overview of adjusted figures

Adjusted financial figures should be read in connection with Section 9 in this Prospectus, as well as the annual financial statement for 2016, which is incorporated by reference to this Prospectus, see Section 14.2. Note also that the Teki Gruppen Transaction for accounting purposes has been carried out as a reversed takeover.

6.2 Hardware and subscription

The Hardware and subscriptions segment consists of sale of mobile solutions, mobile devices and related hardware and mobile subscription packages for business customers, mainly through the Nordialog brand in eastern Norway. This division targets companies varying in size from 50 to over 7,000 employees.

Hardware sales are to a large extent capital expenditure, or investments, for Techstep's customers, but the number of inquiries from customers who want to buy through leasing (operational expenditure) is increasing and Techstep is in the process of establishing its own tailor-made offering through its newly established joint venture, Techstep Finance. This new offering, hardware-as-service, is expected to be one of Techstep's core offerings going forward.

Kjedehuset is a sales and distribution organisation of mobile units and communication solutions. Kjedehuset has three main areas of operation:

1. Franchise of B2B sale of mobile device hardware and Telenor subscriptions through the Nordialog and Telehuset brands
2. Import and distribution of mobile devices through its wholly owned subsidiary Telefast AS
3. After-market services through the wholly owned subsidiary Conmodo AS

Nordialog Oslo receives commissions and bonuses from Kjedehuset and Telenor from hardware and mobile subscription sales.

Kjedehuset is owned 49% by Telenor Norge AS and 51% by the owners of its independent franchisees. Combined, Techstep has an 8.25% stake in Kjedehuset (Hardware partnership). As described in Section 6.8 "Legal structure", Kjedehuset is partly owned through Zono AS. Note that there is no business activity in Zono AS, and accordingly, Zono AS has no function in relation to the operations of Kjedehuset.

In addition to Nordialog Oslo, hardware is sold by Apro. Apro was established in 1973 and delivers communication solutions with focus on mobile communications hardware and mobile subscriptions. The company also provides consulting services for large clients, customer support and maintenance.

Apro is focused on the public sector and frame agreements in the public sector represented around 60-70% of 2016 revenue. The geographical focus of Apro is Buskerud, Telemark and Vestfold.

In total, the Hardware and subscriptions segment stood for approximately 84% of Techstep revenues in 2016. With respect to profitability, the Hardware and subscriptions segment has historically had lower gross margins compared to the Solutions business area. The majority of hardware sales are Apple and Samsung devices.

The fact that Techstep is already delivering the mobile devices (phones, pads and pc's) makes it natural for the customers to request services linked to the hardware to be delivered by Techstep. Some of these services are well known in the market place and rolled out to a great extent, while others are just now being introduced.

6.3 Solutions

The Solutions business comprises development of customized solutions and products, mainly through the in-house advisor and solution architect SmartWorks AS. This business area operates on a project basis, and offers both small and large deliveries within the mobility and communication space. Offering includes design, integration, operations and customer support of services in areas such as security & mobility, authentication, authorisation & accounting ("**AAA**"), servers & networks and video communication (see Section 6.5 for examples of recent project deliveries).

In addition to SmartWorks, solutions are delivered through Mytos and InfraAdvice.

Mytos is a SaaS company, that among other products deliver a Telecom Expense Management ("**TEM**") solution, providing Norwegian companies with an overview of their total mobile costs and simplified routines for reporting to Norwegian tax authorities. In the view of Techstep, the four functionalities included in Mytos' service provides for a user-friendly and efficient overview of all relevant issues related to a company's mobile costs:

- Mobile cost control – full overview of the employees' mobile costs
- Policy for mobile phone use – guidelines for employees and management
- Mobile tax – automatic salary deduction
- Cost allocation within the company

Mytos TEM offering is based on proprietary software and the revenue model of the company is based on monthly license fees per user and service fees, building a base for recurring revenue. Mytos had a user base of approximately 122,000 users and 600 customers per year end 2016.

InfraAdvice is a Swedish EMM specialist mainly based in Stockholm, but also with offices in Luleå and Strängnäs. The company covers a broad range of phases and aspects of enterprise mobility, both remote and on site: strategy, policy, project management, test, architecture, security, installation (on premise and cloud), configuration, integration, implementation, maintenance & support.

InfraAdvice has a pan-Nordic customer portfolio of mainly large corporates and municipalities and has developed partnerships with amongst other VMware End User Computing, AirWatch by VMware, Apple Consulting Partner, Samsung SEAP, Oracle Mobile Cloud and PhishMe.

Suppliers to the Solutions segment range from IT infrastructure and operations companies, to vertical-specific providers of niche technology.

Revenues from the Solutions segment comprised approximately 16% of Techstep revenues for 2016. Gross margin in the Solutions segment has historically been higher than in the Hardware and subscription segment.

6.4 Customers and value chain

With a customer base of approximately 3,600 companies with 220,000 end users in Teki Solution, approximately 600 customers and 122.000 end users in Mytos, approximately 550 customers and 25,000 end users in Apro and approximately 80 customers and 100,000 end users in InfraAdvice, Techstep has an extensive reach within the Norwegian and Swedish business segment and public

sector⁶. The top revenue generating customers include large companies with international reach, and Techstep has partnership agreements with well-known hardware and software providers (see figure 4).

Techstep sales take place through multiple channels:

- Direct sales through any of Techstep's subsidiaries, with Nordialog Oslo, Smartworks SmartWorks Nordic Group, Mytos, Apro, InfraAdvice or Teki Solutions as contractual party.
- Through Telenor, with Telenor as contractual party to the customer contract and Teki Solutions or Smartworks as a subcontractor.
- Through Kjedehuset, with Kjedehuset as contractual party to the customer contract and Teki Solutions or Smartworks as a subcontractor.
- Through Mytos, Apro or InfraAdvice, with Mytos, Apro or InfraAdvice as the contractual party to the customer contract.
- Through other partners.

The customer needs and requests are the main driver for all above sale channels.

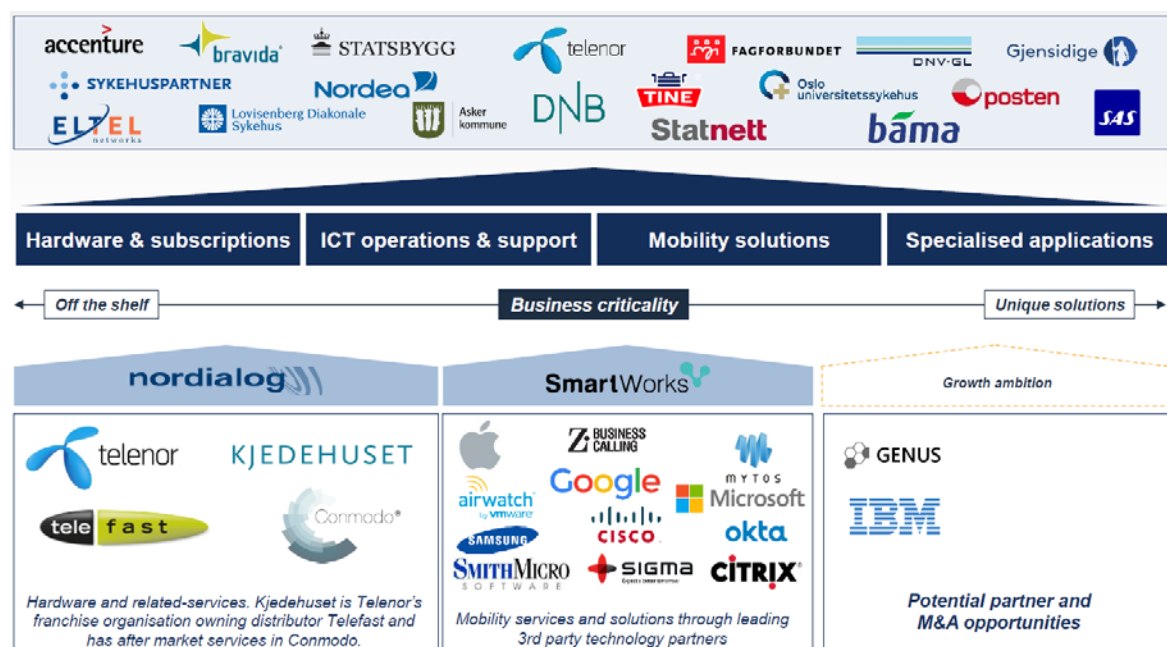


Figure 4: A visual explanation of Teki Solutions value chain and top 20 customers as per end of July 2016⁷.

6.5 Strategy

As described above in this Section 6 and Section 7.2, mobile devices are playing an increasingly important role in people's daily lives. At the same time, the mobility and communications market is undergoing disruptive shifts where the value proposition is changing from telecoms' connectivity towards a fragmented ecosystem of digital solutions and service providers. Techstep's strategy is to build on its background in mobile technology to establish a leading mobility and communications service, software and products provider.

⁶ Note that the number of customers and end users may to some degree overlap and that Mytos has approximately 122.000 end users, of which 46.000 are through Nordialog and the remaining are direct customers of Mytos.

⁷ Source: Executive Management.

On the revenue side, Techstep's strategy can be summarised in five key steps across the two axes of increasing the number of end users and increasing average revenue per user:

- A. **Address further organic opportunities to extend customer & end user base.** One of Nordialog Oslo's and Apro's key value attributes are considered to be their close relationship with a wide range of larger and medium sized companies, with in aggregate above 1 million employees. This provides a foundation that Techstep plans to create further leverage through an increase of average revenue per user ("**ARPU**"). The primary reason for the increase in ARPU will come from selling solutions and services to these customers. Techstep will target opportunities to increase the customer and end user base further through organic growth by acquiring new customers and increasing its share of wallet within the existing customer base.
- B. **Development of new solutions and services concepts.** Techstep customers are to an increasing extent demanding additional mobility and communication services and solutions, which in addition to hardware will contribute to increase the ARPU⁸. Within Techstep, such services and solutions are primarily provided within the Solutions business area. Techstep continuously invests in developing its offering and delivery capacity and currently has a range of solutions under development that will be launched in 2017.
- C. **Serving a larger share of the customer base with services from the Solutions segment.** The majority of Techstep's customers do not use the full extent of the Solutions offering or similar platforms provided by other companies⁹. There should therefore be ample opportunity to increase revenues by offering solutions and services to more of its customers. This has been the primary driver for growth in revenue from the Solutions segment, from NOK 20 million in 2013 to NOK 48 million in 2015, to NOK 75 million in 2016. Solutions bundling and packaging of these as products will make it easier for customers to buy and the sales force to sell.
- D. **Acquire niche service and solution players ("vertical acquisitions").** The Company sees a large number of niche providers of services and solutions, some of which are used as sub-suppliers today. Techstep will target acquisition opportunities that can add further ARPU and/or margins to its offering (not limited to current sub-suppliers).
- E. **Structural growth through mergers and acquisitions of competitors and peers to strengthen position within specific geographies and/or segments ("horizontal acquisitions").** Following completion of the transactions outline in Section 5 in this Prospectus, Techstep believes that there are several additional structural opportunities. In addition to creating a foundation to leverage ARPU increase, Techstep believes there to be extensive efficiency gains from cost synergies in such opportunities.

A vital part of this growth strategy is to bundle hardware and solutions into one unified product, mobility-as-a-service, typically paid for by the customers on a monthly basis. This will drive a conversion towards recurring revenue for Techstep and, in Techstep managements opinion, create a product range easy to sell and efficient in building a long-term relationship with Techstep customers.

⁸ Source: Techstep and Teki Solutions management.

⁹ Source: Executive Management

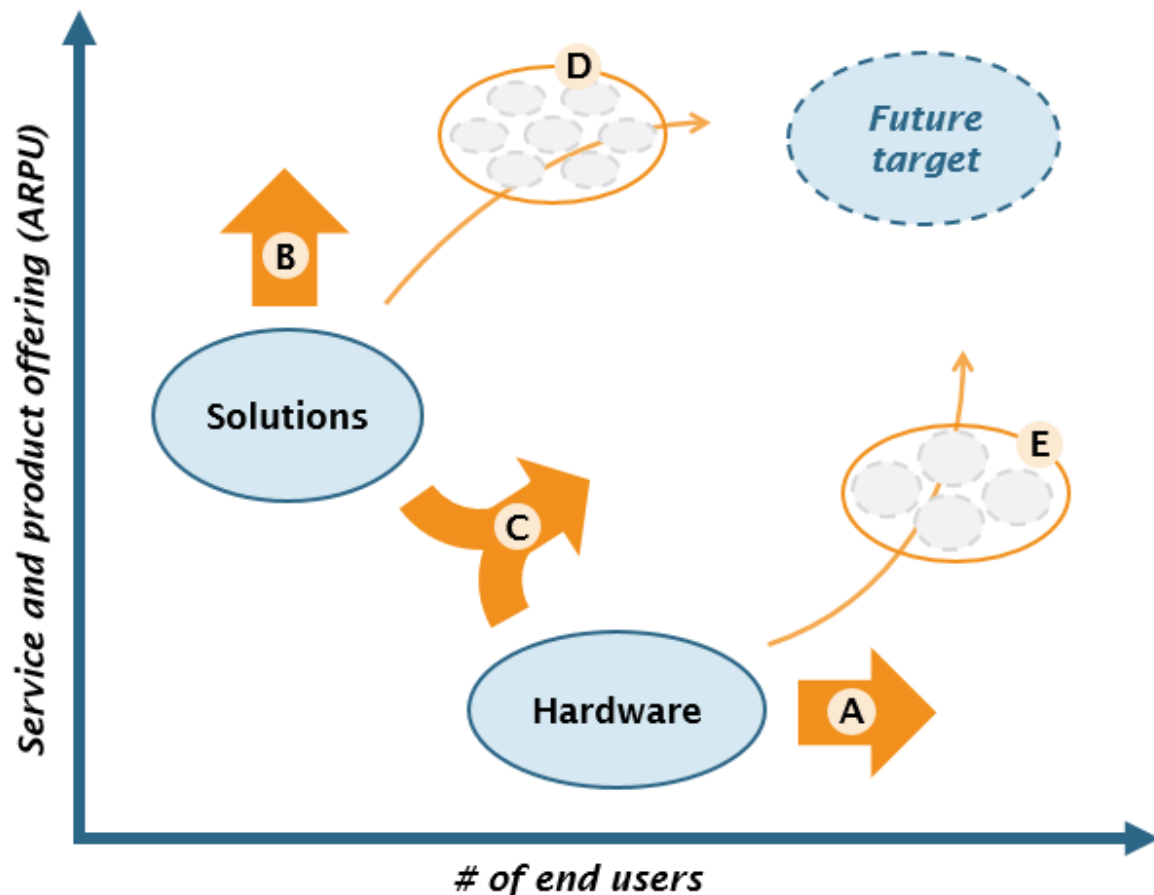


Figure 5: Figure illustrating the Company's revenue drivers and strategy along two axes. (X-axis: # of end users, Y-axis: Average revenue per user).

Techstep has proven successful in the first three points, as evident in some of their previous product and solutions deliveries. Listed below are a few customer examples:

- A recent delivery to an airline company completely changed the way the pilots operate. Before Teki Solutions' involvement, every pilot had to carry with them a "flight bag" containing all papers needed before take-off weighing around 44 kg in total. Teki Solutions, in collaboration with Telenor, was able to digitalize the operations and now 1,800 pilots get the same information on Ipad, creating significant cost savings for the airline company. The Ipad are fitted with XenMobile and up to 23 different applications, like weather forecasts, flight manuals and fuel order systems which made the "flight bag" obsolete, and the airline company is now unable to fly without the solution. The delivery was so successful that Teki Solutions are currently developing a similar solution for the cabin crew, amounting to roughly 3,600 new users.
- An important feature that customers emphasize is security, this was of great importance when Teki Solutions won the bid to deliver an EMM solution to Statkraft. Working closely with the client, Teki Solutions was able to deliver a solution that offered 3,000 employees secure access from their tablets or phones.
- Meny has delivered Kiosk tablets for 200 different shops in Norway, locking the tablet for the users minimizing support need, ease of use and simplicity to register service status like safe food/allergy lists, HSE registration and deviation management, and ensuring food quality. The

number of tablets are going to increase as Meny has concluded that that tablets are more cost efficient than a PC client.

Further to the aforementioned revenue growth strategy initiatives, Techstep believes there to be efficiency gain potential resulting in reductions of operational expenditures. Such gains are expected be realized through an increased focus on self service, in part through channelling resources from low-growth towards high-growth areas and in part through cost reductions.

