



Zwipe AS

(a private limited liability company incorporated under the laws of Norway)

Rights Issue of 20,862,047 Offer Shares at a Subscription Price of NOK 4.80 per Offer Share with Subscription Rights for Existing Shareholders

Subscription Period for the Rights Issue: From 09:00 hours (CET) on 6 March 2023 to 16:30 hours (CET) on 20 March 2023

Trading in Subscription Rights: From 09:00 hours (CET) on 6 March 2023 to close of trading on 14 March 2023

This prospectus (the "**Prospectus**") has been prepared by Zwipe AS (the "**Company**", and together with its subsidiaries, the "**Group**" or "**Zwipe**"), a private limited liability company incorporated and existing under the laws of Norway, with its shares admitted to listing on Euronext Growth Oslo, a multilateral trading facility operated by Euronext through Oslo Børs ASA, and Nasdaq First North Growth Market, a registered SME Growth Market, operated by an exchange within the Nasdaq group of companies, solely for use in connection with a fully guaranteed rights issue of 20,862,047 new Shares in the Company with a nominal value of NOK 0.10 (the "**Offer Shares**") at a subscription price of NOK 4.80 per Offer Share (the "**Subscription Price**"), raising gross proceeds of NOK 100,137,825.60 (the "**Rights Issue**").

The subscription period for the Rights Issue will commence at 09:00 hours Central European Time ("**CET**") on 6 March 2023 and end at 16:30 hours (CET) on 20 March 2023 (the "**Subscription Period**").

The shareholders of the Company as of 27 February 2023 (and being registered as such in Euronext Securities Oslo, the Norwegian Central Securities Depository ("**VPS**") or in Euroclear Sweden AB through the arrangement with SIX SIS AG ("**Euroclear**")) as at the expiry of 1 March 2023 (the "**Record Date**") pursuant to the two days' settlement procedure of VPS and Euroclear (the "**Existing Shareholders**"), will be granted transferable subscription rights in the Rights Issue (the "**Subscription Rights**") that, subject to applicable law, provide preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price. Each existing Shareholder will be granted one (1) Subscription Right for each existing share registered as held by such Existing Shareholder as of the Record Date. The Subscription Rights will be registered on each Existing Shareholders' VPS or Euroclear account, as the case may be, on or about 6 March 2023.

Nine (9) Subscription Rights will, subject to applicable law, give the right to subscribe for, and be allocated, five (5) Offer Shares in the Rights Issue. The Subscription Rights will be listed and tradable on Euronext Growth Oslo under the ticker code "ZWIPT" and on Nasdaq First North Growth Market under the ticker code "ZWIPE TR" from 09:00 hours (CET) on 6 March 2023 to close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023, i.e. four business days prior to the end of the Subscription Period. Over-subscription and subscription without Subscription Rights is permitted in the Rights Issue.

SUBSCRIPTION RIGHTS THAT ARE NOT USED TO SUBSCRIBE FOR OFFER SHARES BEFORE THE EXPIRY OF THE SUBSCRIPTION PERIOD OR NOT SOLD BEFORE CLOSE OF TRADING ON 14 MARCH 2023 WILL HAVE NO VALUE AND WILL LAPSE WITHOUT COMPENSATION TO THE HOLDER.

The gross proceeds of the Rights Issue have been fully guaranteed by certain pre-committed shareholders (the "**Pre-Committed Shareholders**") and certain underwriting shareholders (the "**Underwriters**"), see Section 5.23 "The Underwriting and Subscription Commitments". Following the expiry of the Subscription Period, any Offer Shares that have not been subscribed for, and allocated, in the Rights Issue will be subscribed for and paid for at the Subscription Price by the Underwriters, subject to the terms and conditions of the underwriting agreements entered into between the Company and each of the Underwriters dated 22 November 2022 (the "**Underwriting Agreements**").

The Company is not taking any action to permit a public offering of the Subscription Rights or the Offer Shares in any jurisdiction outside Norway or Sweden. The Offer Shares and the Subscription Rights are being offered only in those jurisdictions in which, and only to those persons whom, offers of the Offer Shares and the Subscription Rights may be lawfully made. The distribution of this Prospectus and the offer and sale of the Subscription Rights and the Offer Shares may in certain jurisdictions be restricted by law.

The Subscription Rights and the Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or with any securities regulatory authority of any state or other jurisdiction in the United States, and are being offered and sold outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S under the U.S. Securities Act ("**Regulation S**"). The distribution of this Prospectus and the offer and sale of the Subscription Rights and the Offer Shares in certain jurisdictions may be restricted by law. For more information regarding restrictions in relation to the Rights Issue, see Section 16 "Selling and Transfer Restrictions".

The due date for the payment of the Offer Shares is expected to be on or about 24 March 2023. Delivery of the Offer Shares is expected to take place on or about 29 March 2023 through the facilities of VPS and on or about 31 March 2023 through the facilities of Euroclear. Trading in the Offer Shares on Euronext Growth Oslo is expected to commence on or about 28 March 2023 and on Nasdaq First North Growth Market on or about 31 March 2023.

Investing in the Company's shares, including the Offer Shares (the "**Shares**"), and trading in the Subscription Rights involves a high degree of risk. Prospective investors should read the entire Prospectus and in particular consider Section 2 "Risk factors" beginning on page 8 before investing in the Shares and the Subscription Rights.

Manager

ERIK PENSER BANK

The date of this Prospectus is 1 March 2023

IMPORTANT INFORMATION

This Prospectus has been prepared solely for use in connection with the Rights Issue.

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 No. 75, as amended (the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, and as implemented in Norway in accordance with section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**"). This Prospectus has been prepared solely in the English language, however so that a Swedish translation of the summary has been included herein. This Prospectus has been approved by the Financial Supervisory Authority of Norway (Nw. *Finanstilsynet*) (the "**Norwegian FSA**"), as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities. Further, this Prospectus will be passported to Sweden and the Company has requested the Norwegian FSA to send a notification to the Swedish regulator, Finansinspektionen, in this respect.

For definitions and certain other terms used throughout this Prospectus, see Section 19 "Definitions and glossary".

The Company has engaged Erik Penser Bank AB, as manager, in the Rights Issue (the "**Manager**").

The information contained herein is current as at the date of this Prospectus and is subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which may affect the assessment of the Offer Shares and the Subscription Rights and which arises or is noted between the time when the Prospectus is approved by the Norwegian FSA and the expiry of the Subscription Period, will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus, nor the sale of any Offer Share or Subscription Right, shall under any circumstances imply that there has been no change in the Group's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

No person is authorized to give information or to make any representation concerning the Company or in connection with the Rights Issue other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorized by the Company or the Manager or by any of the affiliates, advisers or selling agents of any of the foregoing.