6.6 History and development

The table below provides an overview of the Company's and the Group's major historical milestones:

Year/Date	Event
1996	Founded in Oslo, Norway, under the name Birdstep Technology AS
1997	Nordialog Oslo was founded
2000	Corporate name changed from Birdstep Technology AS to Birdstep Technology ASA
2000	Acquisition of Advanced Communication Technology
2001	Acquired former Raima assets from Centura Software Alice Systems was created as a spin-off from Northstream
2002	Listed on Oslo Børs
2004	IP Zone Technology sold to Aptilo Networks AB
2005	Acquired Alice Systems AB
2006	Established VoiceRoaming Technology AS, a JV with TeleVenture AS
2007	Acquired Service Factory AB, Secgo Software Oy, Aramova Inc. and VoiceRoaming Technology AS. During 2007, Aramova Inc. changed its name to BTSF
2008	Transition from Product/Project Developer to Software Vendor
2010	Announced 3G network offload for operators
2010-2011	In the latter part of 2010 and Q1 2011, Techstep divested the non-core assets Raima, Service Factory (Orbyte) and its 32% holding in Aptilo
2012	Teki Solutions was established. Teki Solutions acquires a number of companies, among others, Nordialog Oslo AS and other companies under the Nordialog brand.
2013-2014	Teki Solutions acquires all shares in SmartWorks AS
2015	Sale of the Finnish subsidiary Birdstep Technology Oy to Elektrobit Technologies Oy for EUR 1.9 million (on gross basis)
2015	Teki Solutions acquires SelectIT AS
08.03.2016	Agreement to sell Birdstep AB to Smith Mirco for USD 2 million
08.03.2016	Raised NOK 7.48 million (on gross basis) in a private placement towards Middelborg Invest AS
28.04.2016	Resolution to change corporate name from Birdstep Technology ASA to Techstep ASA, which name change was registered on 1 June 2016
01.07.2016	Agreement (subject to completion) to acquire 100% of the shares in Zono AS (Zono Transaction)
01.07.2016	Agreement in principle (subject to completion) to acquire 53.94% of the shares in Teki Solutions AS from Teki Gruppen AS (Teki Gruppen Transaction)

26.07.2016	Raised NOK 1.49 million in subsequent offering
15.09. 2016	Completion of agreement to acquire 100% of shares in Zono AS (Zono Transaction)
07.11.2016	Completion of agreement to acquire 53.94% of the shares in Teki Solutions AS (Teki Gruppen Transaction)
Dec. 2016	Birdstep Technology San Francisco, Inc. was liquidated
01.02.2017	Agreement (subject to completion) to acquire 100% of the shares in Mytos
02.02.2017	Raised approx. NOK 100 million (on gross basis) in the fully underwritten Private Placement
08.02.2017	Agreement to acquire the remaining 21.84 per cent of Teki Solutions and the remaining 50 per cent of Nordialog Asker. The transaction was closed 28 February 2017
13.03.2017	Techstep announces acquisition of InfraAdvice Sweden AB, a Swedish EMM specialist
21.03.2017	Agreement (subject to completion) to acquire 100% of the shares in Apro Tele and Data AS
2017	Bridge Capital AS and Techstep established the joint venture company Techstep Finance

6.7 Material contracts

The table below provides a summary of material contracts outside the ordinary course of business for the last two years prior to the date of this Prospectus:

Year/Date	Party	Description
2015	Elektrobit Technologies Oy	Sale of the Finnish subsidiary Birdstep Technology Oy to Elektrobit Technologies Oy for EUR 1.9 million (on gross basis).
2015	Birdstep AB	Techstep entered into an asset transfer agreement, whereby all assets and liability related to the Smart Mobile Data business segment, including but not limited to customer contracts and IP rights, were transferred from the Company to Birdstep AB.
08.03.2016	Smith Micro	The Share Purchase Agreement regarding the sale of Birdstep AB contains obligations, covenants and warranties on the part of the Company, which are customary for transactions of this kind.
01.07.2016	Zono Holding AS	Techstep entered into an agreement with Zono Holding AS for the Zono Transaction, whereby Techstep acquired 24.22 % of the shares in Teki Solutions. The Zono Transaction was completed in September 2016.
01.07.2016	Teki Gruppen AS	Techstep entered into an Agreement in principle to acquire 53.94% of the shares in Teki Solutions in exchange for New Shares to be issued in Techstep corresponding to NOK 129.23 million. Definitive terms were agreed on 5 October 2016 and the Teki Gruppen Transaction was completed on 7 November 2016.
01.02.2017	Mytos Systems AS	Agreement (subject to completion) to acquire 100% of the shares in Mytos. Purchase price payable at closing of NOK

		120.0 million were settled with NOK 50 million in cash and NOK 70 million in Shares, corresponding to 11,666,667 New Shares, as further described in Section 5.3.
08.02.2017	Minority shareholders of Teki Solutions	Agreement (subject to completion) to acquire the remaining 21.84% of the shares in Teki Solutions on the terms and conditions set out in Section 5.2.
08.02.2017	Shareholders of Nordialog Asker	Agreement (subject to completion) to acquire the remaining 50% of the shares in Nordialog Asker on the terms and conditions set out in Section 5.2.
13.03.2017	SysTown International AB	Agreement (subject to completion) to acquire 100% of the shares in InfraAdvice AB for an aggregated purchase price of SEK 18.5 million, as further described in Section 5.5.
21.03.2017	Shareholders of Apro Tele and Data AS	Agreement (subject to completion) to acquire 100% of the shares in Apro Tele and Data AS for an aggregated purchase price of NOK 15.5 million, as further described in Section 5.4.

Other than contracts above, the Group has entered into the following contracts which includes provisions on obligations or entitlements which is material to the Group:

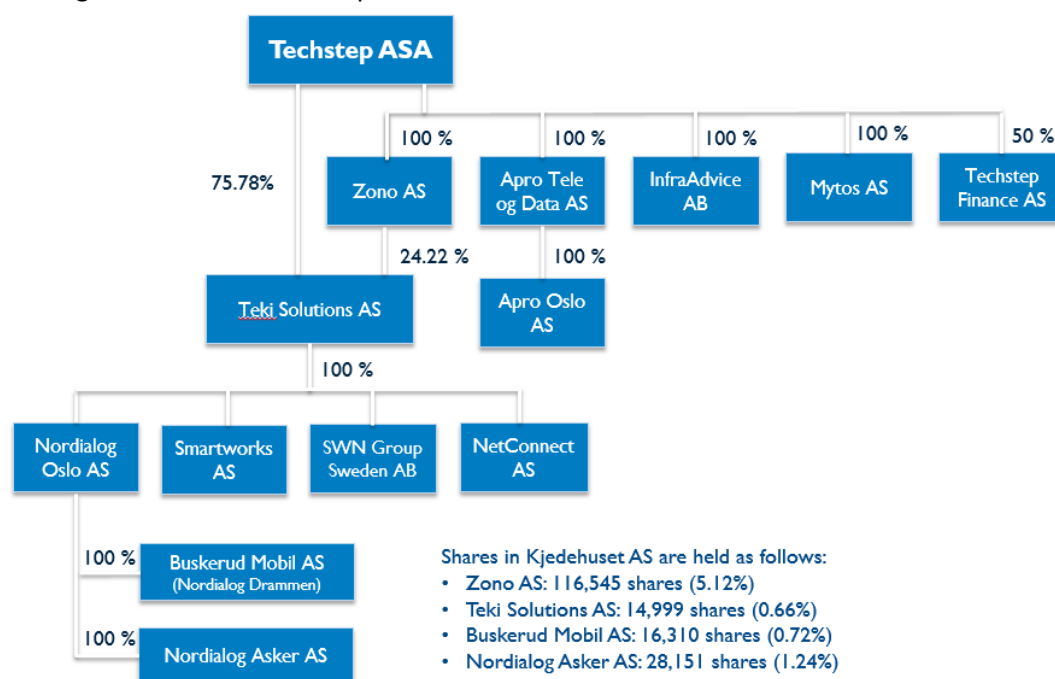
Year/Date	Party	Description
2009	Kjedehuset	Franchise agreements between Kjedehuset and entities within Teki Solutions, displayed under the brand Nordialog, and the license agreement between Telenor and Kjedehuset, on which the franchise agreements are based, are deemed material due to brand recognition and increased sale through Nordialog.
2011	Telering	Franchise agreement between Telering and Apro which is deemed material due to Telering's franchises in the B2B segment and brand recognition.
January 2017	Bridge Capital AS and Techstep	Agreement to establish Techstep Finance AS, a joint venture between Techstep and Bridge Capital AS, an experienced financing operating partner. Techstep Finance AS will be a vital part in Techstep's future delivery of MaaS. Techstep owns 50% of the shares in Techstep Finance AS and has an option to acquire the remaining shares on certain conditions.
March 2017	(Undisclosed)	SmartWorks, a company wholly owned by Techstep, entered into an agreement with an undisclosed international service company regarding deliverance, management and related support of slightly above 10.000 AirWatch licenses. The contract also includes advisory related to mobility and mobile device management.
April 2017	Norsk Sykepleierforbund	On 24 April, Nordialog Oslo AS, a company owned by Techstep, entered into an agreement with Norsk Sykepleierforbund for delivery of mobile-as-a-service of 2650 Apple iPads. The agreement includes buy-back of current devices as well as financing through Techstep Finance AS, and a newly developed mobile asset

		management solution provided by Mytos. Training of resources, support and handling of privacy issues are also part of the contract.
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Apart from the above, the Company has not entered into any contracts of material importance for the Company's business, and all contracts are entered into in the ordinary course of business.

6.8 Legal structure

The legal structure of Techstep ASA is outlined below.



The below list gives an overview of the registered business address of the various Techstep subsidiaries:

- Zono AS: Storgaten 30-32, 3126 Tønsberg, Vestfold
- Teki Solutions: Brynsveien 3, 0667 Oslo
- Mytos AS: Billingstadsletta 19A, 1396 Billingstad, Akershus
- Apro Tele og Data AS: Fokserødveien 29, 3241 Sandefjord, Vestfold
- Nordialog Oslo AS: Tvetenveien 6, 0661 Oslo
- Smartworks AS: Brynsveien 3, 0667 Oslo
- SWN Group AB: Svartviksslingan 110, 167 39 Bromma, Stockholms län
- Netconnect AS: Tvetenveien 6, 0661 Oslo
- Buskerud Mobil AS: Bjørnstjerne Bjørnsons gate 110, 3044 Drammen, Buskerud
- Nordialog Asker AS: Drengsrudbekken 10, 1383 Asker, Akershus
- InfraAdvice Sweden AB: Bryggargatan 6B, 111 21 Stockholm, Sweden
- Apro Oslo AS: Heggelibakken 2, 0375 Oslo
- Techstep Finance AS: Brynsveien 3, 0667 Oslo

The business address of Kjedehuset AS is Lysaker torg 6, 1366 Lysaker, Akershus. All of the above mentioned companies are incorporated under the laws of Norway, except for SWN Group AB and InfraAdvice Sweden AB which are incorporated under the laws of Sweden.

6.9 Property, plants and equipment

The Company does not own any real property and there are no significant property, plant or equipment items ordered at the date of this Prospectus. Techstep does not have any plans or obligations to make significant future investments in property, plant or equipment.

The Group's activities do not pollute the environment. All suppliers are well reputed companies. Techstep takes for its basis that its suppliers are operating in compliance with the applicable regulatory framework and paying due respect to the norms of the various stakeholders in their business. None of the processes in use by the suppliers are known to be of particular hazard to staff or the environment.

Techstep leases administrative office space located in Oslo, Norway of approximately 70 square metre. The facilities serve as the general corporate and operational headquarters and the Company does not see any environmental issues that may affect the Company's utilisation of the office premises.

6.10 Major shareholders

The table below shows the top 20 registered shareholders as of 18 April 2017. Note that this overview includes both the Shares registered and traded and the New Shares issued and registered under ISIN 0010778681 which will be listed following the approval of this Prospectus. The below overview is based on the VPS shareholder register.

Name	Country	Type of account	No. of Shares and New Shares	Total holding %
ZONO HOLDING AS	Norway	Company	62,706,966	44.39 %
DATUM AS	Norway	Company	14,358,772	10.16 %
PALOS AS	Norway	Company	11,666,667	8.26 %
SKARESTRAND INVEST AS	Norway	Company	7,513,372	5.32 %
DOVRAN INVEST AS	Norway	Company	3,763,372	2.66 %
JYST INVEST AS	Norway	Company	3,763,372	2.66 %
TINDE INDUSTRIER AS	Norway	Company	3,763,372	2.66 %
TVENGE TORSTEIN INGVALD	Norway	Private investor	2,500,000	1.77 %
NOMO HOLDING AS	Norway	Company	1,946,253	1.38 %
NORDIALOG ENSJØ AS	Norway	Company	1,946,253	1.38 %
ARCTIC FUNDS PLC	Ireland	Company	1,871,434	1.32 %
VERDIPAPIRFONDET DNB SMB	Norway	Company	1,587,276	1.12 %
SPENCER TRADING INC	Norway	Company	1,438,596	1.02 %
SVENSKA HANDELSBANKEN AB	Sweden	Company	1,243,059	0.88 %
VINTERSTUA AS	Norway	Company	1,200,000	0.85 %
INTELCO CONCEPT AS	Norway	Company	1,101,706	0.78 %
KAPPA FINANS AS	Norway	Company	1,063,615	0.75 %
TVENGE ØYSTEIN ERLING	Norway	Private investor	1,000,000	0.71 %
CIPRIANO AS	Norway	Company	877,193	0.62 %
MIDDELBORG INVEST AS	Norway	Company	877,193	0.62 %
Total top 20			126,188,471	89.32 %
Total shares outstanding			141,277,820	100.00%

As of 18 April 2017, and so far as is known to the Company, the following shareholders, directly or indirectly, are interested in 5% or more of the share capital of the Company (which constitute a notifiable holding under the Norwegian Securities Trading Act):

- Zono Holding AS: One of the shareholders in Zono Holding AS is Middelborg Invest AS, a company owned by Board Member Kristian Lundkvist.
- Datum AS: Datum AS is controlled by Jan Haudemann-Andersen
- Palos AS: Palos AS is controlled by the persons that sold Mytos to the Company in the Mytos Acquisition. The name of the selling entity Mytos Systems AS changed its name from Mytos Systems AS to Palos AS on 28 February 2017.
- Skarestrand Invest AS: Skarestrand Invest AS is controlled by former Techstep board member Svein Ove Brekke.

Zono Holding AS has, as announced on 3 April 2017, decided to transfer 59,706,959 Shares in Techstep to its shareholders as distribution in kind in connection with completion of a share capital reduction. The distributions will be effected as soon as practically possible after the decision to complete the share capital reduction has been registered in the Norwegian Registry of Business Enterprises. No consideration will be paid for the shares. After the transfers, Zono Holding AS will hold 3,000,007 Shares in Techstep.

Note that shareholders may have several accounts and/or their Shares and New Shares may be held by one or more nominee(s). Except for the treasury shares held by the Company, all shares in the Company have equal voting rights, with each Share carrying the right to one vote at the General Meeting.

The Company is not aware of any shareholder agreements or other similar understandings among its shareholders that may result in a change in control of the Company. To the best of the Company's knowledge and belief, no shareholder, or group of shareholders, controls the Company, directly or indirectly.

6.11 Related party transactions

In connection with the Private Placement completed on 3 February 2017, the Company entered into an underwriting agreement with the Underwriters as described in Section 5.6.7. The Underwriters received an underwriting commission of 2%, corresponding to NOK 2 million in aggregate.

Aside from the above, no related party transactions have occurred since 31 December 2016.

7 MARKET AND INDUSTRY OVERVIEW FOR TECHSTEP

The following Section gives an overview of the market which Techstep operates in.

As outlined in Section 6, Techstep operates in the two business segments Hardware and subscriptions and Solutions.

7.1 Techstep market position

The Hardware segment operates under the Nordialog brand of Teki Solutions, and through Apro. Other franchisees of the Nordialog brand include Ucom AS, and Kjedehuset also has smaller,

independent franchisees under the Telehuset brand which primarily focus on the small and medium company size segment.

The Solutions market, where Techstep operates through SmartWorks, Mytos and InfraAdvice, consists of an ecosystem of fragmented providers. This market is less mature than the Hardware segment. Competitors include larger suppliers of communication and mobility solutions and services, but also small, niche businesses.

Marketing of Nordialog products and services are to a large extent driven by Kjedehuset AS under the franchise agreement with Nordialog Oslo. Direct mail and newsletters are also sent directly to customers. Apro similarly is under the Telering franchise, but do their marketing to a greater extent without help from the franchise. SmartWorks, InfraAdvice and Mytos use mostly owned channels and social media, as well as customer conferences to market their solutions.

In the view of Techstep management, Techstep has an attractive market position, based on the Company's position as a hardware provider that also delivers specialised software solutions. These are solutions to make it possible for organisations to maximize the value of the hardware by supporting digitisation and automation processes. The market position is outlined in figure 6 below.

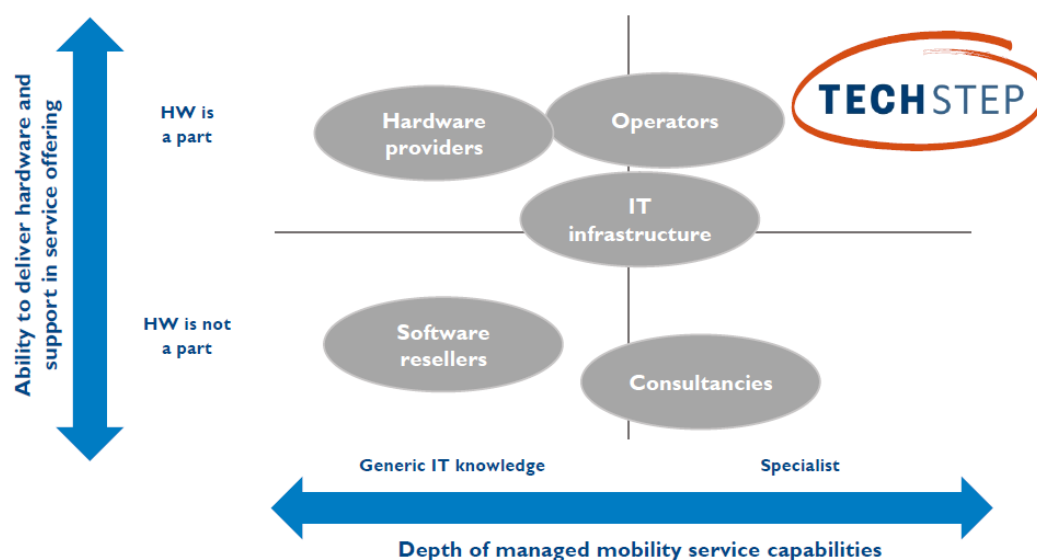


Figure 6: Illustrative Techstep market position.

7.2 Key market drivers

Mobility management is a key concern for companies, ~80% have already initiated some degree of mobility solutions. However, as illustrated in figure 7, only 5% are fully succeeding. In the view of Techstep management, this support further growth in the market for Techstep hardware and solutions offering.