The distribution of this Prospectus and the offer and sale of the Offer Shares and the granting or use of the Subscription Rights may in certain jurisdictions be restricted by law. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Offer Shares or Subscription Rights in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of the Offer Shares or Subscription Rights to occur outside of Norway or Sweden. Accordingly, neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except as permitted by applicable laws and regulations. Persons in possession of this Prospectus are required to inform themselves about, and to observe, any such restrictions. In addition, the Offer Shares and the Subscription Rights are subject to restrictions on transferability and resale in certain jurisdictions 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 applicable securities laws. For further information on the sale and transfer restrictions of the Offer Shares and the Subscription Rights, see Section 16 "Selling and Transfer Restrictions".

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

This Prospectus and the terms and conditions of the Rights Issue as set out herein, and any sale and purchase of Offer Shares and the granting and use of the Subscription Rights hereunder, 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 the Rights Issue or this Prospectus.

In making an investment decision, prospective investors must rely on their own examination, and analysis of, and enquiry into the Group and the terms of the Rights Issue, including the merits and risks involved. Neither the Company, the Manager, any of their respective affiliates, representatives, advisers or selling agents, are making any representation to any offeree or purchaser of the Offer Shares or the Subscription Rights regarding the legality or suitability of an investment in the Offer Shares or the Subscription Rights. Each reader of this Prospectus should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares or the Subscription Rights.

All Sections of the Prospectus should be read in context with the information included in Section 4 "General information".

Investing in the Shares and the Subscription Rights involves certain risks. See Section 2 "Risk factors" beginning on page 12.

NOTICE TO INVESTORS IN THE UNITED STATES

Because of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Offer Shares or the Subscription Rights. The Offer Shares and/or the Subscription Rights have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Accordingly, the Offer Shares and Subscription Rights are being offered and sold: (i) in the United States only to qualified institutional buyers ("**QIBs**") in reliance upon Rule 144A under the U.S. Securities Act ("**Rule 144A**") or pursuant to transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; and (ii) outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S under the U.S. Securities Act ("**Regulation S**").

Prospective purchasers are hereby notified that sellers of Offer Shares or Subscription Rights may be relying on the exemption from the provisions of section 5 of the U.S. Securities Act provided by Rule 144A. Any Shares offered or sold in the United States will be subject to certain transfer restrictions as set forth under Section 16 "Selling and Transfer Restrictions".

The securities offered hereby have not been recommended by any United States federal or state securities commission or regulatory authority. Further, the foregoing authorities have not passed upon the merits of the Rights Issue or confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purposes of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Manager or its representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorized and any disclosure of its contents, without prior written consent of the Company, is prohibited. Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Prospectus is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Offer Shares or Subscription Rights or subscribe for or otherwise acquire any Shares.

NOTICE TO UNITED KINGDOM INVESTORS

In the United Kingdom, this Prospectus is being distributed only to, and is directed only at, persons: (A) (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) falling within Article 49(2)(a) to (d) of the Order and (iii) to whom it may otherwise lawfully be communicated; and (B) who are "qualified investors" within the meaning of Article 2(e) of the EU Prospectus Regulation (Regulation (EU)

2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 (all such persons together being referred to as "**Relevant Persons**").

The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

NOTICE TO INVESTORS IN THE EEA

In relation to any member state of the European Economic Area (the "**EEA**") other than Norway and Sweden (each a "**Relevant Member State**"), this communication is only addressed to and is only directed at qualified investors in that Relevant Member State within the meaning of Article 2(e) of the EU Prospectus Regulation. This Prospectus has been prepared on the basis that all offers of Offer Shares and Subscription Rights outside Norway and Sweden will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to produce a prospectus for offer of shares. Accordingly, any person making or intending to make any offer within a Relevant Member State of Offer Shares which is the subject of the Rights Issue contemplated in this Prospectus within any Relevant Member State should only do so in circumstances in which no obligation arises for the Company or the Manager to publish a prospectus pursuant to Article 1 of the EU Prospectus Regulation or a supplement prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer. Neither the Company or the Manager has authorized, nor do they authorize, the making of any offer of Offer Shares through any financial intermediary, other than offers made by the Manager which constitute the final placement of Offer Shares contemplated in this Prospectus.

Each person in a Relevant Member State other than, in the case of paragraph (a) below, persons receiving offers contemplated in this Prospectus in Norway or Sweden, who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Manager and the Company that:

a) it is a "qualified investor" within the meaning of Article 2(e) of the EU Prospectus Regulation; and

b) in the case of any Offer Shares or Subscription Rights acquired by it as a financial intermediary, as that term is used in the EU Prospectus Regulation, (i) such Offer Shares or Subscription Rights acquired by it in the Rights Issue have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Manager have been given to the offer or resale; or (ii) where such Offer Shares or Subscription Rights have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offer Shares or Subscription Rights to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares or Subscription Rights in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Rights Issue and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares or Subscription Rights.

See Section 16 "Selling and Transfer Restrictions" for more information and certain other notices to investors.

ENFORCEMENT OF CIVIL LIABILITIES

Zwipe AS is a private limited liability company incorporated under the laws of Norway. As a result, the rights of holders of the Company's shares will be governed by Norwegian law and the Company's articles of association (the "**Articles of Association**"). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions. Save for Eric Mercer, the chief operational officer of the Group, no member of the Company's board of directors (the "**Board Members**" and the "**Board**" or "**Board of Directors**", respectively) or members of the senior management of the Group (the "**Management**") are residents of the United States, and all of the Company's material assets are located outside the United States. As a result, it may be difficult for investors in the United States to effect service of process on the Company or its Board Members and members of Management in the United States or to enforce in the United States judgments obtained in U.S. courts against the Company or those persons, including judgments based on the civil liability provisions of the securities laws of the United States or any State or territory within the United States. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other

jurisdictions, including the United States, against the Company or its Board Members or members of the Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or its Board Members or members of the Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in Norway. The United States and Norway do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitral awards) in civil and commercial matters.

Similar restrictions may apply in other jurisdictions.

AVAILABLE INFORMATION

The Company has agreed that, for so long as any of the Subscription Rights and the Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will during any period in which it is neither subject to sections 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, provide to any holder or beneficial owners of Shares, or to any prospective purchaser designated by any such registered holder, upon the request of such holder, beneficial owner or prospective owner, the information required to be delivered pursuant to Rule 144A(d)(4) of the U.S. Securities Act.

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1 SUMMARY

A Swedish translation of the summary has been included in Section 17 "Summary - Swedish translation (Sammanfattning)".

Warning.....	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. An investment in the Company's Shares or in the Subscription Rights involves inherent risk and the investor could lose all or part of its invested capital. Where a claim relating to the information in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where 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.
Securities	The Company has one class of shares in issue. The existing Shares are, and the Offer Shares will upon issuance, be registered in book-entry form with VPS and Euroclear with international securities identification number ("ISIN") NO 001 0721277.
Issuer	The Company's name is Zwipe AS with registered business address at Rådhusgata 24, NO-0151 Oslo, Norway, and telephone: +47 991 661 35. The Company's website can be found at www.zwipe.com .
Offeror(s).....	Not applicable. The Company is offering Offer Shares (as defined herein).
Competent authority.....	This Prospectus has been approved by the Financial Supervisory Authority of Norway as competent authority, with business registration number 840 747 972, registered address at Revierstredet 3, N-0151 Oslo, Norway, telephone number +47 22 93 98 00 and e-mail: post@finanstilsynet.no . The Prospectus was approved on 1 March 2023.

Key information on the issuer

Who is the issuer of the securities?

Corporate information.....	Zwipe AS is a Norwegian private limited liability company, organised and existing under the laws of Norway pursuant to the Norwegian Private Limited Liability Companies Act of 13 June 1997 (the " Companies Act "). The Company was incorporated on 8 September 2009, and it was registered in the Norwegian Register of Business Enterprises (Norwegian: "Foretaksregisteret") on 8 October 2009 under business register number 994 553 607. The Company's LEI number is 5493006AMNMWEM49PY42. The Company is the parent company in the group, consisting of the Company and its five wholly owned subsidiaries (Zwipe America Inc., Zwipe Germany GmbH, Zwipe Singapore Ltd and Zwipe UK Ltd. and Zwipe Sweden AB, together with the Company, " Zwipe " or the " Group ").
Principal activities	Zwipe is a biometric authentication technology group. Through Zwipe's two principal businesses - Zwipe Pay for biometric payment solutions and Zwipe Access for biometric access control solutions - the Company aims to make convenience safe and secure. The two businesses are built on the same core technology, which comprises a complete biometric system on card, including hardware, software, power harvesting and management systems, biometric algorithms, manufacturing, and packaging methods. Beyond biometric smart cards, the Group provides enrolment solutions, value-added services, technical advisory, go-to-market support and implementation support to other players in both value chains. Zwipe's product offerings combine the convenience of contactless with the security of authentication - using an individual's unique fingerprint as personal identifier instead of PIN or passwords.
Major shareholders	As the Company's shares are not listed on a regulated market in Norway, there are no requirements pursuant to Norwegian law for shareholders to notify on large shareholdings in the Company.
Key managing directors	Zwipe's management team consists of Robert Puskaric (President and CEO), Danielle Glenn (CFO and Head of IR), Eric Mercer (COO) Patrice Meilland (CSPO), Robert Mueller (CTO), and Jens Hansen (Vice President Head of Customer Success)

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Statutory auditor The Company's statutory auditor is BDO AS, with company registration number 993 606 650 and registered address Munkedamsveien 45A, 0250 Oslo Norway.

What is the key financial information regarding the issuer?**Consolidated statement of income***Amounts in TNOK*

	Year ended 31 December			
	2022	2021	2020	2019
	<i>(unaudited)</i>	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Operating income	3,929	2,541	1,837	1,522
Operating expenses	108,081	85,537	63,736	96,776
Results for the year	-104,229	-83,471	-62,073	-95,154
Profit per share before/after dilution	-2.79	-2.45	-2.27	-6.13

Consolidated statement of financial position*Amounts in TNOK*

	Year ended 31 December			
	2022	2021	2020	2019
	<i>(unaudited)</i>	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Total assets	69,413	163,414	137,363	110,840
Total equity	55,360	148,547	122,599	80,426

Consolidated statement of cash flows*Amounts in TNOK*

	Year ended 31 December			
	2022	2021	2020	2019
	<i>(unaudited)</i>	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Net cash used in operating activities	-108,079	-76,693	-59,831	-80,361
Net cash used in investing activities	-1,099	-1,712	-2,259	-4,636
Net cash provided by financing activities	5,095	105,245	164,475	97,426
Net cash flows	-101,879	27,090	102,020	12,439

What are the key risks that are specific to the issuer?

- **The Group is pursuing nascent markets where meaningful commercialization has not yet materialized.** The Group's Zwipe Pay solutions are sold to smart card manufacturers of payment cards ("SCMs"), who integrate them into their offerings and subsequently sell the cards to banks as issuers of those payment cards ("Issuers"). The SCMs, Issuers and the Group are all endeavoring to create a large market for biometric payment cards and the Group targets a significant share of this potential market. However, a commercial volume-market for biometric payment cards does not yet exist. Similarly, while the Group believes that there is demand for biometrics within access control, biometric access control cards such as Zwipe Access are still a new solution with low market awareness. A failure of commercially viable markets for Zwipe Pay and Zwipe Access, respectively, to materialize, to materialize more slowly than expected, or to materialize at lower volumes than expected could have a material adverse on the Group's prospects, cause corresponding delays in the Group's ability to achieve cashflow breakeven in a timely manner, and cause the Company to require additional financing for its scale-up phase.
- **The Group has not yet established stable and substantial income and the amount of required additional capital is uncertain.** The markets in which Zwipe operates have not yet materialized, and consequently, the Group has not established positive cash flows. If the Group is unable to, or considers it unlikely that it will, generate stable and predictable positive cash flows on a date falling later than 12 months following the date of this Prospectus, the Group may be required to raise additional capital through new equity financing in order to meet its financial obligations when they fall due. Any amount of necessary additional capital is uncertain and dependent on the Group's commercial traction. Additional capital sources may not be available on acceptable terms when funding is

needed. Uncertainty around any potential future funding requirements could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.

- **The markets for Zwipe Pay and Zwipe Access are highly competitive.** There is a risk that the Group will not be able to achieve a leading position in the face of competition. Competing products exist and additional products may be launched and gain traction in the market. There is also the possibility that the Group's products may require additional product development or improvement in manufacturing process to achieve mass commercialization, and that this occurs after competitors have already established market share. Competition could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.
- **Alternative technology could gain market adoption and displace the Group's products.** There is a risk that alternative approaches to secure payment or the introduction of new technologies could cause the Group's existing products to become less attractive to its customers or become technologically obsolete. This could occur, for example, if competing payments forms such as digital wallets, QR payments or other digital forms should become widely accepted. Broad acceptance of alternative technology could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.
- **Commercialization of Zwipe Pay is dependent on certification from Payment Schemes for both the Group's products and its SCM customers' products.** Due to the rapid development in the market for biometric payment cards, there is a risk that the Group's technology in combination with the SCMs' dual interface payment cards will need further development to comply with evolving certification requirements from the Payment Schemes, such as MasterCard and VISA. Inability to meet the requirements for certification or delays over an extended period of time could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.
- **The Group is subject to supply chain risks.** The Group's products require manufacturing in high volumes to achieve the desired profitability for the Group. The manufacturing arrangements are currently set up through third-party contract manufacturing agreements. If the Group fails to manage the relationships with its manufacturing partners or if the manufacturing partners experience delays, disruptions, capacity constraints, quality problems or any other issues impacting their ability to operate, the timeliness of shipping products to the Group's customers may be impacted. The risk is particularly high in the case where the Group is dependent on one single supplier and its components, as the Group in such case do not have the advantage of dual sourcing. Further, current general supply chain disruptions could be one among other reasons for the Group's suppliers charging higher prices for their products and services than what the Group has previously paid and budgeted for. The Group has also entered into commercial agreements with suppliers, partners, licensors etc. and the Group has a strong dependency on certain suppliers and partners. Failure by key suppliers and partners to continue to serve the Group with competitive products due to reasons such as product deficiencies, supply constraints, or financial constraints or failure by such suppliers and partners to renew or renegotiate agreements at commercially viable terms could result in cost increases, production delays or the Group not being able to provide solutions to its customers.
- **The Group is subject to risks related to product pricing and cost development.** The Group's ability to obtain appropriate prices for its solutions with attractive gross margins is important to its ability to succeed. The current general supply chain disruptions and other factors may also lead to certain of the Group's suppliers charging higher prices for products and services than the Group previously has paid and budgeted for. Downward pressure on the Group's products' sales prices and/or upward pressure on component prices could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.
- **The Group is subject to risks related to technology and IP rights.** Despite the Group's efforts to protect its proprietary technology, trade secrets and IP, unauthorized parties may attempt to misappropriate, reverse engineer or otherwise obtain and use them. The Group may be unable to determine the extent of any unauthorized use or infringement of their products, technologies or IP rights. Further, there are inherent risks related to sharing technology in order to have third parties integrate their components with the Group's while the same third parties are simultaneously building a competitive product. There is a risk that the Group may be unable to assert its right to IP in cases where the infringer is located in jurisdictions not respecting such rights, or in cases where it is prohibitively costly to take steps to enforce the Group's IP. Failure to protect and enforce the Group's IP could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.