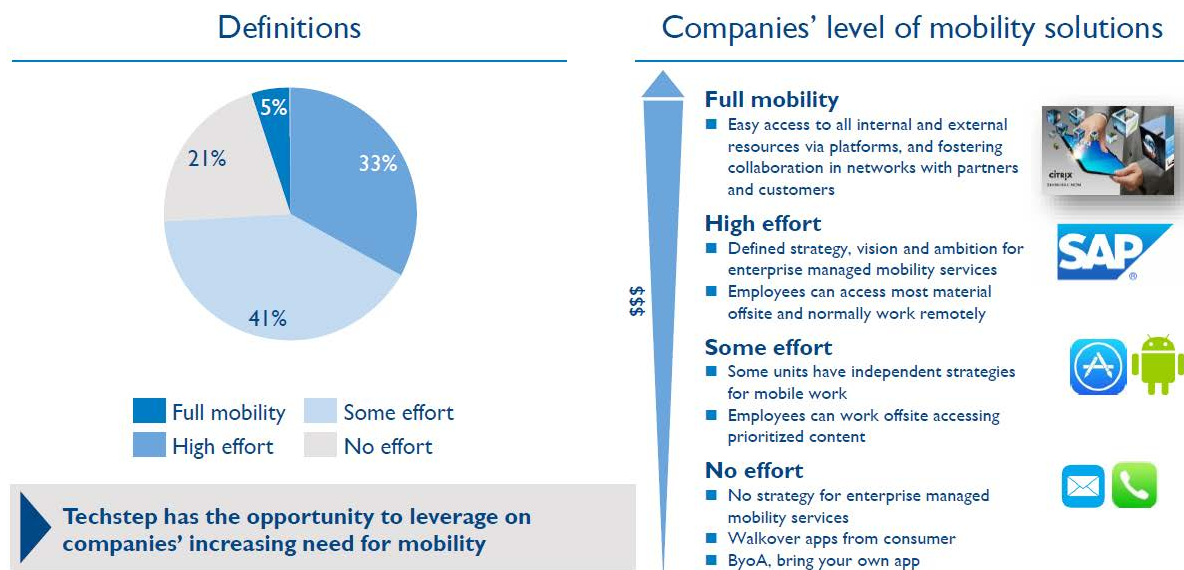


Figure 7: Figure illustrating European companies' level of use of mobility solutions.¹⁰

Equally, as illustrated in figure 8, numbers from Statistisk Sentralbyrå in 2015 state that 80% of all employees require some mobility in the work life. Making these employees able to perform their work without having to stop their work to use a computer to report or receive critical information, could make their workday considerably more efficient. As the number of employees requiring at least some mobility, is considerably higher than number of current Norwegian business subscriptions (as illustrated in Figure 8 below), Techstep believes the B2B telecom market will experience accelerated growth rates as sector specific mobile solutions to an increasing extent become available within manufacturing, construction, transportation and healthcare.

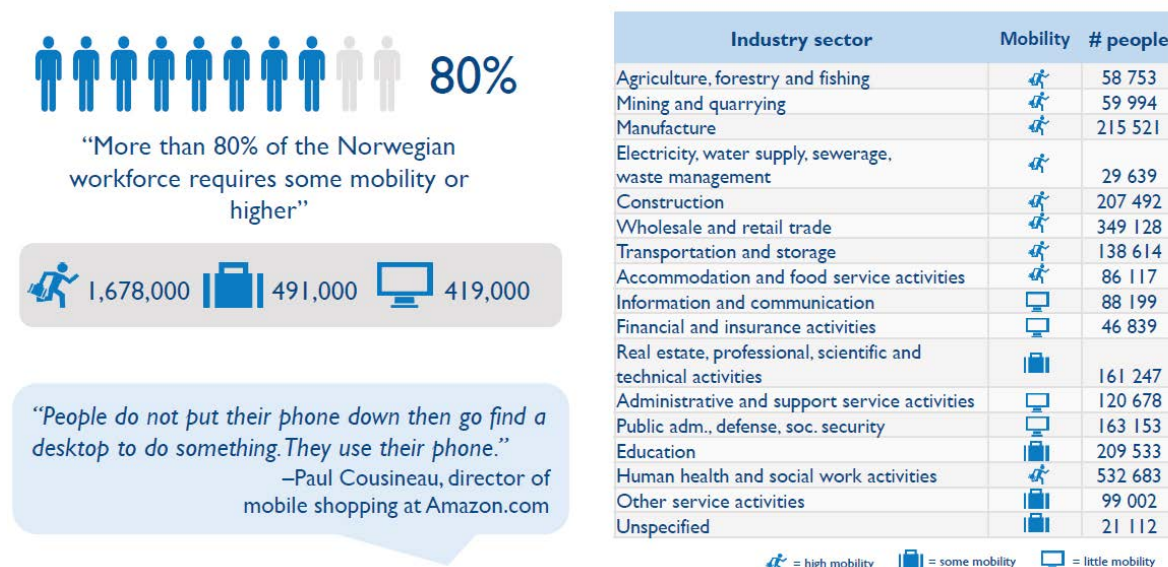


Figure 8: Expected development in the enterprise mobility services market¹¹

¹⁰ Source: Arthur D. Little Digital transformation study 2015

¹¹ Source: Statistisk Sentralbyrå; Employed persons 15-74 years by sector and industrial division (2015).

7.3 The hardware and subscription segment

The total market size for Kjedehuset's franchisees is estimated at approximately NOK 1.5 billion (see figure 9), of which Techstep, through Teki Solutions, has a market share of approximately 40%. The customers include larger companies, and the demand is driven by these companies' need for hardware and subscriptions for mobile devices.

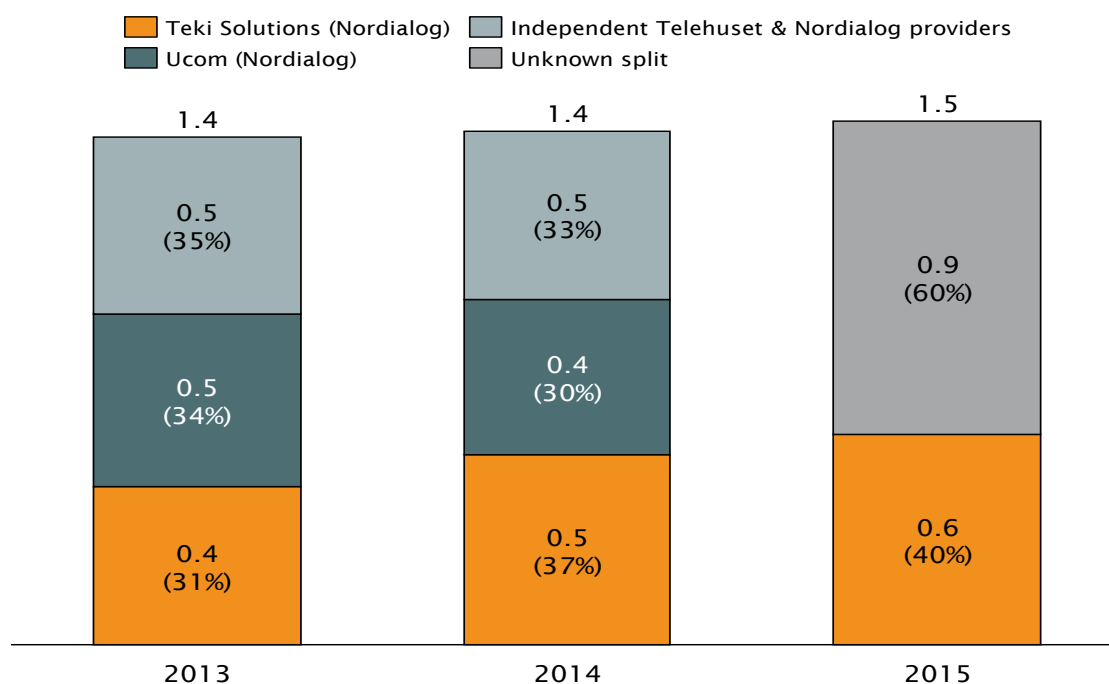


Figure 9: Figure illustrating the total Nordialog and Telehuset market size from 2013-2015. Measured in BNOK¹². Teki Solutions and Ucom are primarily operating under the Nordialog brand.

This business segment has seen a decline in recent years (see figure 10), and this has also resulted in lower commissions and bonuses from Kjedehuset and Telenor. However, Teki Solutions has since 2013 increased its market share from approximately 31% to approximately 40% in 2015 as a share of the addressable Norwegian market within the franchise agreement with Kjedehuset.

¹² Source: Executive Management

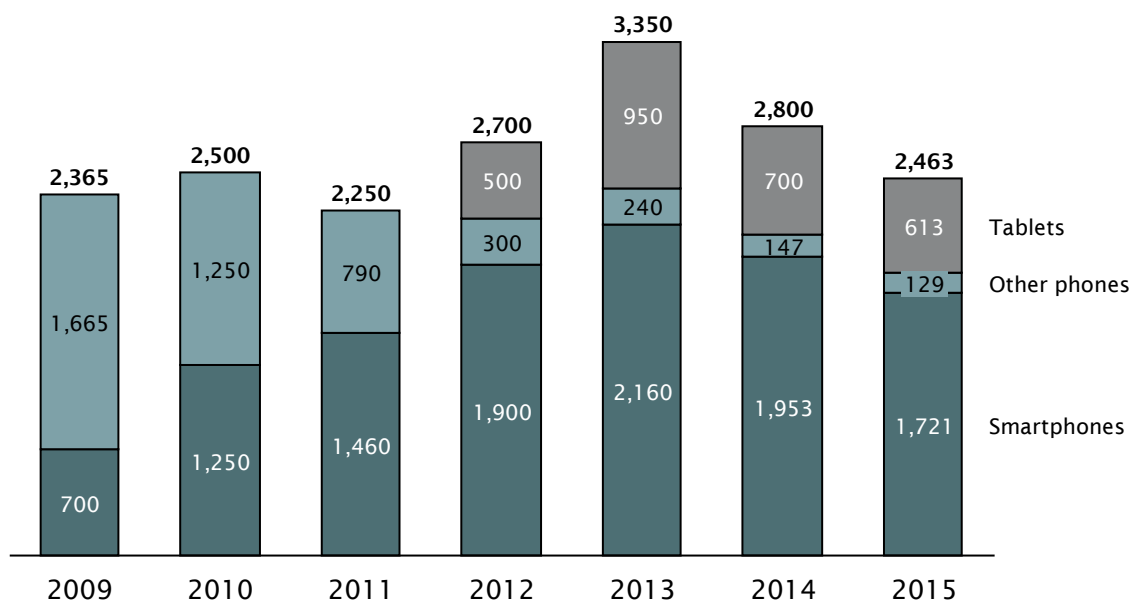


Figure 10: Figure illustrating number of mobile devices sold in Norway. Measured in thousand units.¹³

The overall B2B subscriptions market is estimated at 1.3 million subscriptions, compared to the B2C which is estimated at 4.4 million subscriptions (see figure 11). Telenor provides subscriptions to 0.8 million users in the B2B market in Norway¹⁴, and based on Nordialog Oslo's user base of 0.2 million, the market share of Nordialog Oslo is estimated at approximately 27%.

The Norwegian mobile telecom has experienced slow growth in recent years, but the market rose in 2015 to NOK 16.8 billion. Subscription revenues are shifting from variable fees from minutes and texts to fixed fee subscriptions¹⁵. The overall proportion of fixed fee has increased from 17% in 2005 to 64% in 2015¹⁶. The information is summarised in figure 12.

¹³ Source: Elektronikkbransjen, Elektronikkbransjen Mobil totalomsetning tabell 2015, <http://www.elektronikkbransjen.no/Presse/Omsetningstall-og-presentasjoner>

¹⁴ Source: Pareto Securities, <http://paretosec.com/upload/files/20160525%20AINMT%20investment%20case.pdf>

¹⁵ Source: Norwegian Communications Authority, Det norske ekomarkedet 2015 http://www.nkom.no/marked/ekomtjenester/statistikk/det-norske-ekomarkedet-rapporter/_attachment/23817?_ts=154c3d72b6d. See figure 30.

¹⁶ Source: Norwegian Communications Authority, Det norske ekomarkedet 2015 http://www.nkom.no/marked/ekomtjenester/statistikk/det-norske-ekomarkedet-rapporter/_attachment/23817?_ts=154c3d72b6d. See figure 30.

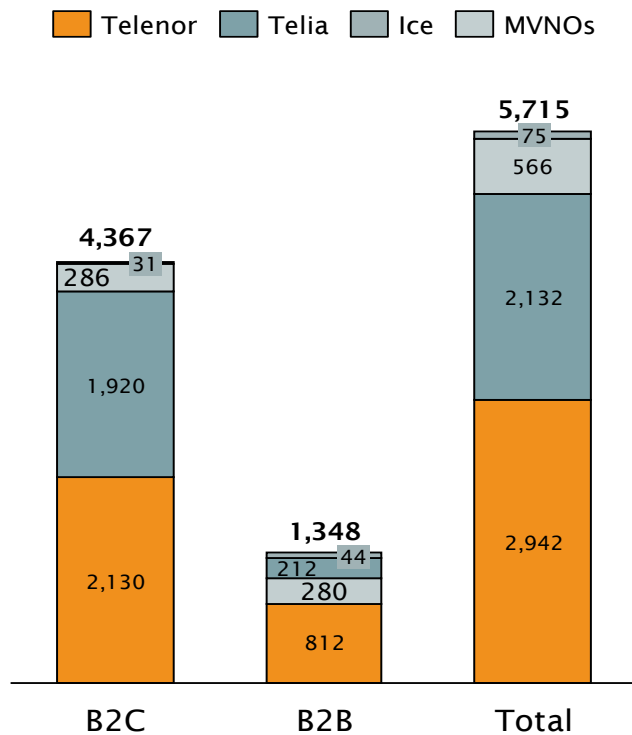


Figure 11: Figure illustrating the distribution of mobile subscriptions in Norway 2015. Measured in thousand subscriptions¹⁷

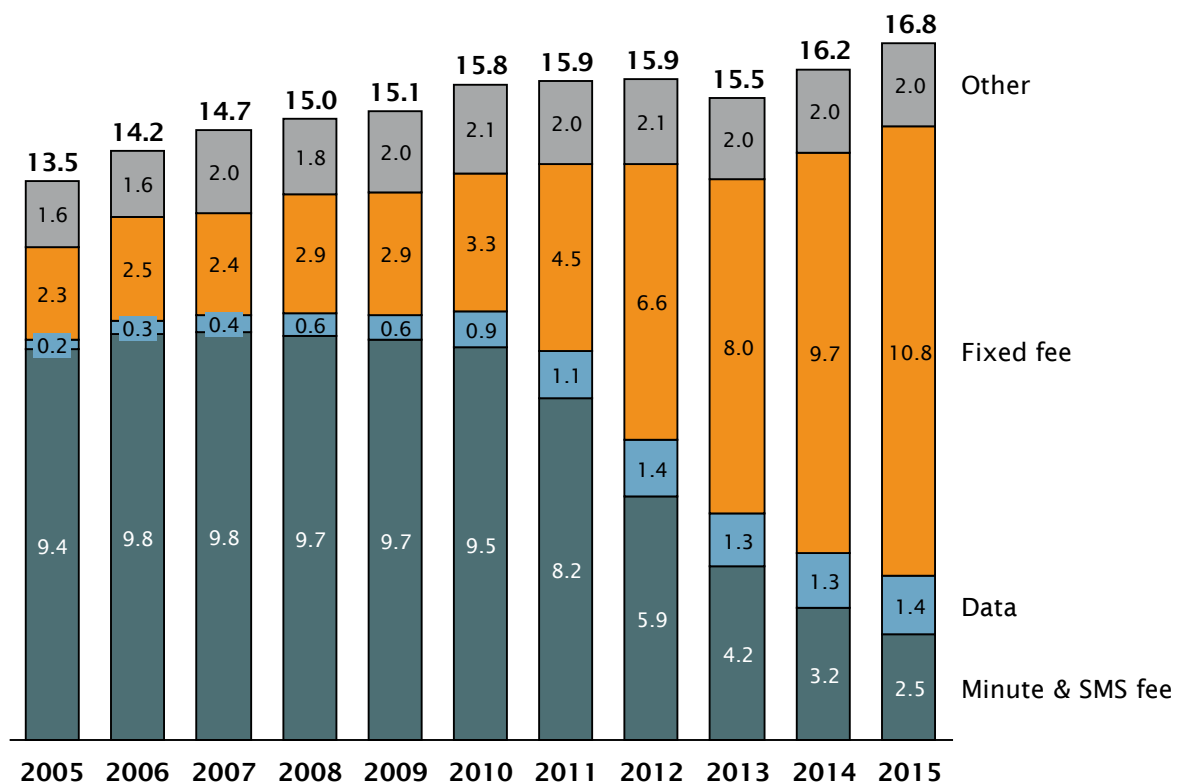


Figure 12: Bar chart illustrating the historical cost development for Telecom subscription in Norway. Measured in BNOK

¹⁷ Source: Pareto Securities, AINMT Holdings AB – High upside from low frequencies,
<http://paretosec.com/upload/files/20160525%20AINMT%20investment%20case.pdf>

The overall number of devices sold in Norway peaked in 2013 of approximately 3.4 million units, but has been on the decline since and only 2.5 million devices were sold during 2015 (see figure 10). This development is likely due to a high smartphone penetration in Norway and a reduced rate of innovation in new generations meaning that the sale of new devices is increasingly driven by replacement of devices that have exceeded their useful life. Figures from Kjedehuset in Q1 2016 indicate a decline in the overall hardware sales¹⁸.

For Techstep and Teki Solutions, the overall implications of these market developments have been increased demand for mobility and communication products, solutions and services as the companies are working closely with their customers to adapt to the changing market conditions.

7.4 The solutions segment

Key drivers of the size of the addressable market in the in the solutions segment are sales volumes of mobile devices and the extent of mobile use. The graph in figure 13 details recent developments of these drivers. The Norwegian telecom market is undergoing disruptive shifts in response to changes in customer and end-user demands.