- **The Group may be adversely affected by global economic conditions.** Global central banks fighting rising inflation with higher interest rates has already seen a period of economic downturn. There is a risk that there could be a period of more prolonged, significant downturn in the world economy than the current cyclical downturn, and a concomitant outsized negative effect on the banking sector. If the banking sector experienced an outsized decline similar to the one witnessed in 2007-2009, Issuers may be less likely to move forward with new products such as biometric payment cards. These risks could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.
- **The Group is exposed to exchange rate fluctuations.** With operations in Sweden, Germany, Singapore, the U.K. and the U.S., administration in Norway, sales in Europe, North and South America, the Middle East and Africa, and Asia, the Group is exposed to exchange rate fluctuations. This includes when operating revenues and operating costs are denominated in different currencies. Furthermore, the Company has net receivables on its foreign subsidiaries in different currencies. With different functional currencies, the Group will be exposed to currency gains and losses on debt and receivables between the companies, which will affect its reported profit or loss. Foreign exchange losses could have a material adverse effect on the Group's prospects and its ability to achieve cashflow breakeven in a timeline manner.
- **The Group's operations are subject to the risks of litigation.** If the Group becomes a party to any legal disputes or regulatory proceedings, this could have an adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.

Key information on the securities

What are the main features of the securities?

Type, class and ISIN.....	All of the shares issued by the Company are ordinary shares and are created under the Norwegian Private Limited Liability Companies Act. The shares are registered in book-entry form with the VPS and in Euroclear. The existing Shares are, and the Offer Shares will upon issuance be, registered with the VPS and Euroclear with ISIN NO 001 0721277.
Currency, par value and number of securities.....	As at the date of this Prospectus, the Company's share capital is NOK 3,755,168.50, divided into 37,551,685 shares, each having a nominal value of NOK 0.10.
Rights attached to the securities	The Company has one class of shares in issue, and in accordance with the Norwegian Private Limited Liability Companies Act, all shares in that class provide equal rights in the Company. Each of the shares carries one vote.
Transfer restrictions.....	The shares are freely transferable. The Company's articles of association do not provide for any restrictions on the transfer of shares, or a right of first refusal for the shares. Share transfers are not subject to approval by the board of directors.
Dividend and dividend policy	The Company has previously not paid any dividends. The Group is focusing on the development and commercialization of biometric technology products and does not anticipate paying any cash dividend until sustainable profitability is achieved.

What are the key risks that are specific to the securities?

- If the Rights Issue is withdrawn, all Subscription Rights will lapse without value and the lapsing of Subscription Rights will be without prejudice to the validity of any trades in Subscription Rights, and investors will not receive any refund or compensation in respect of Subscription Rights purchased in the market.
- The Shares are listed on Euronext Growth Oslo and Nasdaq First North Growth Market, which does not have the same legal status as regulated markets. Instead, they are subject to a less extensive set of rules and regulations adjusted to small growth companies. Generally, an investment in a company traded on these markets involves more risk than an investment in a company traded on a regulated market. This risk relates both to the supervision of the marketplace, and to the volatility of the trading on the marketplace.
- There is a risk that the Company in the future may seek to de-list its Shares from Euronext Growth Oslo, leaving the Shares for trading only at the Nasdaq First North Growth Market in Sweden. A de-listing from Euronext Growth Oslo may complicate the ownership of Shares for Norwegian investors, since the marketplace will be located in Sweden instead of Norway.

- As at the date of this Prospectus, the Company has issued a total of 1,982,410 share options to employees of the Group, including members of Management, and Board Members. If these share options are exercised and/or converted into Shares, this will lead to a small dilution for shareholders in relation to their shareholding and number of votes in the Company.

Key information on the offer of securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

Terms and conditions of the offering..... The Rights Issue consists of an offer by the Company of 20,862,047 new shares (the "**Offer Shares**") at a subscription price of NOK 4.80 per Offer Share (the "**Subscription Price**"), thereby raising gross proceeds of NOK 100,137,825.60. The Offer Shares have a nominal value of NOK 0.10 each. Existing Shareholders will be granted transferable subscription rights in the Rights Issue (the "**Subscription Rights**") that provide preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price in the Rights Issue. Each Existing Shareholder will be granted one (1) Subscription Right for each existing share registered as held by such Existing Shareholder as of 27 February 2023 (and being registered as such in Euronext Securities Oslo, the Norwegian Central Securities Depository ("**VPS**") or in Euroclear Sweden AB through the arrangement with SIX SIS AG ("**Euroclear**")) as at the expiry of 1 March 2023 (the "**Record Date**"). Nine (9) Subscription Rights will give the right to subscribe for and be allocated five (5) new shares. Over-subscription and subscription without Subscription Rights is permitted. The subscription period will commence at 09:00 hours (CET) on 6 March 2023 and end at 16:30 hours (CET) on 20 March 2023 (the "**Subscription Period**"). The Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period and, if so required by the EU Prospectus Regulation, make public a supplement to this Prospectus. The Subscription Rights will be registered on each Existing Shareholders' VPS account under ISIN NO 001 2818048 or Euroclear account under ISIN SE 001 9891334, as the case may be, on or about 6 March 2023. The Subscription Rights will be distributed free of charge to Existing Shareholders. The Subscription Rights will be listed and tradable on Euronext Growth Oslo under the ticker code "ZWIPT" or on Nasdaq First North Growth Market under the ticker code "ZWIPE TR", as the case may be, from and including 09:00 hours (CET) on 6 March 2023 to close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023. Subscription rights that are not used to subscribe for Offer Shares before the expiry of the Subscription Period or not sold before close of trading on 14 March 2023 will have no value and will lapse without compensation to the holder. Holders of Subscription Rights (whether granted or acquired) should note that subscriptions for Offer Shares must be made in accordance with the procedures set out in this Prospectus and that the acquisition of Subscription Rights does not in itself constitute a subscription for Offer Shares. The payment date for the Offer Shares is expected to be on or about 24 March 2023. Delivery of the Offer Shares in the VPS is expected to take place on or about 29 March 2023 and the delivery of the Offer Shares in Euroclear is expected on or about 31 March 2023.