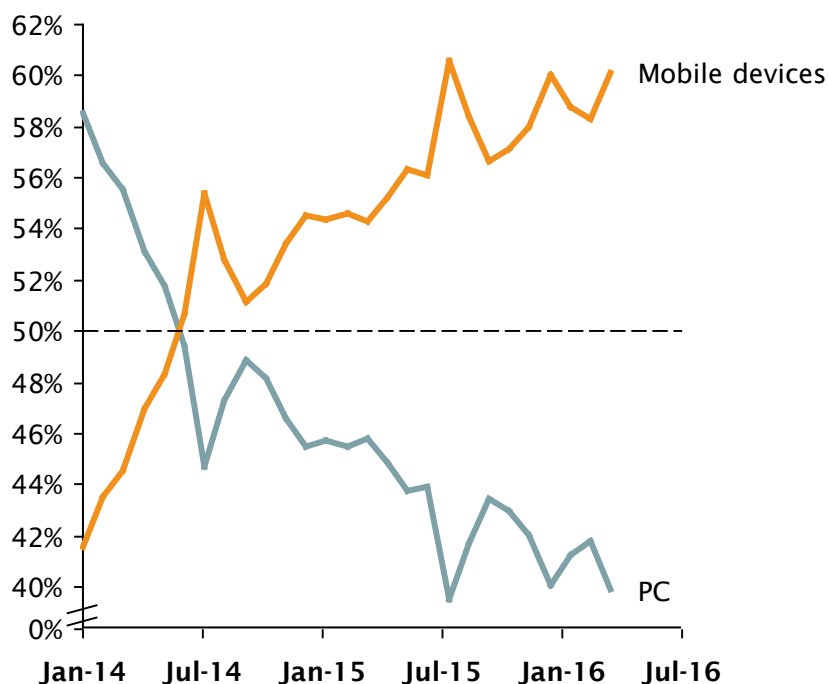


Figure 13: Figure illustrating the number of unique connection sessions in Norway. Measured in relative proportion between PC and mobile devices¹⁹

¹⁸ Source: Executive Management.

¹⁹ Source: TNS Gallup,

http://www.tnslistene.no/?list_id=12&list_type=4&week=21&year=2016&report=day&metric=avrch_000

Techstep delivers a wide range of solutions to their customers to a varying degree depending upon customer needs. Examples of such solutions are:

- Hardware and device management with Service Level Agreement ("SLA")
- 2nd and 3rd line support
- Enterprise mobility management solutions
- Provisioning and single sign on
- Security solutions
- Licenses (3rd party software)
- Application deployment and management
- API integration
- Advisory
- Switch board and customer contact centres
- Telecom expense management.

IT use is increasingly shifting from stationary devices to mobile devices, as seen in the increase in internet traffic from mobile devices from ~41% in the beginning of 2014 to ~60% in March 2016 in Norway (see figure 13).

From June 2014, the majority of internet traffic in Norway has come from mobile devices and the share has continued to grow, while PC's are on the decline. The installed user base of smartphones in Norway has increased over the years, and the smartphone penetration rate has grown from approximately 57% in 2011²⁰ to 85% of the total population in 2015²¹. The tablet penetration rate in 2015 was estimated to 75%²². In addition, the proportion of Norwegians who connect to the internet on an average day through their mobile device has grown from 7% in 2009 to 68% in 2015²³. Norwegians are also more connected while on the move, and approximately 77% of the population has connected while outside their home or workplace²⁴. The average data usage has experienced exponential growth in the Nordic countries, and all are above the global average (see figure 14). The average data usage in Norway on mobile devices has increased at a compound annualised growth rate of 59% in the last five years until 2015²⁵.

²⁰ Source: TNS Gallup and MedieNorge, Andel som har smarttelefon,
<http://www.medienorge.uib.no/statistikk/medium/ikt/379>

²¹ Source: SSB, Norsk mediebarometer 2015, http://www.ssb.no/kultur-og-fritid/artikler-og-publikasjoner/_attachment/262805?_ts=154710d88a8

²² Source: SSB, Norsk mediebarometer 2015, http://www.ssb.no/kultur-og-fritid/artikler-og-publikasjoner/_attachment/262805?_ts=154710d88a8

²³ Source: SSB and MedieNorge, Bruk av Internett på mobiltelefon en gjennomsnittsdag,
<http://medienorge.uib.no/statistikk/aspekt/tilgang-og-bruk/383>

²⁴ Source: SSB, Bruk av IKT i husholdningene 2015 2. kvartal
<https://www.ssb.no/teknologi-og-innovasjon/statistikker/ikthus/aar/2015-10-01#content>

²⁵ Source: Norwegian Communications Authority,
http://www.nkom.no/aktuelt/nyheter/_attachment/23819?_ts=154c3d7b075

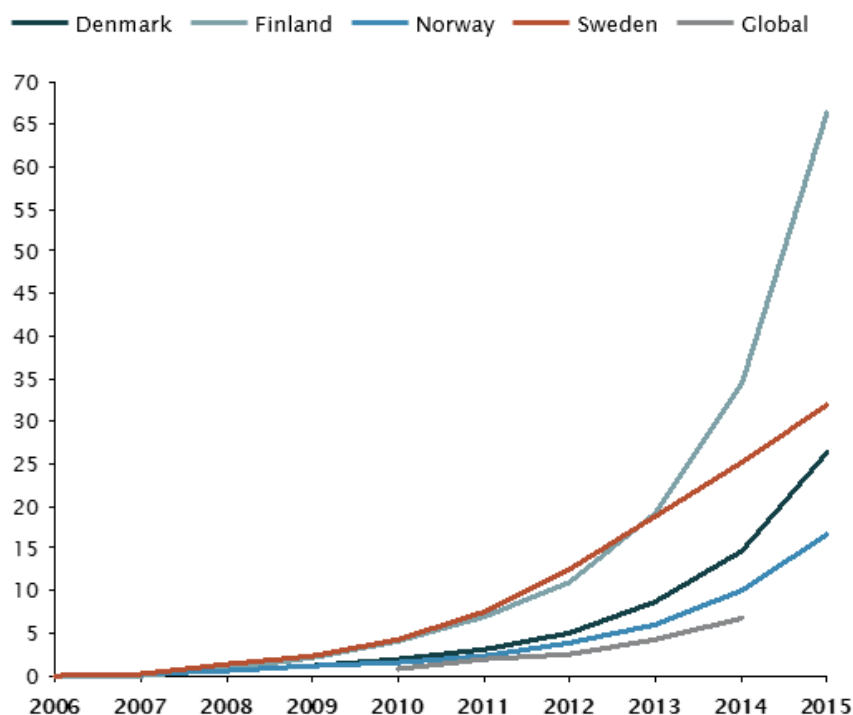


Figure 14: Figure illustrating average GB use per subscription per year in the Nordic countries and a global average.^{26 27 28 29 30}

The increase in average data usage and the shift from stationary devices to mobile devices, may in the Company's opinion indicate a higher demand of the Company's solutions. As figure 14 illustrates, an increase in average data usage are taking place in countries where the Group currently has its operations, i.e. Norway and Sweden.

The strong growth in the use of mobile devices and related services is further underlined by the strong growth expected in the market for enterprise mobility services in Norway and Sweden, as seen in figure 15.

²⁶Source: Swedish Post and Telecom Authority staticportal, Figures data Nordic
<http://statistik.pts.se/PTSnordic/NordicBaltic2014/>

²⁷ Source: OECD, OECD Communications Outlook 2013, <http://www.oecd-ilibrary.org/docserver/download/9313021e.pdf?expires=1465246089&id=id&accname=ocid177226&checksum=6F7E113B1A859965F233EEC15E6AE52D>. See table 3.5

²⁸ Source: OECD, OECD Digital Economy Outlook 2015, <http://www.oecd.org/internet/oecd-digital-economy-outlook-2015-9789264232440-en.htm>. See figure 2.31

²⁹ Source: Cisco, Cisco Visual Networking Index: Forecast and Methodology, 2014-2019 White Paper, http://www.cisco.com/c/en/us/solutions/collateral/service-provider/ip-ngn-ip-next-generation-network/white_paper_c11-481360.html. See Table 1

³⁰ Source: GSMA Intelligence, The Mobile Economy 2016, <https://www.gsmaintelligence.com/research/?file=97928efe09cd8a2864cdcf1ad1a2f58c&download>. See page 9

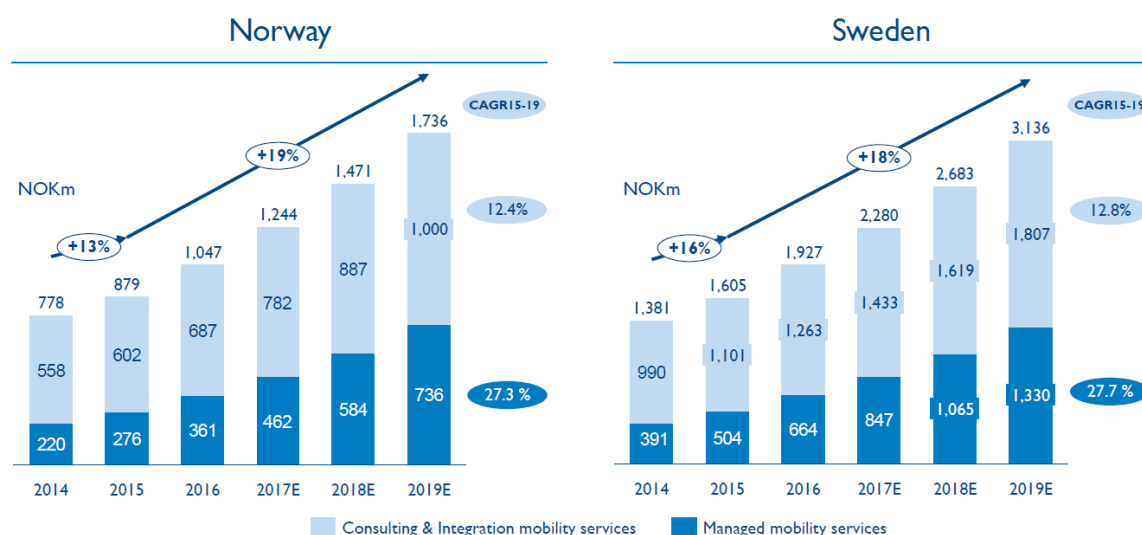


Figure 15: Expected development in the enterprise mobility services market³¹

7.5 Dependence on patents and licenses

Except as set forth below, the Company is not dependent on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes.

As described in Section 6.5, B) in this Prospectus, Techstep is continuously investing in developing its offering and delivery capacity. Spending resources on developing its offering is in the view of the Company a part of normal operations. These investments have not been capitalized on as per December 2016.

Please see section 9.6 and 9.7 for information of the Company's historical and future investments.

As of the date of this Prospectus, and in order to carry on the business conducted, the new business platform, which Teki Solutions represents, is dependent on franchise agreements between Kjedefuset and entities within Teki Solutions, displayed under the brand Nordialog. The agreement refers to a license agreement between Telenor and Kjedefuset and the franchise system, concept and documentation are ultimately held and owned by Telenor. Telenor is also the owner of the brands Nordialog and Telehuset, which forms part of the franchise concept. The franchise agreement between Kjedefuset and entities within Teki Solutions expires in 2019, unless prolonged. Whether the franchise agreement will be prolonged depend, inter alia, on the willingness of the parties and owners, the future development of the franchise system and concept, and on Kjedefuset's ability to prolong current supplier agreements.

³¹ Source: Technavio (2015) Global Enterprise Mobility Services Market 2014-2019; Gartner (2016) Forecast: Enterprise IT Spending by Vertical Industry Market, Worldwide, 2013-2019. Estimations: (Global EMS market size) x (Norwegian share of global market based on Gartner (2016) NOK/USD = 7.5. Managed mobility services includes: MDM services, hosted unified communications. Consulting and integration mobility services: Services related to adopting a new infrastructure or integrating with the existing model, to improve mobility in the workforce such as email and voicemail

7.6 Competitors

Within Kjedehuset, the other main group of franchisees within the Nordialog brand includes Ucom AS. Ucom AS serves similar customers as Techstep's Hardware segment, but at a different geography; Western and Central Norway. Further, a number of independent franchisees within the Telehuset brand mainly serve the small and medium sized business segment.

Phonero AS has gained market share as a telecom provider in the B2B space in recent years as a virtual operator with related services and solutions that to some extent overlap with Techstep's Solution segment. Atea ASA has entered into the EMM space in addition to mobile and IT hardware and services. With some overlap in offering, Atea ASA also competes with Techstep in the B2B segment.

Telia Norge AS has own distribution channels throughout Norway targeting both the B2B and B2C market, however their relative B2B market share remains low and total Telia subscriptions in Norway are approximately ¼ of that of Telenor (see Section 7 "Market and industry overview for Techstep"). Telering has presence throughout Norway and has subscription distribution agreements with both Telenor and Telia. The brand is focused both on the B2B and B2C subscription market. With the acquisition of Apro, Techstep acquired one of Telering's franchises in the B2B segment, strengthening its position in this segment. There are however other Telering franchises focused on the B2B segment competing with Techstep in the Hardware segment.

The B2C competitive landscape includes large electronics retailers such as Elkjøp Norge AS, Euronics Norge AS and Expert AS and to some extent overlaps with Techstep Solution segments addressable market within the small and medium sized businesses in the B2B market.

8 BOARD OF DIRECTORS, MANAGEMENT AND EMPLOYEES

8.1 General

The General Meeting is the Company's supreme governing body, and all shareholders are guaranteed participation and the opportunity to exercise their rights. The Annual General Meeting has adopted the Articles of Association.

The Board has the ultimate responsibility for the management of the Company and for supervising its day-to-day business, and activities in general. The main responsibility is to determine the Company's overall vision, goal and strategy. The Board also ensures that the activities are soundly organised and keeps itself informed about the financial situation of the Company, and ensures that the management handles risks faced by the Company in an appropriate way.

The Management is responsible for the day-to-day management of the Group's operations in accordance with Norwegian law and instructions set out by the Board. Among other responsibilities, the Group's Chief Executive Officer, or CEO, is responsible for keeping the Group's accounts in accordance with prevailing Norwegian legislation and regulations and for managing the Group's assets in a responsible manner. In addition, the CEO must according to Norwegian law brief the Board about the Group's activities, financial position and operating results at least once a month.

8.2 Board of Directors

8.2.1 Overview of the members of the Board

Pursuant to the Company's Articles of Association section 5, the Board shall have 3-7 members, as decided by the General Meeting. The members of the Board are, in accordance with the PLCA, elected by the General Meeting for service periods of two years and may be re-elected. As of the date of this Prospectus, the Board consists of 5 members. All current Board members were appointed during 2016 and re-elected by the annual General Meeting on 27 April 2017. The Board consists of 2 women and 3 men, and hence meet the gender diversity requirements pursuant to Norwegian legislation.

The table below sets out the remuneration to the Company's current members of the Board for the financial year ended 31 December 2016:

Name	Position	Served since	Current term expires ³²	Remuneration paid in 2016 (NOK)
Einar J. Greve	Chairman	01.11.2016	2019	83,000
Ingrid Leisner	Board Member	29.01.2016	2019	117,000
Camilla Magnus	Board Member	01.11.2016	2019	42,000
Kristian Lundkvist	Board Member	01.11.2016	2019	42,000
Stein Erik Moe	Board Member	01.11.2016	2019	42,000

8.2.2 Brief biographies of the Board Members

Set out below are brief biographies of the members of the Board of Techstep as of the date of this prospectus. The biographies includes their relevant management expertise and experience, and an indication of any significant principal activities performed by the Board Members outside the Company and names of companies and partnerships of which a Board Member is or has been a member of the administrative, management or supervisory bodies or partner at any time in the previous 5 years, not included subsidiaries of the Company.

Einar J. Greve (born 1960), Chairman of the Board

Mr. Greve has served the Board since November 2016.

Mr. Greve works as a strategic advisor at Cipriano AS. Mr. Greve has previously worked as partner at Wikborg Rein & Co and as partner of Arctic Securities ASA. Mr. Greve holds various positions in listed and unlisted companies, including Weifa ASA (Chairman), Solon Eiendom AS, Vistin Pharma ASA (board member), Elliptic Labs (board member), Future Group (board member) and Hæhre and Isachsen Holding AS (board member). During the previous five years, Mr. Greve has hold positions in Bionor Pharma ASA (Chairman) and Axactor AB (Chairman). He holds a degree in law (cand.jur) from the University of Oslo. Mr. Greve is a Norwegian citizen and maintains a business address at Cipriano AS, Munkedamsveien 45F, PO Box 1566 Vika, 0118 Oslo, Norway.

³² In accordance with the PLCA, the terms expire at the annual General Meeting 2019

Ingrid E. Leisner (born 1968), Board Member

Ms. Leisner has served the Board since January 2016.

Ms. Leisner's directorships over the last five years include current board positions in Hunter Group ASA, Vistin Pharma ASA, Maritime and Merchant Bank ASA, Spectrum ASA, Vettakollen Tennisklubb AS (Chairman), Duo Jag AS (deputy) and Larsen Eiendom AS (deputy). Previously, she has held a board position in Fortuna Mare AS, Bionor Pharma ASA and Aurora LPG Holding ASA. Ms. Leisner has a background as a trader of different oil and gas products in her 15 years in Statoil ASA. Her years of experience and skills within business strategy, M&A, management consulting and change management has been very valuable when serving on the board of several companies listed on Oslo Børs. She holds a Bachelor of Business degree with honors from the University of Texas in Austin. Ingrid Leisner is a Norwegian citizen and maintains a business address at Techstep ASA, Brynsveien 3, 0667 Oslo, Norway.

Camilla Magnus (born 1972), Board Member

Ms. Magnus has served the Board since November 2016.

Ms. Magnus is a partner in Advokatfirma Selmer DA and heads the firm's Corporate and Finance Department. Her area of expertise includes M&A, contract law and corporate law. Previously, she served as a member of the board in VOSS of Norway ASA. Ms. Magnus graduated with a law degree from University of Oslo in 1998. She regularly holds lectures and seminars on transaction related legal subjects for Norwegian and foreign lawyers, business community and students. Ms. Magnus is a Norwegian citizen and maintains a business address at Tjuvholmen allé 1, 0252 Oslo, Norway.

Kristian G. Lundkvist (born 1976), Board Member

Mr. Lundkvist has served the Board since November 2016.

Mr. Lundkvist is the CEO and founder of Middelborg AS, a corporation with roots from the retail business in the telecom industry, which has grown into a diversified holding company including investments in real estate, equities, and shipping. Middelborg AS is a long-term industrial owner who actively participates in the value creation of the companies in the portfolio, especially business development, optimization of capital structures and networking. He is also the CEO of Emercor AS, Urbex Invest AS, Merckx AS and Middelborg Invest AS. Furthermore, he holds various positions in listed and unlisted companies, including Middelborg AS (Chairman), Teki Solutions AS (Chairman), Navis Holding AS (Chairman), Navis Finance AS (Chairman), NRC Group ASA (board member), Contante AS (Chairman), Bustein AS (Chairman), Rotor Invest AS (Chairman), Emercor AS (board member), Tunsberghus AS (board member), FoynCorp AS (Chairman), SES Shipping AS (board member), Kjedehuset AS (board member), and CMB Invest AS (board member). Mr. Lundkvist has over the last five years held positions in Dome Energy AB (board member) and Fjordgaten 9 AS (board member). Mr. Lundkvist is a Norwegian citizen and maintains a business address at Storgaten 30, 3125 Tønsberg, Norway.

Stein Erik Moe (born 1964), Board Member

Mr. Moe has served the Board since November 2016

Mr. Moe is the CEO and co-founder of Gture AS, a digital services company. Mr. Moe has over 27 years of experience with Accenture, and was a global lead in the Technology, Media and Communication division. He has led large scale projects and transformations, - cross strategy, technology, organisation and business processes. His directorships over the last five years include

current board positions in Gture AS (Chairman), Gvalueinvest AS (Deputy Chairman), GoDigitalChina (board member), Digitread AS (board member), and Ehealth2u AS (board member). He held a board position at Den Norske Opera & Ballett AS (2009-2015). He holds an Honours degree in Computer Science from the University of Strathclyde in Glasgow, and taken courses in Board management from BI Norwegian Business School. Mr. Moe is a Norwegian citizen and maintains a business address at Hoffsvæien 70C, 0377 Oslo, Norway.

8.2.3 Remuneration and benefits

The benefits received from the Company by the members of the Board for the financial year 2016 are described in Section 8.2.1 "Overview of the members of the Board".

As described in the annual financial statement for the year 2016, the Chairman of the Board has billed Chairman's fees of NOK 250,000 for the period June to November 2016.

Other than the above, no Group company has granted any loans, guarantees or other commitments to any member of the Board and there are no unusual agreements regarding extraordinary bonuses or other compensation to any member of the Board.

8.2.4 Shareholdings of the members of the Board

The table below sets forward the shareholdings of each Board Member following the transactions described in Section 5 and following a distribution in kind in connection with completion of a share capital reduction in Zono Holding AS as announced on 3 April 2017:

Name	Position	Number of shares owned
Einar J. Greve ³³	Chairman	3,651,375
Ingrid Leisner ³⁴	Board Member	554,838
Camilla Magnus	Board Member	-
Kristian Lundkvist ³⁵	Board Member	26,402,421
Stein Erik Moe	Board Member	-

Please note that the Shares distributed from Zono Holding AS has at the date of this Prospectus not been delivered to the shareholders. For a further description of the capital reduction in Zono Holding, see Section 6.10.

Cipriano AS (owned by Einar J. Greve) has a right to acquire 3,000,000 Techstep Shares from Zono Holding AS. Aside from this, none of the members of the Board holds any options or warrants.

8.3 Executive Management

8.3.1 Overview of the Executive Management

The Executive Management of Techstep comprises 3 individuals with experience from both inside and outside the mobility and communications sector. The Executive Management of Techstep currently

³³ Indirectly through wholly owned company Cipriano AS.

³⁴ Indirectly through Dou Jag AS, a company owned by Ingrid Leisner together with her husband.

³⁵ Indirectly through Middelborg Invest AS, a company wholly-owned by Kristian G. Lundkvist through Middelborg AS.

includes the following persons:

Name	Position	Served since
Gaute Engbakk	Chief Executive Officer	November 2016
Marius Drefvelin	Chief Financial Officer	January 2017
Mads Vårdal	Chief Innovation Officer	November 2016

8.3.2 Brief biographies of the Executive Management

Gaute Engbakk (born 1974), Chief Executive Officer

Mr. Engbakk was appointed as Techstep's Managing Director/CEO on 5 November 2016. Mr. Engbakk has extensive experience as a change leader, both from working many years in Accenture with large, international companies. In Accenture, he worked in a variety of markets and industries and built up a division within analytics and information management. Mr. Engbakk led Creuna AS, a significant Nordic player within digital solutions, branding and advertising during 2010-2014, and during 2014-2016 he was the CEO of Gambit Hill & Knowlton Strategies. Mr. Engbakk has in-depth IT and communications experience from different verticals and disciplines within digital, big data and change management. Further, he holds position as board member in Lingit AS and Isco Group AS. During the previous five years, he has been a member of the Board of Komm, the organization for communication agencies in NHO, board member in SmartWorks AS as well as a member of the board of the Norwegian Computer Association. Mr. Engbakk holds a Master of Science degree from NTNU, and has supplementary courses within business and strategy from London Business School. Mr. Engbakk is a Norwegian citizen and maintains a business address at Brynsveien 3, 0667 Oslo, Norway.

Marius Drefvelin (born 1976), Chief Financial Officer

Mr. Drefvelin was previously the group CFO of Creuna, a leading Nordic technology and communications consultancy firm with 350 employees. He has been with Creuna since 2012. During 2010-2012, he was a financial advisor at Deloitte, working with mergers, acquisitions and IPOs. Before this, he worked at Jebsen Asset Management from 2007-2009. During 2001-2007, Mr. Drefvelin worked at KPMG, also working with transactions. In addition to his experience with transactions, he has focused on identifying and executing on operational improvements during his time in Creuna. Mr. Drefvelin has a B.Sc. in Finance and a B.Sc. in Economics from the University of Utah, USA. Moreover, he is a Certified European Financial Analyst from the Norwegian School of Economics. Mr. Drefvelin is a Norwegian citizen and maintains a business address at Brynsveien 3, 0667 Oslo, Norway.

Mads Vårdal (born 1983), Chief Innovation Officer

Mr. Vårdal has been with companies within the Techstep sphere for more than eleven years. He came from a central position in Teki Solutions AS and has been a leading figure for the development of Smartworks. He has previously had a leading position in Nordialog Skøyen AS and CEO in Buskerud Tele AS, and he is the owner of Maceva AS. Mr. Vårdal is a Norwegian citizen and maintains a business address at Brynsveien 3, 0667 Oslo, Norway.

8.3.3 Shareholdings of the members of the Executive Management

The table below sets forward the shareholdings and stock options of members of the Executive Management following the transactions described in Section 5 and following a distribution in kind in connection with completion of a share capital reduction in Zono Holding AS as announced on 3 April 2017:

Name	Position	Number of shares owned	Number of options	Average exercise price
Gaute Engbakk ³⁶	CEO	554,838	3,000,000	NOK 6.40
Marius Drefvelin	CFO	-	1,500,000	NOK 6.40
Mads Vårdal	CInO	5,019	1,500,000	NOK 6.40

Please note that the Shares distributed from Zono Holding AS to Gaute Engbakk through Antares Group AS has at the date of this Prospectus not been delivered to the shareholders. For a further description of the capital reduction in Zono Holding, see Section 6.10.

Mats Vårdal received 5,019 Consideration Shares in the Teki Solutions Transaction. The Teki Solutions Consideration Shares are subject to lock-up as described in Section 5.2.6 "Lock-up restrictions".

The Board has resolved to grant 3 million share options to CEO Gaute Engbakk, and 1.5 million share options to each of CFO Marius Drefvelin and Chief Innovation Officer Mads Vårdal, vesting in three equal tranches on the first, second and the third anniversary after the grant at a strike price of NOK 5.70, 6.50 and 7.00, respectively. The option grant was approved at the annual General Meeting of Techstep 2017 following the Board's issued remuneration policy for 2017 which was approved by the annual General Meeting.

8.3.4 Remuneration and benefits to the Executive Management

Remuneration to the Group's management is based on a fixed and a variable part. The fixed component reflects the individual manager's responsibilities and performance. The variable component will be capped at 50 % and the assessment is based on the Company's and individual's achievement.

The salaries and other benefits paid to the current members of the Executive Management for the financial year ended 31 December 2016 are set out in the table below.

Name	Salary (TNOK)	Pension service cost	Other remuneration	Share option cost	Total
Gaute Engbakk	417 ³⁷	-	-	-	417
Marius Drefvelin	-	-	-	-	-
Mads Vårdal	1,211	99	950	-	2,260

The CEO, Gaute Engbakk, has an agreed notice period of 6 months and a severance pay for up to 6 months may be agreed upon. No other member of the management has any agreement providing for special benefits upon termination.

The CEO, Gaute Engbakk, is included in the Group's ordinary contribution scheme. In addition to ordinary remuneration, the CEO billed NOK 1.259 million in 2016, through his company Engbakk MCI for services rendered in the period before commencement. See the annual financial statement for 2016 as incorporated by reference in Section 14.2 to this Prospectus.

³⁶ Indirectly through Antares Group AS

³⁷ From the time of employment 5 November 2016 and to year-end 2016

Through a separate agreement with the former shareholders of Teki Solutions, CEO Gaute Engbakk is guaranteed a bonus of NOK 700,000 in addition to ordinary salary in 2017.

As the date of this Prospectus, the Group has no outstanding loans or guarantees to any member of the Executive Management, nor to close associates of any such member.

8.4 Service contracts

Other than set out in Section 8.3.4 "Remuneration and benefits to the Executive Management", no members of the administrative, management or supervisory bodies' service contracts with the Company or any of its subsidiaries provide for benefits upon termination of employment.

8.5 Audit, compensation and nomination committee

8.5.1 Audit committee

The PLCA stipulates that large companies must have an Audit Committee.

The Company has established an audit committee. The Audit Committee's main responsibilities are to supervise the Company's internal control systems and to ensure that the auditor is independent and that the annual accounts and quarterly reporting gives a fair view of the Company's financial results and financial condition in accordance with generally accepted accounting principles.

At the date of this Prospectus, the Audit Committee is composed as follows:

Ingrid Leisner
Camilla Magnus

8.5.2 Compensation committee

At the date of the Prospectus, the compensation committee consist of Chairman of the Board Einar J. Greve and Board Member Kristian Lundkvist. The compensation policy is reviewed annually. The compensation committee evaluates and determines the total remuneration to the CEO (Managing Director) and the policy for remuneration to managers. The Board remuneration is the responsibility of the nomination committee.

8.5.3 Nomination committee

As stated in the Company's Articles of Association section 6, Techstep shall have a nomination committee consisting of two to three members, which shall be elected by the annual General Meeting. The Nomination Committee's main task is to prepare and present proposals to the annual General Meeting with respect to the following matters:

- Propose candidates for election to the Company's Board.
- Propose the remuneration to be paid to the members of the Board.

The Company has a Nomination Committee established by the Extraordinary General Meeting on 4 November 2016, consisting of two members; Harald Arnet and Ketil Skorstad, who were elected for a term of two years.

8.6 Employees

The tables below sets out the development in employees in the Group for the years 2015 and 2016. The first table illustrates the change in number of employees at year-end for each geographic location Techstep operates in. The second table sets out the number of employees at year-end for each of Techstep's business segments.

Geography	31 December 2016	31 December 2015
Sweden	1	-
Norway	121	124
Total	122	124

The table below provides an overview of number of employees split by segment.

Segment	31 December 2016	31 December 2015
Hardware	79	89
Service	33	25
Other / Not allocated	10	10
Total	122	124

As of the date of this Prospectus the Group has approximately 160 employees, including Mytos, InfraAdvice and Apro.

Techstep practices equal opportunities in all aspects. The Board considers the equality as well as can be, and has not found reason to initiate any particular program for involving the employees in the capital of the issuer.

8.7 Conflict of interest, ect.

There are no conflicts of interest between any duties to the Company of the members of the administrative, management or supervisory bodies, and their private interests and/or duties.

There are no family relations between any of the Company's Board members or management.

During the last five years preceding the date of this Prospectus no member of the Board or the senior management has:

- any convictions in relation to fraudulent offences;
- been involved of any bankruptcies, receiverships or liquidations in his capacity as a member of the administrative, management or supervisory bodies; or
- received any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or ever been disqualified from a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct affairs of any issuer.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which members of the Board or management was selected as a member of the administrative, management or supervisory bodies or member of senior management.

8.8 Corporate governance

Pursuant to the Norwegian Accounting Act section 3–3b, listed companies shall present their principles for corporate governance and review the compliance with the recommendations set out in the Norwegian Code of Practice for Corporate Governance. Techstep's goal is to be in compliance with the Norwegian Code of Practice for Corporate Governance (NUES) of October 30, 2014.

According to the Company's own assessment, the Company deviates from four sections of the Code of Practice at the turn of the year 2016/2017:

- Clarification of the core values and formulation of guidelines for ethics and corporate social responsibility (Section 1);
- Formulation of the rules of procedure for the Nomination Committee (Section 7);
- Formulation of company takeover policy (Section 14); and
- Formulation of guidelines for use of the auditor for services other than auditing (Section 15).

The Board and Executive Management will use 2017 to revise and formulate the necessary instructions, policies and procedures, including clarification of Techstep's values and ethical and social responsibility. A separate statement on Techstep's compliance with these Corporate Governance principles has been prepared in the annual report for 2016.

9 OPERATING AND FINANCIAL INFORMATION

9.1 Basis for preparation and accounting principles and policies

The following selected financial information for the years ended 31 December 2015 and 31 December 2016 has been extracted from the Company's audited consolidated financial statement as of and for the year ended 31 December 2016. In connection with the Q4 2016 report and annual report for 2016 for Techstep, the acquisition of Teki Solutions has for accounting purposes been treated as a reverse takeover so that the financial information reflects the business in Teki Gruppen and that operating results for Techstep only have been included from the date of the completion of the Teki Gruppen Transaction (7 November 2016). The Company's annual financial statement has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). The selected financial information included herein should be read in connection with, and is qualified in its entirety by reference to, the annual financial statement for the year 2016, which is incorporated by reference to this Prospectus, see Section 14.2.

Please note that Techstep's Group accounts represent Teki Solutions after the reverse takeover 7 November 2016 of Techstep as the activities of the Group mainly is based on the business in Teki Solutions. For accounting purposes, Teki Solutions is considered the acquirer and accounts for the combined entity are a continuation of the financial statements for Teki Solutions group. The financial statements thus consist of the consolidated accounts for Teki Solutions group for 2016, including Zono AS and Techstep from the date of the business combination 7 November 2016. At the same time, the accounting principles for the operating unit, Teki Solutions, was changed from NGAAP to IFRS.

Teki Solutions' financial statements for 2015 was prepared based on accounting principles generally accepted in Norway. Since Teki Solutions was identified as the acquirer, IFRS has been implemented from 01.01.2015 for the Teki Solution group. Due to the changed from NGAAP to IFRS, no actual reported figures for the Techstep Group were previously reported, and the operating result and

financial position for previous years was compiled pro-forma from the inception of the group in 2012. The transition to IFRS is further described in the annual financial statement for the year 2016.

The Company is of the opinion that the annual financial statement for the year 2016 gives the information which is necessary for an investor to make an informed assessment of the Company's financial position and prospects.

Mytos, InfraAdvice and Apro will be included in the Company's financial reports from the date of the takeover, i.e. Mytos will be included from 21 February 2017 and InfraAdvice and Apro from 3 April 2017.

Neither the Mytos Acquisition, the InfraAdvice Acquisition, the Apro Acquisition or the Nordialog Asker Transaction resulted in a significant gross changes in the Company's business, meaning a variation of more than 25% in the Company's business as a result of that particular transaction.

9.2 Selected historical financial information

9.2.1 Selected income statement information

The table below sets out a summary of the Company's audited consolidated income statement information for the years ended 31 December 2015 and 2016.

(amounts in NOK 1 000)	2016	2015
Revenue	570 526	622 508
Other revenue	2 972	7 818
Total revenue	573 498	630 325
Cost of materials	405 210	447 472
Salaries and personnel costs	104 041	99 787
Depreciation	903	1 349
Amortisation intangible assets	18 984	22 655
Other operation costs	51 169	58 624
Other cost	17 511	0
Total operating expenses	597 818	629 887
Operating profit	(24 319)	438
Financial income and expense	(5 117)	(10 216)
Technical loss	(21 217)	0
Net financial expense	(26 334)	(10 216)
Profit before taxes	(50 654)	(9 778)
Income taxes	5 954	1 697
Net income	(44 700)	(8 081)
Net income attributable to		
Non-controlling interests	(4 245)	
Shareholders of Techstep ASA	(40 455)	(8 081)

Earnings per share in NOK:		
Net income after tax	(1,17)	(0,80)
Other comprehensive income	(44 700)	(8 081)

9.2.2 Selected statement of financial position information

The table below sets out a summary of the Company's audited consolidated balance sheet as of 31 December 2015, 31 December 2016 and 1 January 2015.

(amounts in NOK 1 000)	2016	2015	01.01.2015
Assets			
Intangible assets			
Deferred tax asset	857	0	0
Goodwill	253 378	253 378	251 700
Customer relations	18 116	37 247	59 902
Total intangible assets	272 350	290 624	311 602
Tangibles	3 159	3 652	4 244
Total tangible and intangible assets	275 509	294 276	315 846
Financial assets			
Associated companies	13 349	14 195	0
Shares and investments	27 973	4 973	7 973
Other non-current assets	506	930	801
Total financial assets	41 829	20 098	8 774
Total non-current assets	317 338	314 374	324 620
Inventories	9 526	12 137	13 906
Accounts receivable	83 250	68 385	62 942
Other receivable	16 603	40 700	38 393
Total inventories and receivables	109 379	121 221	115 241
Cash and cash equivalents	81 692	18 982	17 138
Total current assets	191 071	140 203	132 379
Total assets	508 409	454 578	456 999
	2016	2015	01.01.2015
Equity			
Share capital	102 476	244	32
Other equity	132 631	42 081	(147 057)
Total equity attributable to the owners of Techstep ASA	235 107	42 326	(147 025)
Non-controlling interests	25 187	0	0
Total equity	260 294	42 326	(147 025)

Liabilities			
Deferred tax	0	9 901	16 616
Non-current interest bearing debt	12 656	31 250	60 000
Non-current interest bearing debt to shareholders	0	24 848	157 850
Other non-current debt	0	308	10 166
Total non-current debt	12 656	66 307	244 632
Current interest bearing liabilities	113 721	218 038	259 244
Accounts payable	62 050	56 045	50 250
Tax payable	9 338	4 299	552
Public taxes, provisions	14 007	9 597	12 131
Other current liabilities	36 342	57 967	37 215
Total current debt	235 458	345 945	359 392
Total liabilities	248 114	412 252	604 024
Total equity and liabilities	508 409	454 578	456 999

9.2.3 Selected cash flow information

The table below sets out a summary of the Company's audited consolidated cash flow statement for the years ended 31 December 2015 and 2016.