Timetable in

the offering..... The timetable below provides certain key dates for the Rights Issue:

Last day of trading in the Shares including Subscription Rights	27 February 2023
First day of trading in the Shares excluding Subscription Rights	28 February 2023
Record Date	1 March 2023
Subscription Period commences	6 March 2023
Trading in Subscription Rights commences on Euronext Growth Oslo and the Nasdaq First North Growth Market	6 March 2023
Trading in Subscription Rights ends	Expected on or about 14 March 2023

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Subscription Period ends.....	Expected on or about 20 March 2023
Allocation of the Offer Shares.....	Expected on or about 21 March 2023
Distribution of allocation letters.....	Expected on or about 22 March 2023
Payment Date.....	Expected on or about 24 March 2023
Registration of the share capital increase with the Norwegian Register of Business Enterprises.....	Expected on or about 28 March 2023
Listing and commencement of trading in the Offer Shares on Euronext Growth Oslo.....	Expected on or about 28 March 2023
Delivery of the Offer Shares in the VPS.....	Expected on or about 29 March 2023
Delivery of the Offer Shares in Euroclear.....	Expected on or about 31 March 2023
Listing and commencement of trading in the Offer Shares on the Nasdaq First North Growth Market.....	Expected on or about 31 March 2023
Admission to trading.....	The Company's shares are, and the Offer Shares will when issued, be listed on Euronext Growth Oslo or on Nasdaq First North Growth Market, as the case may be. The Offer Shares will be listed on Euronext Growth Oslo as soon as the share capital increase pertaining to the Rights Issue has been registered with the Norwegian Register of Business Enterprises and the Offer Shares have been registered in the VPS. This is expected to take place on or about 28 March 2023. Offer Shares to be listed on Nasdaq First North Growth Market will be listed as soon as possible thereafter, expected to take place on or about 31 March 2023.
Distribution plan.....	<p>Allocation of the Offer Shares will take place on or about 21 March 2023 in accordance with the following criteria:</p> <ul style="list-style-type: none"> (i) Allocation of shares to subscribers will be made in accordance with granted and acquired Subscription Rights which have been validly exercised during the Subscription Period. Nine (9) Subscription Rights will give the right to subscribe for and be allocated five (5) new shares. (ii) If not all Subscription Rights have been validly exercised, subscribers having exercised their Subscription Rights and who have over-subscribed, will be allocated additional new shares on a pro rata basis based on the number of Subscription Rights exercised by each such subscriber. To the extent that pro rata allocation is not possible, the Company will determine the allocation by the drawing of lots. (iii) Offer Shares not allocated pursuant to items (i) and (ii) above, will be allocated to subscribers not holding Subscription Rights. Allocation will be sought made on a pro rata basis based on their respective subscription amounts. (iv) Any Offer Shares not having been allocated on basis of item (i) to (iii) above, will be allocated to the Underwriters. <p>No fractional Offer Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for Offer Shares not covered by Subscription Rights (i.e. over-subscription and subscription without Subscription Rights) and will only allocate such Offer Shares to the extent that Offer Shares are available to cover over-subscription based on Subscription Rights. Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated. Any Offer Shares that are unsubscribed for by the end of the Subscription Period, will be subscribed for by the Underwriters in accordance with their underwriting obligations.</p>
Dilution	The Company's total number of shares will increase by 20,862,047 new shares following the Rights Issue, resulting in a total of 58,413,732 shares outstanding, implying a dilution of approximately 35.7% for Existing Shareholders not participating in the Rights Issue.
An estimate of the total expenses of the offer	The total costs and expenses of, and incidental to, the Rights Issue, including the underwriting commission, are estimated to amount to approximately NOK 15.5 million. No expenses or taxes will be charged by the Company or the Manager to the subscribers in the Rights Issue.

Why is this Prospectus being produced?

Reasons for the offer	This Prospectus is being produced in connection with the offering of Offer Shares in the Rights Issue.
Use of proceeds	The net proceeds from the Rights Issue will be used to strengthen the Company's financial position and enable the transition from start-up to scale-up and large-scale commercialization of its Zwipe Pay and Zwipe Access offerings.
Underwriting	The gross proceeds of the Rights Issue have been fully guaranteed by certain pre-committed shareholders (the " Pre-Committed Shareholders ") and certain underwriting shareholders (the " Underwriters "). Following the expiry of the subscription period, any Offer Shares that have not been subscribed for, and allocated, in the Rights Issue will be subscribed for and paid for at the Subscription Price by the Underwriters, subject to the terms and conditions of the underwriting agreements entered into between the Company and each of the Underwriters dated 22 November 2022 (the " Underwriting Agreements "). The Underwriting will expire in the event that the relevant Underwriter is not notified of any allocation under the Underwriting Agreement within 30 April 2023.
Conflicts of interest.....	The Underwriters are shareholders in the Company and will receive Subscription Rights for any shares they hold on the Record Date and may exercise their right to take up such Subscription Rights and acquire Offer Shares. Further, each Underwriter will pursuant to the Underwriting Agreements receive an underwriting fee of 14% of the amount of the respective Underwriter's underwriting amount. The Manager or its 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 Manager, its employees and any affiliate may currently own Shares in the Company. Further, in connection with the Rights Issue, the Manager, its employees and any affiliate acting as an investor for its own account may receive Subscription Rights (if they are Existing Shareholders) and may exercise their right to take up such Subscription Rights and acquire Offer Shares, and, in that capacity, may retain, purchase or sell Subscription Rights or Offer Shares and any other securities of the Company or other investments for its own account and may offer or sell such securities (or other investments) otherwise than in connection with the Rights Issue. The Manager does 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. Beyond the abovementioned, the Company is not aware of any interest, including conflicting ones, that is material to the Rights Issue of natural and legal persons involved in the Rights Issue.

2 RISK FACTORS

An investment in the Company, the Subscription Rights and the Shares involves inherent risk. Before making an investment decision with respect to the Subscription Rights or the Shares, investors should carefully consider the risk factors set out in this Section 2 and all information contained in this Prospectus, including the Financial Information (as defined in Section 4.3.1 "Financial information") and related notes appended thereto. The risks and uncertainties described in this Section 2 are the material known risks and uncertainties faced by the Group as of the date hereof, and represent those risk factors that the Company believes to represent the most material risks for investors when making their investment decision in relation to the Subscription Rights and the Shares. An investment in the Subscription Rights or the Shares is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risk factors included in this Section 2 are not exhaustive with respect to all risks relating to the Group, the Subscription Rights and the Shares, but are limited to risk factors that are considered specific and substantial to the Group, the Subscription Rights and the Shares. The risk factors are presented in a limited number of categories, where each risk factor is placed in the most appropriate category based on the nature of the risk it represents. Within each category, the risk factors deemed most material for the Group, taking into account their potential negative effect for the Group and the probability of their occurrence, are set out first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility or based on a probability of their occurrence. The absence of a negative past experience associated with a given risk factor does not mean that the risks and uncertainties in that risk factor are not genuine and potential threats, and they should therefore be considered prior to making an investment decision.