(amounts in NOK 1 000)	2016	2015
Profit before tax	(50 654)	(9 778)
Profit from associated company	(157)	444
Amortisation intangible assets	18 984	22 655
Depreciation tangible assets	903	1 349
Technical loss reversed takeover	21 217	0
Taxes paid	(4 224)	(552)
Changes in net operation working capital	(16 940)	19 113
A Net cash flow from operation activities	(30 871)	33 231
Investment in subsidiaries	0	(16 889)
Investment in financial assets	424	(129)
Investment in machinery, inventories	(410)	(757)
B Net cash used on investment activities	14	(17 775)
Repayment of shareholder loans	(24 848)	0
Repayment of other long term debt	(18 902)	(9 858)
Change in interest bearing debt	72 011	(5 526)
Cash from acquisition of Techstep ASA	10 306	0
Cash from acquisition of Zono AS	55 000	0
C Net cash flow from financing activity	93 567	(15 383)
Net change in cash and cash equivalents (A+B+C)	62 710	72

Cash and cash equivalents as of January 1	18 982	17 138
Cash and cash equivalents as of December 31	81 692	18 982

9.2.4 Statement of changes in equity

The table below sets out a summary of the Company's audited consolidated statement of changes in equity for the years ended 31 December 2015 and 2016.

(amounts NOK 1 000)	Share capital	Treasury shares	Other paid-in capital	Other equity capital	Sum	Minority-interest	Total equity capital
Equity as of January 1, 2015	32	0	2 102	(149 158)	(147 025)	0	(147 025)
Ordinary result 2015	0	0	0	(8 081)	(8 081)	0	(8 081)
Comprehensive result 2015	0	0	0	0	0	0	0
New issued share capital	212	0	195 505	1 714	197 432	0	197 432
Other	0	0	0	0	0	0	0
Equity as of December 31, 2015	244	0	197 607	(155 526)	42 326	0	42 326
Ordinary result 2016	0	0	0	(40 455)	(40 455)	(4 245)	(44 700)
Comprehensive result 2016	0	0	0	0	0	0	0
New issued share capital	102 231	(1 914)	86 095	58 115	244 527	29 433	273 959
Other, merger diff.	0	0	0	(2 027)	(2 027)	0	(2 027)
Other, errors prev. years	0	0	0	(9 264)	(9 264)	0	(9 264)
Equity as of December 31, 2016	102 476	(1 914)	283 702	(149 156)	235 107	25 187	260 294

9.3 Operational and financial review

9.3.1 Operational review

Key events in 2016

In March 2016, an agreement was signed to sell the wholly owned subsidiary Birdstep Technology AB to the US company Smith Micro Software, Inc. for a total purchase price of USD 2.0 million. The sale was finalized in April 2016.

A private offering of NOK 7.48 million was made at the same time to the Company's largest shareholder, Middelborg Invest AS, and a letter of intent was signed with Middelborg to merge their partly-owned subsidiary Teki Solutions AS and Birdstep Technologies ASA. Teki Solutions, represented

by the subsidiaries Nordialog Oslo and SmartWorks, is a leading supplier of mobility and communications services to the corporate market in Norway.

As a result of these changes, Birdstep Technology ASA changed its name to Techstep ASA in June.

In July, an agreement was signed to acquire all the shares in the Middelborg-owned company Zono AS; which owned 24.22% of the shares in Teki Solutions, 5.12% of the shares in Kjedehuset, and approximately NOK 55 million in cash reserves. Kjedehuset is the leading distribution channel to the corporate market in Norway for the mobile company Telenor. The transaction was carried out in September, with settlement by consideration shares in Techstep.

In the fourth quarter, a new management group was established with Gaute Engbakk as the CEO. Engbakk brings to Techstep managerial experience from change management, digitization, IT and communications from managerial positions in Accenture, Creuna AS and Gambit Hill & Knowlton Strategies. Marius Drefvelin took office as the CFO in January 2017. He came to Techstep from the position of CFO at Creuna AS, and he has previous experience with transactions and M&A from various positions at Deloitte, Jebsen Asset Management and KPMG. Mads Vårdal was appointed as the Chief Innovation Officer (CIInO), and brings to Techstep over eleven years of experience from managerial positions from companies in the Techstep domain.

A new Board of Directors was elected at the Extraordinary General Meeting in November, with six new board members and the re-election of one former board member. In the fourth quarter, a restructuring of the business and organization was initiated to capitalize on the new strategy for Techstep. At the same time, ongoing evaluations of potential acquisition candidates that can introduce new synergies to the Group have been made.

9.3.2 Financial review

The financial statements represent the continuing business of Teki Solutions AS. The figures for 2015 are stated in parentheses.

Profit and loss

Techstep reported total revenues of NOK 573.5 million (630.3 million) for 2016. The decline in revenues is primarily attributed to a reduction in Nordialog's hardware sale.

Total operating expenses in 2016 were NOK 597.9 million (629.9 million), which gives a negative EBITDA result of NOK 4.4 million (24.4 million). Operating expenses include transaction costs and non-recurring costs of NOK 17.5 million in 2016, which are related to the ongoing restructuring of Techstep. The EBITDA adjusted for non-recurring costs was NOK 13.1 million.

Total depreciation and write-downs for Techstep were NOK 19.9 million (24.0 million) in 2016, and the ordinary operating result was a loss of NOK 24.3 million (profit of NOK 0.4 million).

Net finance costs totalled NOK 26.3 million (10.2 million) in 2016. The result for the year 2016 was a loss of NOK 44.7 million (loss of NOK 8.1 million).

Cash flow

Net cash flow generated from operating activities was negative NOK 30.9 million (35.0 million). Net cash flow used in investment activities was NOK 0 million (17.8 million). The investment activities in 2016 are related to the acquisition of Zono AS in the third quarter and Teki Solutions in the fourth quarter. Net cash flow used in financing activities was NOK 93.6 million (negative NOK 15.4 million) and represents the issuance of new capital stock linked to the acquisition of Zono AS and Teki Solutions.

In the Zono Transaction, 58,181,818 consideration shares were issued to the seller Zono Holding AS. Zono's cash position of NOK 55.0 million was a part of the transaction. A cash balance of NOK 10.3 million was a part of the acquisition of Teki Solutions, were 30,053,488 consideration shares were issued to the sellers of the Teki Solutions shares.

The reduction in shareholder loans in 2016 is related to a conversion of a shareholder loan to equity in 2016. The reduction in other long term debt is related to repayment of long term debt and the increase in interest bearing debt is related to an increase in different interest bearing facilities in 2016.

Cash and cash equivalents increased by NOK 62.7 million (1.8 million) in 2016. As of December 31, 2016, the Group's cash and cash equivalents totalled NOK 81.7 million (19.0 million).

Aside from certain covenants related to the Company's overdraft and factoring facilities, there are currently no restrictions on the use of capital resources that may materially affect the operations of the Company.

Financial position

In 2016, Techstep issued 88,205,306 new shares in connection with the acquisition of Zono AS and Teki Solutions AS. In addition, NOK 7.48 million was injected into the Company through a private placement in March 2016, through the issuance of 3,400,000 new shares.

As of December 31, 2016, Techstep ASA had total assets of NOK 508.4 million (NOK 454.6 million). A significant portion of this represents the Company's goodwill from Nordialog's customer relationships. An impairment test was performed on the Company's goodwill at the end of 2016. Techstep has not identified a need to write down the value of the company's goodwill.

As of December 31, 2016, the book equity was NOK 260.3 million (42.3 million), which corresponds to an equity ratio of 51.2 percent (9.3 percent). Total liabilities were NOK 248.1 million (NOK 412.3 million), NOK 12.6 million of which was long-term interest-bearing liabilities (NOK 56.0 million) The reduction in liabilities is primarily related to a conversion of a shareholder loan to equity in 2016.

9.3.3 Information regarding governmental, economic, fiscal, monetary or political factors

The Company is as of the date of this Prospectus not aware of any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the Company's operations.

9.4 Capitalisation and indebtedness

The tables below set out the Company's capitalization and net financial indebtedness as of 31 December 2016 both on an actual basis and on an adjusted basis to show the estimated effect of the

acquisitions of Mytos, Apro, Teki Solutions, Nordialog Asker, InfraAdvice, the Private Placement and costs related to the Private Placement. You should read this information together with the other parts of this Prospectus, as well as the Company's financial statements incorporated by reference into this Prospectus.

The "actual" columns in the tables below set out the Company's unaudited capitalization and net financial indebtedness, respectively, as of 31 December 2016 and have been based on the Company's audited consolidated financial statements as of 31 December 2016, whereas the "as adjusted" columns set out the Company's unaudited capitalization and net indebtedness, respectively, on an adjusted basis to show the estimated effect of the acquisitions of Mytos, Apro, Teki Solutions, Nordialog Asker, InfraAdvice, the Private Placement and costs related to the Private Placement.

Based on the information outlined in Section 5 in this Prospectus, the following adjustments are made in the "as adjusted" column related to the following acquisitions and the Private Placement:

NOK 1,000 (unaudited)	Mytos	Apro	Teki Solutions	Nordialog Asker	Private Placement	Private Placement costs	InfraAdvice	Total
Change in share capital	11,667	1,333	6,581	935	17,544		743	38,802
Change in share premium	58,333	6,667	21,716	5,140	82,456	-5,000	3,554	172,867
Change in cash	-50,000	-7,000			100,000	-5,000	-13,368	24,632
Change in vendor note		5,000		2,025				7,025

The Managers fee in relation to the Private Placement was 3% of the gross proceeds from the Private Placement, NOK 3.0 million.

Note that changes in vendor notes are added to non-current liabilities in the capitalisation table and to other non-current financial debt in the indebtedness table.

Note further that a NOK/SEK exchange rate of 0.9548 has been applied.

9.4.1 Capitalisation, as at year ended 31 December 2016

NOK 1,000 (unaudited)	Actual	As adjusted
Share capital	102,476	141,278
Treasury shares	-1,914	-1,914
Share premium	283,702	456,569
Retained earnings	-149,156	-149,156
Minority shares	25,187	25,187
Total equity (A)	260,295	471,964
Total current liabilities	235,458	235,458
- of which is guaranteed/secured	-	-
- of which is unguaranteed/unsecured	235,458	235,458
Total non-current liabilities	12,656	19,681
- Guaranteed/secured	-	-
- Unguaranteed/unsecured	12,656	19,681
Total liabilities (B)	248,114	255,139
Total capitalization (A+B)	508,409	727,103

9.4.2 Indebtedness, as at year ended 31 December 2016

NOK 1,000 (unaudited)	Actual	As adjusted
A. Cash	81,692	106,324
B. Cash equivalents	-	-
C. Trading securities	-	-
D. Liquidity (A)+(B)+(C)	81,692	106,324
E. Current financial receivables	-	-
F. Current bank debt	113,721	113,721
G. Bonds/other loans due within 1 year	-	-
H. Current portion of non-current debt	-	-
I. Other current financial debt	-	-
K. Current financial debt (F)+(G)+(H)+(I)	113,721	113,721
L. Net current financial indebtedness (K) - (E) - (D)	32,029	7,397
M. Non-current bank debt	12,656	12,656
N. Bonds due after 1 year	-	-
O. Other non-current financial debt	-	7,025
P. Non-current financial debt (M) + (N) + (O)	12,656	19,681
Q. Net financial indebtedness (L) + (P)	44,685	27,078

9.5 Working capital statement

The Company is, as of the date of this Prospectus, of the opinion that the Group's working capital is sufficient for the Group's present requirements in a twelve months perspective as from the date of this Prospectus.

9.6 Historic investments

Net cash flow used in investment activities in 2015 was NOK 17.8 million. The most substantial investment comprised the acquisition of 50% of Nordialog Asker, which was acquired at a price of NOK 14.6 million.

A total of NOK 1.7 million was capitalized on as goodwill in 2015 related to the acquisition of Nordialog Asker. Recognised goodwill is allocated to two cash-generating units, Nordialog and Smartworks. NOK 1.1 million was recognised in Nordialog, while NOK 0.6 million was recognised in SmartWorks in 2015. As of 31 December 2015, NOK 253.4 million was recognised as goodwill in Nordialog and SmartWorks in total.

Net cash flow used in investment activities in 2016 was NOK 0.0 million. The main investment activities in 2016 are related to the acquisition of 100% of the shares in Zono AS in the third quarter and the acquisition of 53.94% of the shares in Teki Solutions in the fourth quarter. These acquisitions were financed through the issuance of consideration shares in Techstep. 58,181,818 considerations shares were issued to the sellers of Zono AS in the Zono Transaction, while 30,053,488 Teki Gruppen Consideration Shares were issued to the sellers of Teki Solutions in the Teki Gruppen Transaction, see Sections 5.1 and 5.2.1. No goodwill was recognised as part of the transactions in 2016.

Other smaller investments in 2015 and 2016 include investments in machinery and inventories and financial assets. These investments comprise, for a large part, of investment in computer equipment, conferencing equipment, desks, television monitors and printers.

9.7 Future investments and investments in progress

The Company is continuously targeting to develop its offering and currently has a range of solutions under development that will be launched in 2017. One key project is a new self-service portal, which is expected to be launched by H2-17. The estimated cost related to this project is NOK 4-6 million.

Aside from the above description, the Company is as of the date of this Prospectus not in progress with any investments or committed to any future investments.

Readers should note that as the acquisition of Teki Solutions was for accounting purposes treated as a reverse takeover, the financial information displayed in this Prospectus reflects the business of Teki Gruppen and that the results of Techstep has only been included from the date of the Teki Gruppen Transaction (7 November 2016).

9.8 Trend information

Techstep operates in a structurally attractive enterprise mobility market, where there are strong demand and growth opportunities. Since the first acquisitions were made in the summer and autumn of 2016, Techstep has taken major steps to position itself as a leading, complete provider of the digital workplace and enterprise mobility management in the Nordics. Strategically important acquisitions have been made to complement Techstep's product portfolio and increase its customer base. The decline in hardware sales is expected to continue in the first half of 2017, but the initiatives that have been implemented and planned are expected to have a compensatory effect in the second half of 2017.

The Company and the organization are currently undergoing a restructuring and transformation to deliver according to the revised strategy. Techstep will concentrate on the development of five key areas in 2017:

- Establish MaaS, an integrated service that bundles hardware, a mobile platform, support and service, and business applications tailored to the customer, and sell this as a monthly fee per user.
- Change the sales focus from one-off hardware sales to recurring revenue by establishing a "solution hub" that can package solutions for sale.
- Expand geographically in the Nordic region by establishing presence in Sweden.
- Streamline distribution by establishing self-service and package solutions for the products and services that are offered to customers.
- Strengthen partnerships through increased sales and closer cooperation with selected partners.

9.9 Financial statements and auditors

The Company's auditor is BDO AS, Munkedamsveien 45, 0250 Oslo, Norway, who has acted as the Company's statutory auditor since 2009. Accordingly, no auditor of the Group has resigned, been removed or failed to be re-appointed during the period covered by the historical financial information discussed herein. BDO is a member of the Norwegian Institute of Public Accounts (DnR).

The auditor's report on the Financial Statements is included together with the Financial Statements as incorporated hereto by reference, see Section 14.2 "Incorporation by reference". Neither BDO AS nor any other auditor has audited, reviewed or produced any report on any other information provided in this Prospectus.

9.10 Significant changes in financial and trading position after 31 December 2016

In February 2017, an agreement to acquire the software company Mytos AS for NOK 120 million was signed and concluded, in addition to a binding agreement to acquire the hardware supplier Apro Tele og Data AS for NOK 15.5 million. Mytos brings market-leading software and a cloud-based solution for control of mobile expenses for businesses to us, while Apro is a leading supplier of fixed network IP and mobile solutions with special expertise in the public sector. In addition, the remaining 21.84% ownership interest in Teki Solutions AS and the remaining 50% ownership interest in Nordialog Asker were acquired, which secured Techstep full ownership of the companies. The acquisitions were settled by a combination of cash, consideration shares, and the settlement of shareholder and supplier loans.

In February 2017, an agreement was concluded to establish Techstep Finance, a joint venture with an experienced financing and operations partner, which will be a key part of Techstep's future delivery of MaaS. In connection with these transactions, and to finance future acquisitions and further growth, a successful, oversubscribed private offering of NOK 100 million was carried out.

In March 2017, an agreement was signed to acquire the Swedish EMM specialist InfraAdvice Sweden AB for SEK 18.5 million. InfraAdvice brings a complementary customer portfolio with it and strengthens the delivery capability of Techstep in Sweden.

Apart from the above, there has been no significant change in the financial or trading position of the Group since 31 December 2016.

9.11 Legal and arbitration proceedings

NetConnect ASA was acquired by Teki Solutions 15 August 2013. At the time of the takeover, the company had a loss carry forward of approximately 71 million. Part of the loss carried forward was offset against taxable income in other Group companies (Group contribution) in 2014. The IRS has questioned the right to offset this loss after the takeover. As a result of the misinterpretation of rules relating to loss carry forward after change of control, and an error when filling the NetConnect tax return for 2013, the tax for 2014 allegedly corrected by the IRS and up to 30% additional tax of the not yet utilized part of the deficit was imposed. In total, this represents 9.2 million, and the amount is recognized directly in equity in accordance with IAS 8. The company argued against the IRS to reduce the additional tax as, in their view, the basis for this is not met. At the date of the Prospectus, the case has not yet been decided.

Aside from the above, the Group is not involved in any other governmental, legal or arbitration proceedings, nor is the Company aware of any such pending or threatened proceedings, nor has the Group during the last 12 months prior to this Prospectus been involved in any governmental, legal or arbitration proceedings, which may have or have had any significant effects on the Company and/or Group's financial position or profitability.