If any of the following risks were to materialize, either individually, cumulatively or together with other circumstances, it could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern, which may cause a decline in the value and trading price of the Shares, resulting in a loss of all or part of an investment in the Subscription Rights and/or the Shares. Additional factors of which the Company is currently unaware, or which it currently deems not to be risks, may also have corresponding negative effects. Before making any investment decision in the Company, the Subscription Rights and/or the Shares, any potential investor must also take into account that a number of general risk factors that are not included in this Section 2 still applies to the Group, the Subscription Rights and/or the Shares.

2.1 Risks related to the Group's business and the markets in which the Group operates

2.1.1 The Group is pursuing nascent markets where meaningful commercialization has not yet materialized

The Group develops solutions for biometric authentication of transactions made by contactless payment cards ("**Zwipe Pay**"), and also develops solutions for access control ("**Zwipe Access**") based on the same core technology Zwipe uses for Zwipe Pay. As the Group offers two products, it is dependent on commercialization in both of the markets in which the products are offered.

Zwipe Pay solutions are sold to smart card manufacturers of payment cards ("**Smart Card Manufacturers**" or "**SCMs**"), who integrate them into their offerings and subsequently sell the cards to banks as issuers of those payment cards ("**Issuers**"). The Group, the SCMs and the Issuers are all endeavouring to create a large market for biometric payment cards ("**BPCs**"), and the Group targets a significant share of this potential market. The Group is of the view that there is significant demand for improved security and safety in contactless payments, which biometric technology can provide. The trend towards contactless card transactions accelerated during the COVID-19 pandemic which saw a large increase in the use of contactless payment forms. The players in the ecosystem are positioning themselves to be able to fulfil such potential demand for increased security and safety in contactless payments. Initial biometric payment card solutions have been piloted by the Group and by its competitors. The Group has therefore based its business plan on the expectation that the market for

biometric payment cards will emerge over the next few years and thereafter grow to a significant share of the dual interface payment card market (dual interface means both NFC communication capabilities as well as EMV chip), cf. figure 6 in Section 6.3 "Biometric payment card market".

However, a commercial volume-market for biometric payment cards does not yet exist and Zwipe is dependent on the success of the above-mentioned players for a commercialized market to be developed in order to be successful with its business plan for Zwipe Pay. Specifically, the Group is dependent upon SCMs being able to manufacture biometric payments cards in high volume, on Issuers moving forward with commercial launches of the Zwipe Pay product, and on product acceptance by the Issuers' end customers – the consumers or cardholders – desiring to use biometric payment cards for improved security and safety in payment transactions.

It has taken longer than originally anticipated for the market for biometric payment cards to emerge, and there is no guarantee that a commercially viable market for Zwipe Pay emerges in the future.

The first pilots for Zwipe Access were seen in 2022, and the product itself is thus in a pre-commercialization phase. With less complex regulatory and certification requirements, the risks are somewhat lower from a regulatory perspective of establishing a commercial volume-market for Zwipe Access than for Zwipe Pay. The value chain for Zwipe Access is less complex but more fragmented than that for Zwipe Pay, which may make it difficult to establish the optimal go-to-market strategy and relevant partnerships. Additionally, it is uncertain whether the relevant potential customers of Zwipe Access will choose to use biometric solutions as their preferred security measure for access control.

A failure of the markets for Zwipe Pay and Zwipe Access, respectively, to materialize, to materialize more slowly than expected, or to materialize at lower volumes than expected, could each jeopardize the Group's existence. A delay in the two markets' ramp up would cause corresponding delays in the Group's ability to achieve a positive cash flow and cause the Company to require additional financing for its scale-up phase which in turn could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.1.2 The potential markets for Zwipe Pay and Zwipe Access biometric smart cards are highly competitive. It is possible that only a limited number of the players in the biometric smart card space will be able to successfully establish a commercially viable market share if and when the markets for biometric payment cards and biometric access control cards do mature.

The emerging market of biometric payment cards is targeted by several players aiming to establish an early position in the market. The Group expects to continue to experience competition from established, current and potential competitors. Competition is expected to come from both from larger players with established revenue streams (e.g. Samsung, STMicroelectronics, and Infineon) and SCMs pursuing in-house solutions based on own technology. Some of these competitors have advantages, such as vertical integration, product diversity, greater financial resources or economies of scale, which may adversely affect Zwipe's ability to compete on sustainable terms and/or hinder it from being able to establish a commercially viable market share.

In the global smart card reader market which is relevant for Zwipe Access, the market is dominated by technology and protocols from competitors such as NXP and HID, who are expected to have global market shares of 57% and 34%, respectively, in 2024. The remaining market is expected to be shared among mid-sized players such as LEGIC and locally developed solutions. As with the biometric payment card space, some of these competitors have advantages, such as vertical integration, product diversity, greater financial resources or economies of scale, which may adversely affect Zwipe's ability to compete on sustainable terms and/or hinder it from being able to establish a commercially viable market share.

The Group's strategy and business plan for Zwipe Pay are based on the assumption that Zwipe will maintain a leading position within its field and secure a healthy market share in the long term. The Group has a solid track record of developing innovative solutions, with relevant Intellectual Property ("IP") and participation in several pilots. The Group's strategy and the achievement of its goals are dependent on continued innovation, and keeping the Group's offerings relevant and competitive is imperative for the Group's future.

The Group's strategy and business plan for Zwipe Access are based on the assumption that there will be demand for the better security and data privacy compliance provided by biometric access control solutions in security sensitive segments such as airports and data centres. Zwipe is of the view that its access control solution offers a faster and lower cost upgrade path of existing access control solutions than with competing biometric solutions based on face, iris, or handprint recognition, but there is the risk that competing biometric or non-biometric solutions will gain a dominant position in the market for access control solutions.

Thus there is a risk that the Group will not be able to achieve and/or sustain a commercially viable market share to support its strategy and business plan in the face of competition for both Zwipe Pay and Zwipe Access. Competing products may be launched to the market before the Group is able to establish a viable market share for its products, or competing products with alternative functionality may gain a dominant market share. There is also the possibility that the Group's products may require additional product development or improvement in manufacturing process to achieve mass commercialization, and that this occurs after competitors have already established market shares.

Further, the high degree of competition may reduce the Group's ability to obtain prices that are necessary for the Group to succeed or survive. Downward pressure on sales prices for the Group's products may have a material adverse effect on the Group.