9.12 Restricted funds, credit facilities

(amounts in NOK 1 000)	2016	2015
Bank deposits	81 692	18 982
Hereof restricted funds - provision for employee tax	4 961	3 827
Restricted as a result of guarantees in favor of 3rd parties	0	0
The Group has the following credit facilities:		
Overdraft facility	40 000	30 000
Factoring facility	40 000	50 000
Drawn as of December 31		
Overdraft facility	33 416	17 951
Factoring facility	37 269	38 336

The Group is in violation of the following covenant in connection with the credit facilities as of 12.31.2016:

* NIBD / EBITDA max 1.5. Annual measurement to consolidated financial statements.

In connection with this, the Company has obtained a waiver from the bank, DNB, who accept the violation given that covenant is met by 12.31.2017.

10 SHARE CAPITAL, SHAREHOLDER MATTER

10.1 Share capital

As of the date of this Prospectus, the Company's share capital is NOK 141,277,820 divided into 141,277,820 Shares with each Share having a nominal value of NOK 1.00. All the Shares have been created under the PLCA, and are validly issued and fully paid.

All Shares are issued in book-entry form in the VPS on ISIN NO 0003095309. The Consideration Shares and Private Placement Shares have been registered on separate and temporary ISIN pending approval and publication of this Prospectus. The Company's registrar is DNB Bank ASA, Securities Services, Dronning Eufemias gate 30, NO 0191 Oslo, Norway. The Shares are listed at Oslo Børs under ticker "TECH".

The Company has one class of Shares. All Shares have equal voting rights. Other than the options described in Section 8.2.4 "Shareholdings of the members of the Board" and Section 8.3.3 "Shareholdings of the members of the Executive Management ", there is no share options or other rights to subscribe for or acquire Shares issued by the Company.

Currently, the Board is authorized to increase the Company's share capital by up to NOK 35,000,000 by issuing up to 35,000,000 shares with a par value of NOK 1, of which 2,076,391 Shares have already been issued in connection with the Apro Acquisition and the InfraAdvice Acquisition. The power of attorney is valid up to the annual General Meeting 2018, and 30 June 2018 at the latest. The previous authorizations granted by the Company's Extraordinary General Meeting 4 November 2016 expired at the annual General Meeting 27 April 2017. Further, at the annual General Meeting 27 April 2017, it

was resolved to authorize the Board to increase the share capital by up to NOK 13,500,000 by issuing up to 13,500,000 shares with a par value of NOK 1 in connection with the Company's incentive plan for its employees and directors.

The Company holds 1,914 treasury shares and the number of Shares outstanding will consequently be 141,275,906. At the annual General Meeting 27 April 2017, the Board was authorized to purchase the Company's own Shares, and to hold treasury shares. The maximum number of Shares which may be acquired shall not exceed an aggregate per value of NOK 13,393,827 (corresponding to approximately 10 % of the Company's share capital as registered 8 March 2017). The price per Share which Techstep may pay shall not be lower than the par value of the shares nor higher than NOK 100. At the date of this Prospectus, this authorization has not been used. The authorization expires at the date of the annual General Meeting 2018, and 30 June 2018 at the latest.

Please note that at an extraordinary general meeting on 29 January 2016, the General Meeting resolved a 10:1 share consolidation (reverse split) which became effective on 11 March 2016.

The table below shows the development in the Company's share capital for the period from 1 January 2014 to the date hereof:

Date	Type of change	Share capital increase / decrease (NOK)	New share capital (NOK)	Total number of Shares	Par value per share (NOK)	Price per share (NOK)
May 2014	Share issue	150,000	10,162,162.70	101,621,627	0.10	1.59
Feb 2016	Share issue	0.30	10,162,163.00	101,621,630	0.10	0.30
Mar 2016	Share issue	3,400,000	13,562,163.00	13,562,163	1.00	2.20
July 2016	Share issue	678,108	14,240,271.00	14,240,271	1.00	2.20
Aug 2016	Share issue	58,181,818	72,422,089.00	72,422,089	1.00	2.20
Nov 2016	Share issue	30,053,488	102,475,577.00	102,475,577	1.00	4.30
Feb 2017	Share issue	12,280,702	114,756,279.00	114,756,279	1.00	5.70
Feb 2017	Share issue	11,666,667	126,422,946.00	126,422,946	1.00	6.00
March 2017	Share issue	7,515,325	133,938,271.00	133,938,271	1.00	4.30 and 6.50 ³⁸
March 2017	Share issue	5,263,158	139,201,429.00	139,201,429	1.00	5.70
April 2017	Share issue	2,076,391	141,277,820.00	141,277,820	1.00	6.00 and 5.8071 ³⁹

During the period covered by the historical financial information herein, more than 10% of the Company's share capital has been paid for with assets other than cash. For a further description, please refer to Section 5.2 "The Teki Gruppen Transaction, Teki Solutions Transaction and Nordialog Asker Transaction", Section 5.3 "The Mytos Acquisition", Section 5.4 "The Apro Acquisition" and Section 5.5 "The InfraAdvice Acquisition".

³⁸ 6,580,710 Shares were issued as consideration in the Teki Solution Transaction to a contribution price per share at NOK 4.30 and 934,615 Shares were issued as consideration in the Nordialog Asker Transaction to a contribution price per share at NOK 6.50.

³⁹ 743,059 Shares were issued as consideration in the InfraAdvice Acquisition to a contribution price per share at NOK 5.8071 and 1,333,332 Shares were issued as consideration in the Apro Acquisition to a contribution price per share at NOK 6.

On 17 October 2016, Zono Holding AS launched a mandatory offer to acquire all outstanding shares in Techstep in connection with the Zono Transaction. Zono Holding AS' purpose with making the mandatory offer was only to comply with the mandatory offer obligations in the Norwegian Securities Trading Act, not to increase its ownership stake in Techstep. The offer price was NOK 2.20 per Share. Zono Holding AS received 17,207 Shares in total under the mandatory offer.

10.2 Dividends and Dividend policy

10.2.1 Dividend Policy

In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account legal restrictions, as set out in the PLCA, (see Section 10.3.2 "Certain aspects of Norwegian Law"), the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its contractual arrangements in place at the time of the dividend may place on its ability to pay dividends and the maintaining of appropriate financial flexibility. Except in certain specific and limited circumstances set out in the PLCA, the amount of dividends paid may not exceed the amount recommended by the Board.

Techstep has not established any dividend policy. However, the Company's aim and focus is to enhance shareholder value and provide an active market in its shares.

Techstep has historically never declared or paid any dividends on its shares and does not anticipate paying any cash dividends for 2017 or the next few years. Techstep intends to retain future earnings, if any, to finance operations and the expansion of its business. Any future determination to pay dividends will depend on the Company's financial condition, results of operations and capital requirements.

Please refer to Section 10.3.2 "Certain aspects of Norwegian Law" for a description of the manner of dividend payment.

10.3 The Articles of Association and certain aspects of Norwegian law

The information in this Section is a summary of certain corporate information and material information relating to the Shares and share capital of the Company and certain other shareholder matters, including summaries of certain provisions of the Company's Articles of Association and applicable Norwegian law in effect as of the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by the Company's Articles of Association and applicable law.

10.3.1 The Articles of Association

The Company's Articles of Association are set out in [Appendix 1](#) to this Prospectus. Below is a summary of provisions of the Articles of Association.

Objective of the Company

Pursuant to clause 3 of the Articles of Association, the objective of the Company is to engage in business operations within information and communication technology, develop and provide solutions and software within the mobility, digitalization as well as consulting business and everything that naturally belongs thereto, including owning shares and other securities in other companies

Registered office

The Company's registered office is in Oslo, Norway.

Share capital and nominal value

The Company's share capital is NOK 141,277,820 divided into 141,277,820 Shares, each Share with a nominal value of NOK 1.00.

Board of Directors

The Company's Board consists of 3 to 7 directors pursuant to further resolution passed by the general meeting.

Management

The Articles of Association do not contain any provisions regarding the Company's management.

Restrictions on transfer of Shares

The Articles of Association do not provide for any restrictions on the transfer of Shares, or a right of first refusal for the Company. Share transfers are not subject to approval by the Board.

General meetings

The ordinary general meeting shall discuss:

- Approval of the annual accounts and the directors' annual report, including distribution of dividend.
- Other matters that pursuant to the law or to the Articles of Associations are subject to discussion by the general meeting.

When documents concerning matters to be considered at general meetings of the Company have been made available to the shareholders on the Company's website, the Board may resolve not to send such documents to the shareholders. A shareholder may nonetheless contact the Company and demand to receive the documents free of charge.

Nomination committee

The Company shall have a nomination committee, consisting of 2-3 members. The nomination committees shall propose members to the Board and the remuneration of the board members.

Changes in the Company's capital

The Articles of Association do not contain restrictions or other conditions governing changes in the capital that deviate from conditions required by law.

10.3.2 Certain aspects of Norwegian law

General Meetings

Through the General Meeting, shareholders exercise supreme authority in a Norwegian company. In accordance with Norwegian law, the annual General Meeting of shareholders is required to be held each year on or prior to 30 June. Norwegian law requires that written notice of annual General Meetings setting forth the time of, the venue for and the agenda of the meeting be sent to all shareholders with a known address no later than 21 days before the annual General Meeting of Norwegian public limited liability company listed on a stock exchange or other regulated market shall

be held, unless the articles of association stipulate a longer deadline, which is not currently the case for the Company.

In general, shareholders have the right to vote for the number of shares that they own, and which are registered in the Central Securities Depository (VPS) at the time of the General Meeting. If a shareholder has acquired shares, but these shares have not been registered in the VPS at the time of the General Meeting, the voting rights of the transferred shares may only be exercised if the acquisition is notified to the VPS and is proved at the General Meeting.

A shareholder may vote at the General Meeting either in person or by proxy appointed at their own discretion. Shareholders themselves, or represented by legal representative, planning to participate at the General Meeting, shall notify the Company within a deadline set by the Board in the notice.

Apart from the annual General Meeting, extraordinary General Meetings of shareholders may be held if the Board considers it necessary. An extraordinary General Meeting of shareholders must also be convened if, in order to discuss a specified matter, the auditor or shareholders representing at least 5% of the share capital demands this in writing. The requirements for notice and admission to the annual General Meeting also apply to extraordinary General Meetings. However, the annual General Meeting of a Norwegian public limited company may with a majority of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a General Meeting resolve that extraordinary General Meetings may be convened with a fourteen days' notice period until the next annual General Meeting provided the company has procedures in place allowing shareholders to vote electronically. The Company's Articles of Association does not permit electronic voting and extraordinary General Meetings may accordingly not be convened with a fourteen days' notice period, provided that the Company has established procedures for voting electronically at such meetings.

Voting rights—amendments to the Articles of Association

Each of the Company's Shares carries one vote. In general, decisions that shareholders are entitled to make under Norwegian law or the Company's Articles of Association may be made by a simple majority of the votes cast. In the case of elections or appointments, the person(s) who receive(s) the greatest number of votes cast are elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe in connection with any share issue against cash payment in the Company, to approve a merger or demerger of the Company, to amend Articles of Association, to authorise an increase or reduction in the share capital, to authorise an issuance of convertible loans or warrants by the Company or to authorise the Board to purchase the Shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a General Meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the Articles of Association.

Decisions that (i) would reduce the rights of some or all of the Company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require that at least 90% of the share capital represented at the General Meeting in question vote in favour of the resolution, as well as the majority required for amending the Articles of Association. Certain types of changes in the rights of shareholders require the consent of all shareholders affected thereby as well as the majority required for amending the Articles of Association.

Beneficial owners of the Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor is any person who is designated in the VPS register as the holder of such Shares as nominees. Investors should note that there are varying opinions as to the interpretation of the right to vote on nominee registered shares. If the shares in the Company are registered with a nominee, cf. section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wants to attend the general meeting and vote for its shares, the Company's currently practise is that the beneficial shareholder must bring a written confirmation from the nominee confirming that the shareholder is the beneficial shareholder, and a statement from the shareholder confirming that he is the beneficial owner.

There are no quorum requirements that apply to the General Meetings.

Additional issuances and preferential rights

If the Company issues any new Shares, including bonus share issues, the Company's Articles of Association must be amended, which requires the same vote as other amendments to the Articles of Association. In addition, under Norwegian law, the Company's shareholders have a preferential right to subscribe for new Shares issued by the Company against cash payment. Preferential rights may be derogated from by resolution in a General Meeting passed by the same vote required to approve amending the Articles of Association. A derogation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The General Meeting may, by the same vote as is required for amending the Articles of Association, authorise the Board to issue new Shares, and to derogate from the preferential rights of shareholders in connection with such issuances. Such authorisation may be effective for a maximum of two years, and the nominal value of the Shares to be issued may not exceed 50% of the registered nominal share capital when the authorisation is registered with the Norwegian Register of Business Enterprises.

Under Norwegian law, the Company may increase its share capital by a bonus share issue, subject to approval by the Company's shareholders, by transfer from the Company's distributable equity or from the Company's share premium reserve and thus the share capital increase does not require any payment of a subscription price by the shareholders. Any bonus issues may be effected either by issuing new shares to the Company's existing shareholders or by increasing the nominal value of the Company's outstanding Shares.

Issuance of new Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a registration statement, the Company's U.S. shareholders may not be able to exercise their preferential rights. If a U.S. shareholder is ineligible to participate in a rights offering, such shareholder may not receive the rights at all and the rights may be sold on the shareholder's behalf by the Company. The same may apply for certain other jurisdictions in which the participation in a future share capital increase or rights offering would be unlawful.

Minority rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including but not limited to those described in this paragraph and the description of General Meetings as set out above. Any of the Company's shareholders may petition Norwegian courts to have a decision of the Board or the Company's shareholders made at the General Meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may also petition the courts to

dissolve the Company as a result of such decisions to the extent particularly strong reasons are considered by the court to make necessary dissolution of the Company.

Minority shareholders holding 5% or more of the Company's share capital have a right to demand in writing that the Board convene an extraordinary General Meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any General Meeting as long as the Company is notified in time for such item to be included in the notice of the meeting. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the General Meeting has not expired.

Rights of redemption and repurchase of Shares

The share capital of the Company may be reduced by reducing the nominal value of the Shares or by cancelling Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a General Meeting. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board has been granted an authorisation to do so by the General Meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury shares so acquired, and held by the Company must not exceed 10% of the Company's share capital, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet or an interim balance sheet, exceeds the consideration to be paid for the shares. The authorisation by the General Meeting of the Company's shareholders cannot be granted for a period exceeding two years.

Shareholder vote on certain reorganisations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution by the General Meeting of the shareholders passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the General Meeting. A merger plan, or demerger plan signed by the Board along with certain other required documentation, would have to be sent to all the Company's shareholders, or if the Articles of Association stipulate that, made available to the shareholders on the company's website, at least one month prior to the General Meeting to pass upon the matter.

Liability of members of the Board

Members of the Board owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the Board Members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Members of the Board may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the General Meeting to discharge any such person from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the General Meeting passing upon the matter. If a resolution to discharge the Board Members from liability or not to pursue claims against such a person has been passed by the General Meeting with a smaller majority than that required to amend the Articles of Association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from

any proceeds the Company receives as a result of the action. If the decision to discharge any of the Company's directors from liability or not to pursue claims against the Board Members is made by such a majority as is necessary to amend the Articles of Association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

Indemnification of Directors

Neither Norwegian law nor the Articles of Association contains any provision concerning indemnification by the Company of the Board. The Company is permitted to purchase insurance for the Board Members against certain liabilities that they may incur in their capacity as such.

Distribution of assets on liquidation

Under Norwegian law, the Company may be wound-up by a resolution of the Company's shareholders at the General Meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the meeting. In the event of liquidation, the Shares rank equally in the event of a return on capital.

Dividends

Dividends may be paid in cash or in some instances in kind. The Companies Act provides several constraints on the distribution of dividends applicable to the Company:

- (i) Dividends are payable only out of distributable equity. Pursuant to section 8-1 of the Companies Act, the Company may only distribute dividends provided that, following such distribution, it retains net assets that provide coverage for the Company's share capital and other non-distributable equity pursuant to sections 3-2 and 3-3 of the Companies Act. The calculation shall be made on the basis of the balance sheet total in the Company's last approved annual accounts, such, however, that it is the registered share capital at the time the resolution is adopted that forms the basis for the calculation. A deduction shall also be made for credit and security etc. furnished pursuant to sections 8-7 to 8-10 of the Companies Act prior to the balance sheet date, which, pursuant to these provisions, shall be within the limits of the assets the Company may distribute as dividend. A deduction shall nonetheless not be made for credit and furnished security etc. that has been repaid or cancelled before the resolution is adopted, or for credit furnished to a shareholder insofar as the credit is cancelled by being offset against the dividend.
- (ii) In connection with the calculation above, a deduction shall be made for other transactions after the balance sheet date that, pursuant to the Companies Act, shall be within the limits of the assets the Company may utilize for the distribution of dividends.
- (iii) The Company may only distribute dividends provided that it has sound equity and liquidity following such distribution, cf. section 3-4 of the Companies Act.
- (iv) The amount of dividends the Company can distribute is calculated on the basis of the Company's annual financial statements, not the Group's consolidated financial statements.

Distribution of dividends is resolved by the general meeting on the basis of a proposal from the Board. The general meeting cannot resolve a larger dividend than proposed or accepted by the Board.

The shareholders have, through the entitlement to dividends, a right to share in the Company's profits. Shareholders holding in aggregate 5% or more of the Company's share capital have a right to

request that the courts set a higher dividend than decided by the general meeting. The courts may set a higher dividend to the extent the resolved dividend is considered to be unreasonably low.

There is no time limit after which entitlement to dividends lapses under the Companies Act or the Company's Articles of Association. Further, there are no dividend restrictions or specific procedures for non-Norwegian resident shareholders in the Companies Act or the Company's Articles of Association.

Any future payments of dividends on the Shares will be denominated in NOK, as this is the currency that is currently supported by the VPS.

10.3.3 Shareholder agreements

The Company is not aware of any shareholders' agreements related to the Shares.

11 SECURITIES TRADING IN NORWAY

11.1 Introduction

The Oslo Børs was established in 1819 and is the principal market in which shares, bonds and other financial instruments are traded in Norway. As at 31 December 2016, the total capitalisation of companies listed on the Oslo Børs amounted to approximately NOK 2.121 billion. Shareholdings of non-Norwegian investors as a percentage of total market capitalisation as at 31 December 2016 amounted to approximately 36.6 %.

The Oslo Børs has entered into a strategic cooperation with the London Stock Exchange group with regards to, inter alia, trading systems for equities, fixed income and derivatives.

11.2 Trading of equities and settlement

Trading of equities on the Oslo Børs is carried out in the electronic trading system Millennium Exchange. This trading system is in use by all markets operated by the London Stock Exchange, including the Borsa Italiana, as well as by the Johannesburg Stock Exchange.

Official trading on the Oslo Børs takes place between 09:00 hours (CET) and 16:20 hours (CET) each trading day, with pre-trade period between 08:15 hours (CET) and 09:00 hours (CET), closing auction from 16:20 hours (CET) to 16:25 hours (CET) and a post-trade period from 16:25 hours (CET) to 17:30 hours (CET). Reporting of after exchange trades can be done until 17:30 hours (CET).

The settlement period for trading on the Oslo Børs is two trading days (T+2). This means that securities will be settled on the investor's account in VPS two days after the transaction, and that the seller will receive payment after two days.

Oslo Clearing ASA, a wholly-owned subsidiary of SIX x-clear AG, a company in the SIX group, has a license from the Norwegian FSA to act as a central clearing service, and has from 18 June 2010 offered clearing and counterparty services for equity trading on the Oslo Børs.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from an EEA member state

or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or the Oslo Børs except for the general obligation of investment firms that are members of the Oslo Børs to report all trades in stock exchange listed securities.

11.3 Information, control and surveillance

Under Norwegian law, the Oslo Børs is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of the Oslo Børs monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance.

Under Norwegian law, a company that is listed on a Norwegian regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company (i.e. precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. The Oslo Børs may levy fines on companies violating these requirements.

11.4 The VPS and transfer of Shares

The Company's principal share register is operated through the VPS. The VPS is the Norwegian paperless centralised securities register. It is a computerised book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The VPS and the Oslo Børs are both wholly-owned by Oslo Børs VPS Holding ASA.

All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (being, Norway's central bank), authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

As a matter of Norwegian law, the entry of a transaction in the VPS is prima facie evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a

shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's articles of association or otherwise.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS' control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian FSA on an ongoing basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

11.5 Shareholder register

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. As a general rule, there are no arrangements for nominee registration and Norwegian shareholders are not allowed to register their shares in VPS through a nominee. However, foreign shareholders may register their shares in the VPS in the name of a nominee (bank or other nominee) approved by the Norwegian FSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions, but cannot vote in General Meetings on behalf of the beneficial owners.

11.6 Disclosure obligations

If a person's, entity's or consolidated group's proportion of the total issued shares and/or rights to shares in a company listed on a regulated market in Norway (with Norway as its home state, which will be the case for the Company) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital or the voting rights of that company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify the Oslo Børs and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the company's share capital.

11.7 Insider trading

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in section 3-2 of the Norwegian Securities Trading Act. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

11.8 Mandatory offer requirement

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than one-third of the voting rights of a company listed on a

Norwegian regulated market (with the exception of certain foreign companies) to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than one-third of the voting rights in the company and the Oslo Børs decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify the Oslo Børs and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The Offer and the Document required are subject to approval by the Oslo Børs before the offer is submitted to the shareholders or made public.

The offer price per share must generally be at least as high as the highest price paid or agreed by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold within four weeks, the Oslo Børs may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a General Meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, the Oslo Børs may impose a cumulative daily fine that runs until the circumstance has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a company listed on a Norwegian regulated market (with the exception of certain foreign companies) is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) if the person, entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated group that has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a

main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

11.9 Compulsory acquisition

Pursuant to the PLCA and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as more than 90% of the total voting rights, through a voluntary offer in accordance with the Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the General Meeting, and the offeror pursuant to section 4-25 of the PLCA completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory/voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price or any other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline.

12 TAXATION

Set out below is a summary of certain Norwegian tax matters related to an investment in the Company. The summary regarding Norwegian taxation is based on the laws in force in Norway as at the date of this Document, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisors. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be resident in Norway for tax purposes (due to domestic tax law or tax treaty) should specifically consult with and rely upon their own tax advisors with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

12.1 Taxation of dividends

Norwegian Personal Shareholders.

Dividends distributed to shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable in Norway for such shareholders at an effective tax rate of 29.76% to the extent the dividend exceeds a tax-free allowance (i.e. dividends received, less the tax free allowance, shall be multiplied by 1.24 which are then included as ordinary income taxable at a flat rate of 24%, increasing the effective tax rate on dividends received by Norwegian Personal Shareholders to 29.76%).

The allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a risk free interest rate based on the effective rate after tax of interest on treasury bills (Nw.: statskasseveksler) with three months maturity. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year.

Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated allowance one year exceeding the dividend distributed on the share ("excess allowance") may be carried forward and set off against future dividends received on, or gains upon realisation, of the same share.

Norwegian Corporate Shareholders.

Dividends distributed to shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**"), are effectively taxed at rate of 0.72% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of 24%).

Non-Norwegian Personal Shareholders.

Dividends distributed to shareholders who are individuals not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**"), are as a general rule subject to withholding tax at a rate of 24%. The withholding tax rate of 24% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free

allowance on each individual share (please see "Taxation of dividends – Norwegian Personal Shareholders" above). However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 24% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Non-Norwegian Personal Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Non-Norwegian Corporate Shareholders.

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Non-Norwegian Corporate Shareholders**"), are as a general rule subject to withholding tax at a rate of 24%. The withholding tax rate of 24% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Corporate Shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax provided that the shareholder is the beneficial owner of the shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

If a Non-Norwegian Corporate Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Corporate Shareholder, as described above.

Non-Norwegian Corporate Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Nominee registered shares will be subject to withholding tax at a rate of 24% unless the nominee has obtained approval from the Norwegian Tax Directorate for the dividend to be subject to a lower withholding tax rate. To obtain such approval the nominee is required to file a summary to the tax authorities including all beneficial owners that are subject to withholding tax at a reduced rate.

The withholding obligation in respect of dividends distributed to Non-Norwegian Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

12.2 Taxation of capital gains on realisation of shares

Norwegian Personal Shareholders.

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a disposal of shares is taxable or tax deductible in Norway. The effective tax rate on gain or loss related to shares realised by Norwegian Personal Shareholders is currently 29.76%; i.e. capital gains (less the tax free allowance) and losses shall be multiplied by 1.24 which are then included in or deducted from the Norwegian

Personal Shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a flat rate of 24%, increasing the effective tax rate on gains/losses realised by Norwegian Personal Shareholders to 29.76%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including costs incurred in relation to the acquisition or realisation of the share. From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance provided that such allowance has not already been used to reduce taxable dividend income. Please refer to Section 12.1 "Taxation of dividends — Norwegian Personal Shareholders" above for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused allowance exceeding the capital gain upon the realisation of a share will be annulled.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Norwegian Corporate Shareholders.

Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realisation of shares qualifying for participation exemption, including shares in the Company. Losses upon the realisation and costs incurred in connection with the purchase and realisation of such shares are not deductible for tax purposes.

Non-Norwegian Personal Shareholders.

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless the Non-Norwegian Personal Shareholder holds the shares in connection with business activities carried out or managed from Norway.

Non-Norwegian Corporate Shareholders.

Capital gains derived by the sale or other realisation of shares by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway.

12.3 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 0.85% of the value assessed. The value for assessment purposes for listed shares is equal to the listed value as of 1 January in the year of assessment (i.e. the year following the relevant fiscal year).

Norwegian Corporate Shareholders are not subject to net wealth tax.

Shareholders not resident in Norway for tax purposes are not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders can, however, be taxable if the shareholding is effectively connected to the conduct of trade or business in Norway.

12.4 VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance of shares.

12.5 Inheritance tax

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

13 SELLING AND TRANSFER RESTRICTION

The Shares may, in certain jurisdictions, be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Prospectus does not constitute an offer or solicitation to buy, subscribe or sell the securities described herein, and no securities are being offered or sold pursuant to this Prospectus in any jurisdiction.

United States

No shares are being offered or sold, directly or indirectly, in or into the United States pursuant to this Prospectus and no shares have been, or will be, registered under the U.S. securities act, or under the securities laws of any state of the United States and, accordingly, the shares may not be offered or sold, directly or indirectly, in or into the United States (as defined in regulation S under the U.S. securities act), unless registered under the U.S. securities act or pursuant to an exemption from the registration requirements of the U.S. securities act and in compliance with any applicable state securities laws of the United States.

14 ADDITIONAL INFORMATION

14.1 Documents on display

Copies of the following documents will be available for inspection at the Company's offices at Brynsveien 3, 0667 Oslo, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus.

- The Company's Articles of Association.
- Financial statements for the Company and its subsidiaries.
- This Prospectus.

14.2 Incorporated by reference

The following table sets forth an overview of documents incorporated by reference in this Prospectus. No information other than the information referred to in the table below is incorporated by reference. Where parts of a document are referenced, and not the document as a whole, the remainder of such document is either deemed irrelevant to an investor in the context of the requirements of this Prospectus, or the corresponding information is covered elsewhere in this Prospectus.

Sections in the Prospectus	Disclosure requirements of the Prospectus	Reference document and link
9	Audited historical financial information	Techstep ASA – Annual Report 2016: http://techstep.no/wp-content/uploads/2017/04/Techstep-Annual-Report-2016_signed.pdf

15 DEFINITION AND GLOSSARY TERMS

Term	Definition
AAA	Authentication, authorisation & accounting.
API	Application programming interface
Apro	Apro Tele and Data AS
Apro Acquisition	The acquisition by Techstep of all shares in Apro, completed on 3 April 2017.
Apro Consideration Shares	1,333,332 New Shares issued as transaction consideration to the sellers of Apro Tele and Data AS.
ARPU	Average revenue per user
B2B	Business to business
B2C	Business to customer
Birdstep AB	Birdstep Technology AB
Board or Board of Directors	The board of directors of the Company, as described in Section 8.2 "Board of Directors".
Board Members	The members of the Board of Directors and a Board Member means any of them.
Company	Techstep ASA
Consideration Shares	51,311,871 consideration shares issued in the Mytos Acquisition, the Apro Acquisition, the InfraAdvice Acquisition, the Teki Gruppen Transaction, Teki Solutions Transaction and Nordialog Asker Transaction.
Demerger	The demerger of Teki Gruppen AS completed on 8 October 2016.
Demerging Entities	Skarestrand Invest AS, Tinde Industrier AS, Dovran Invest AS and Jyst Invest AS, being the demerging entities in the Demerger.
DnR	The Norwegian Institute of Public Accounts.
EBIT or adjusted EBIT	Earnings Before Interests and Taxes, and if adjusted, adjusted for transaction costs and one-offs.
EBITA or adjusted EBITA	Earnings Before Interests, Taxes and Amortization, and if adjusted, adjusted for transaction costs and one-offs.
EBITDA or adjusted EBITDA	Earnings Before Interests, Taxes, Depreciation and Amortization, and if adjusted, adjusted for transaction costs and one-offs.
EMM	Enterprise mobility management
Executive Management	The executive management of the Company, as described in Section 8.3 "Executive Management".
Forward Looking Statements	Means statements relating to the Company's business and the sectors in which it operates. Forward Looking Statements include all statements that are not historical facts, and can be identified

	by words such as (what follows are examples without excluding words having the same meaning) "anticipates", "believes", "expects", intends, "may", "projects", "should", or the negatives of these terms or similar expressions. Please refer to Section 4.2 "Forward looking statements" for further information.
FTE	Full-Time Equivalent employees.
General Meeting	The general meeting of the shareholders of Techstep.
Group	Techstep together with its subsidiaries.
Hardware and subscriptions segment	The mobile hardware and subscriptions business of Techstep, as further described in Section 6.2.
HetNet	Heterogeneous Network.
HSE	Health, safety and environment
IFRS	International Financial Reporting Standards as adopted by the European Union.
InfraAdvice	InfraAdvice Sweden AB
InfraAdvice Acquisition	The acquisition by Techstep of all shares in InfraAdvice from SysTown International AB, completed on 3 April 2017.
InfraAdvice Consideration Shares	743,059 New Shares issued as transaction consideration to the sellers of InfraAdvice.
ISIN	International Securities Identification Number.
Kjedehuset	Kjedehuset AS
MaaS	Mobility-as-a-Service
Managers	Artic Securities AS and DNB Markets
Mytos	Mytos AS
Mytos Acquisition	The transaction where Techstep acquired 100% of the shares in Mytos from Mytos Systems AS, completed on 21 February 2017.
Mytos Consideration Shares	11,666,667 shares issued in the Mytos Acquisition
New Shares	68,855,731 new Shares in Techstep ASA issued in the Teki Gruppen Transaction, Mytos Acquisition, Apro Acquisition, the InfraAdvice Acquisition, Teki Solutions Transaction, Nordialog Asker Transaction and Private Placement.
NOK or Norwegian kroner	The lawful currency of Norway.
Nordialog Asker	Nordialog Asker AS
Nordialog Asker Consideration Shares	934,615 shares issued as transaction consideration to the selling shareholders of Nordialog Asker.
Nordialog Asker Transaction	The transaction where Techstep acquired the remaining 50% of the shares in Nordialog Asker, completed on 28 February 2017.
Nordialog Oslo	Nordialog Oslo AS
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
Norwegian FSA	The Financial Supervisory Authority of Norway (Nw. Finanstilsynet).
Norwegian Personal Shareholders	Shareholders who are individuals resident in Norway for tax purposes.
Norwegian Securities Trading Act	Norwegian Securities Trading Act of 29 June 2007 no. 75 (Nw. verdipapirhandeloven).
Oslo Børs	The Oslo Stock Exchange, operated by Oslo Børs ASA.

PLCA	The Norwegian public limited liability companies act of 13 June 1997 no. 45.
Private Placement	The fully underwritten private placement completed on 3 February 2017.
Private Placement Shares	17,543,860 Shares issued in the fully underwritten Private Placement.
Private Placement Subscription Price	The price paid per Private Placement Share in the Private Placement, being NOK 5.70.
Prospectus	This prospectus of 28 April 2017, and its appendices.
Prospectus Directive	The Commission Regulation (EC) no. 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 regarding information contained in prospectuses.
Prospectus Regulation	The Prospectus Directive as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements.
Register of Business Enterprises	The Norwegian Register of Business Enterprises (Norwegian: Foretaksregisteret).
SaaS	Software as a Service
Share(s)	The shares in the capital of Techstep ASA, each having a nominal value of NOK 1.00 and a Share means any of them.
SLA	Service Level Agreement
SmartWorks	SmartWorks AS
Smith Micro	Smith Micro Software, Inc.
Solutions segment	The mobility software and solutions segment of Techstep, as further described in Section 6.3.
Techstep	Techstep ASA
Techstep Finance	Techstep Finance AS
Teki Gruppen Consideration Shares	30,053,488 Shares issued as transaction consideration to the majority sellers of Teki Solutions.
Teki Gruppen Transaction	The transaction where Techstep acquired 53.94% of the shares and related shareholder loans in Teki Solutions from Teki Gruppen AS, completed on 4 November 2016.
Teki Solutions	Teki Solutions AS
Teki Solutions Consideration Shares	6,580,710 shares issued as transaction consideration to the minority shareholders of Teki Solutions.
Teki Solutions Transaction	The transaction where Techstep acquired the remaining 21.84% of the shares in Teki Solutions, completed on 28 February 2017.
Telering	Telering AS
TEM	Telecom expense management.
The Zono Transaction	The acquisition of 100 % of the shares in Zono AS by Techstep completed on 15 September 2016.
Tranche 1	Tranche one of the Private Placement consisting of 12,280,702 Shares that was directed at existing shareholders and new investors.

Tranche 2	Tranche two of the Private Placement consisting of 5,263,158 Shares that was directed at Middelborg AS, Cipriano AS and Datum AS.
VPS	The Norwegian Central Securities Depository (Norwegian: Verdipapirsentralen).
VPS Registrar	DNB ASA
Underwriters	Middelborg AS, Cipriano AS, Datum AS, Artic Asset Management, Spencer Trading, DNB Asset Management, Torstein Tvenge, Tigerstaden AS and Silvercoin Industries AS. Underwriter means any of them.

03/04/2017

VEDTEKTER FOR TECHSTEP ASA

1.

Selskapet er et allmennaksjeselskap. Selskapets foretaksnavn er Techstep ASA.

2.

Selskapets forretningskontor er i Oslo kommune.

3.

Selskapets formål er å drive virksomhet innen informasjons- og kommunikasjonsteknologi, utvikle og tilby løsninger og programvare innenfor mobilitet, digitalisering samt konsulentvirksomhet og alt som hører naturlig dertil, herunder eie aksjer og andre verdipapirer i andre selskaper.

4.

Selskapets aksjekapital er kr 141.277.820 fordelt på 141.277.820 aksjer hver pålydende kr 1,00.

5.

Selskapets styre skal bestå av 3-7 medlemmer. Selskapets firma tegnes av styrets leder sammen med et av styrets medlemmer.

6.

Selskapet skal ha en valgkomité på 2-3 medlemmer valgt av generalforsamlingen. Etter innstilling fra styret fastsetter generalforsamlingen godtgjørelsen til valgkomiteens medlemmer.

Valgkomiteen skal foreslå kandidater til styret, samt honorarer til styrets medlemmer. Valgkomiteens innstillinger skal begrunnes.

Valgkomiteens medlemmer velges for to år av gangen.

7.

Den ordinære generalforsamling skal:

- A. Godkjenne årsregnskapet og årsberetningen, herunder utdeling av utbytte.
- B. Behandle andre saker som etter lov eller vedtektene hører under generalforsamlingen.

8.

Dokumenter som gjelder saker som skal behandles på generalforsamlingen trenger ikke sendes til aksjeeierne dersom dokumentene er gjort tilgjengelige for aksjeeierne på selskapets internettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.