If any of the above risks were to materialize this could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.1.3 Alternative technology could gain market adoption and displace the Group's products

There is also the possibility that a competing product has alternative or new functions which outdate the technology used by the Group. The Group's current technology approach to the market for Zwipe Pay is based on providing biometric authentication capability to widely available payment vehicles (e.g. contactless payment cards) and existing, unmodified infrastructure (Point-of-Sale terminals and firmware). There is a risk that alternative approaches to secure payment or the introduction of more efficient technologies could cause the Group's existing products to become less attractive to its customers or become technologically obsolete. This could occur, for example, if competing payments forms such as digital wallets, QR payments or other digital forms should become widely accepted. The Group may not be able to successfully anticipate or adapt to changing technologies or customer requirements on a timely basis.

The Group's current technology approach to the market for Zwipe Access is based on providing biometric authentication capability to widely available and existing, unmodified infrastructure in the form of contactless access readers. There is a risk that alternative approaches to access control or the introduction of more efficient technologies could cause the Group's existing products to become less attractive to its customers or become technologically obsolete. This could occur, for example, if competing access control systems should become widely accepted. The Group may not be able to successfully anticipate or adapt to changing technologies or customer requirements on a timely basis.

If the Group encounters material trend- or technology changes which render its technology unattractive, or if it fails to keep up with technological changes and expectations in the market, there is a risk that the Group will be unable to sell its products at prices generating a sustainable margin, or that the Group's products may

become altogether unsellable which in turn could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.1.4 Commercialization of Zwipe Pay is dependent on maintenance of its own certifications from Payment Schemes as well as customers obtaining certifications

The Group develops biometric authentication technology which is integrated in the Smart Card Manufacturers' offerings. The Smart Card Manufacturer must be certified by payment schemes such as VISA, MasterCard etc. ("**Payment Schemes**") and the Smart Card Manufacturer's product must attain certification approval by such Payment Schemes prior to large scale commercial deployment. The Payment Schemes issue a so-called Letter of Approval ("**LoA**") to the Smart Card Manufacturers prior to use in commercial high-volume deployments (see Section 8 "International card scheme and EMV regulatory framework" for more information in this respect).

In order to ease and shorten the certification process for the SCMs, Zwipe has chosen to certify the Zwipe Pay product. This entails that Zwipe takes responsibility for obtaining the necessary certification references from partnering suppliers.

Zwipe received its Letter of Approval ("**LoA**") from VISA in March 2022, and its Component Conformity Statement ("**CCS**") from Mastercard for the Zwipe Pay solution in August 2022. These LoA and CCS certificates enable Zwipe's customers, the Smart Card Manufacturers, to leverage the Zwipe Pay platform's approvals from Visa and Mastercard for their own certification of biometric payment cards built on the Zwipe Pay solution. Issued certifications to SCMs normally have a duration of three years from issuance (renewable up to six years) for Mastercard, and typically a duration of nine years on the field for VISA.

The technology and the specifications from companies such as Mastercard and VISA for biometric payment cards may evolve over time. If the Payment Schemes develop new versions of their specification for inclusion into biometric payment cards, the SCMs will need to have a new LoA for issuance by the Issuers of a new card product based on such new specifications. The same applies for Zwipe Pay needing to receive a new LoA for a new platform implementing the latest specification. It is, however, noted that the previously issued LoAs remain in force, and SCMs may thus also choose to base and keep their products on the already received LoA for the validity period of the said LoA.

Due to the rapid development in the market for biometric payment cards, there is a risk that the Group's technology in combination with the SCMs' dual interface payment cards will not be in compliance with, or will need further development to comply with any new certification requirements from the Payment Schemes.

Inability to meet the requirements for certification or delays over an extended period of time causing corresponding delays in the Group's ability to establish sales and generate cash could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

Zwipe Access is not subject to the same risk related to certification as Zwipe Pay, since the supply of access cards to the market does not require any certification.

2.1.5 The Group is subject to supply chain risks

The Group's products are technically complex and require manufacturing in high volumes to achieve the desired profitability for the Group. Consequently, manufacturing is set up with experienced high-volume manufacturing partners that are specialized components providers. The manufacturing arrangements are currently set up through third-party contract manufacturing agreements. Contract manufacturing partly takes place in South-East Asia, geographically far removed from the majority of the Group's employees, and partly in

Europe. Since the production takes place in different geographical locations, the need to coordinate the various suppliers and partners creates logistical challenges that incurs risks.

If the Group fails to manage the relationships with its manufacturing partners or if the manufacturing partners experience delays, disruptions, capacity constraints, quality problems or any other issues impacting their ability to operate, or if the Group experiences other supply chain disruptions, the timeliness of shipping products to the Group's customers may be impacted. The risk is particularly high in the case where the Group is dependent on one single supplier and its components, as the Group in such case does not have the advantage of dual sourcing.

Further, there is a risk that global market conditions may cause other disruptions to the Group's supply chain. For instance, the general shortfall in production and thus availability of semiconductors for integrated circuits and the increased global freight transportation costs may lead to the Group not being able to obtain the number of components that it requires from time to time. The current general and world-wide supply chain disruptions may also lead to the Group's suppliers charging higher prices for its products and services, resulting in increased costs for the Group. Such supply chain disruptions could be one among other reasons for the Group's suppliers charging higher prices for their products and services than what the Group has previously paid and budgeted for. Any situation leading to termination or renegotiation of supplier or partner agreements could cause cost increases or production delays.

The Group has also entered into commercial agreements with suppliers, partners, licensors etc. with different duration terms and there is a risk that the Group is not able to extend the duration or termination date of such agreements. Failure by key suppliers and partners to continue to serve the Group with competitive products due to reasons such as product deficiencies, supply constraints, or financial constraints or failure by such suppliers and partners to renew agreements at commercially viable terms could result in the Group not being able to provide solutions to its customers.

If any of the above risks were to materialize, this could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.1.6 The Group may be unable to retain or replace key employees and executives and secure a sufficient number of qualified employees

The Group is dependent upon certain of its key employees who have developed valuable know-how and expertise related to the particular core technology used in the Group's main products, Zwipe Pay and Zwipe Access. This includes inter alia engineers, software developers, etc. As further described in Section 7.5 "Intellectual property", the Group's assets include a wide range of intellectual property rights, and these IP rights are created by the Group's employees.

In addition, the members of the senior management of the Group have extensive experience and knowledge of the industry in which the Group operates. The retention of senior management is important in the Group's business due to the limited availability of experienced and talented executives within the markets and industry in which the Group operates.

Further, the Group's ability to anticipate and effectively respond to changing customer preferences in the market for biometric smart cards, and demands in the biometric authentication industry, depends, in part, on the Group being able to attract and retain its relevant key personnel.

Due to the intense competition for talent in the industry, inadequate or inconsistent personnel planning and development (e.g., professional training with respect to new technologies, markets or customer requirements),

the Group may be unable to find or retain suitable and qualified employees. At the same time, the Group may lose candidates, key employees or executives to competitors.

If the Group were to lose its key employees and executives, and are unable to employ suitable replacements in a timely manner, or if the Group is unable to retain or replace enough qualified employees, this could have a material adverse effect on the Group's market position and prospects, which in turn could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.1.7 The Group is subject to risks related to technology and IP rights

The Group depends on both its proprietary technology IP and third-party licensed technology to differentiate its products and achieve commercial success. Protection of IP rights is of particular importance to the Group.

Despite the Group's efforts to protect its proprietary technology, trade secrets and IP, unauthorized parties may attempt to misappropriate, reverse engineer or otherwise obtain and use them. The Group may be unable to determine the extent of any unauthorized use or infringement of their products, technologies or IP rights. Further, there are inherent risks related to sharing technology in order to have third parties integrate their components with the Group's while the same third parties are simultaneously building a competitive product.

There is a risk that the Group may be unable to assert its right to IP in cases where the infringer is located in jurisdictions not respecting such rights, or in cases where it is prohibitively costly to take steps to enforce the Group's IP. A permanent infringement of the Group's IP could cause the Group to lose material parts or all of its sales volumes to certain geographies or customers.

The failure or inability to appropriately protect and enforce the Group's IP could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern, which may cause a decline in the value and trading price of the Shares, resulting in a loss of all or part of an investment in the Subscription Rights and/or the Shares.

Furthermore, the Group is dependent on the validity and continued use of technology, including IP, owned or licensed by third parties such as Idemia France SAS ("**Idemia**"). If IP ownership is challenged against any of the Group's third-party licensors this may expose the Group to a risk of losing the right to license such technology. The failure or inability to license such technology could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.1.8 The Group may be adversely affected by global economic market conditions

The Group is exposed to negative changes in market conditions and the general global economy. Disruptions in supply chains, especially in China which has a more significant current COVID-19 problem, may pose challenges to the Group, which has suppliers with production operations in China. Furthermore, global central banks fighting rising inflation with higher interest rates has already seen a period of economic downturn. The tech sector has been hit by the economic downturn, even if the market for smart cards in which the Group operates has so far not been significantly affected. There is a risk that there could be a period of more prolonged, significant downturn and uncertainty in the world economy than the current cyclical downturn, and a concomitant outsized negative effect on the banking sector in particular. If the banking sector experienced an outsized decline similar to the one witnessed during the 2007-2009 financial crisis, it is likely that Issuers would be less likely to move forward with new products such as biometric payment cards. A prolonged downturn in the global economy and specifically one with an outsized negative effect on the banking sector could have a serious impact on the Group's future revenues and operations. If such risks were to materialize, this could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.2 Risks related to the Group's financial situation

2.2.1 The Group has not yet established stable and substantial income, and the amount of required additional capital is uncertain

As stated above, the Group is dependent on market acceptance of its biometric products and successful establishment of a commercially viable market share for Zwipe Pay and Zwipe Access solutions to generate positive business results. The markets in which Zwipe operates have not yet materialized, and consequently, the Group has not established positive cash flows. Subject to the Rights Issue being completed, if the Group is unable to or considers it unlikely that it will generate stable and predictable positive cash flows on a date falling later than 12 months following the date of this Prospectus, the Group may be required to raise additional capital through new equity financing in order to meet its financial obligations when they fall due. If the Group's funding should be insufficient at any time in the future, the Group may be unable to fund the development of its products or its operations. Uncertainty around the Group's possible future funding requirements could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern, which may cause a decline in the value and trading price of the Shares, resulting in a loss of all or part of an investment in the Subscription Rights and/or the Shares.

There is also a risk that adequate sources of capital funding may not be available, or may not be available on favourable terms, when needed. The Group's ability to obtain such additional capital or financing will depend upon prevailing market conditions as well as conditions of its business and its operating results, and those factors may affect its efforts to arrange additional financing on satisfactory terms. If the Group is unsuccessful in raising capital funding when needed in the future or if such capital is only available on terms that are detrimental to the Group, this could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.2.2 The Group is exposed to exchange rate fluctuations

As a consequence of its international operations, including operations in Sweden, Germany, Singapore, the U.K. and the U.S., administration in Norway, sales in Europe, North and South America, the Middle East and Africa, and Asia the Group is exposed to exchange rate fluctuations. This includes when operating revenues and operating costs are denominated in different currencies. Furthermore, the Company has net receivables on its foreign subsidiaries in different currencies. With different functional currencies, the Group will be exposed to currency gains and losses on debt and receivables between the companies, which will affect its reported profit or loss. The Group has not, but may in the future enter into hedging agreements, but there can be no assurance that such arrangements will fully, or at all, protect the Group from exchange rate risk (in particular in the long term) or that the Group will be able to enter into such hedging arrangements on commercially reasonable terms. Exchange rate fluctuations could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.3 Risks related to laws, regulation and litigation

2.3.1 The Group's operations are subject to the risks of litigation

At any given time, the Group could get involved in litigation and other legal and regulatory proceedings, including with tax authorities, arising in the ordinary course of business or otherwise. Such proceedings may include claims related to commercial, labour/employment, export control and sanctions violations, securities, tax, or other matters and may result in significant damages and/or fines for the Group.

The technology used in Zwipe Pay and Zwipe Access utilize patented or otherwise proprietary technology owned by the Group and its suppliers, and consequently involve a potential risk of infringement of third-party rights. It is not uncommon for industry participants to pursue legal actions to protect their intellectual

property. The Group is, for instance, currently involved in a dispute regarding its P01 patent as further described in Section 7.5.2 "Patents". The Group is not aware of any other patents that create a material risk of the Group infringing third-party rights. However, there can be no assurance that other industry participants will not pursue legal action against the Group or its suppliers to protect their intellectual property that the Group may at least allegedly utilize in Zwipe Pay and Zwipe Access, for example, if Zwipe should be a successful player in the market. Any such legal actions could result in limitations on the Group's ability to use such intellectual property or require the Group to pay a fee (e.g. royalties) for the continued use of such intellectual property.

From time to time, the Group may choose to pursue legal actions to challenge patents of third-parties or otherwise to protect its own intellectual property, enforce its material commercial agreements or take actions regarding the competitive positions of its competitors in the ecosystem for Zwipe Pay and Zwipe Access. Should such legal actions pursued by the Group not succeed, Zwipe may be subject to legal costs and may not be able to operate its business as currently conducted. This would, for instance, be the case if the Group or any of its suppliers are unable to protect and maintain the intellectual property rights the Group utilizes in Zwipe Pay or Zwipe Access, which again could result in Zwipe's ability to differentiate its products from its competitors. This would also be the case if there are any successful intellectual property challenges proceedings against the Group or its suppliers of the intellectual property rights regarding the technology used in Zwipe Pay and Zwipe Access.

If the Group becomes a party to any legal disputes or regulatory proceedings, this could have a material adverse effect on the Group and/or its brand, reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.3.2 The Group is exposed to risks relating to data protection and data privacy regulations, licenses, etc. The Group receives, stores and processes personal information and other user data of its employees, the personnel of the Group's suppliers and the Group's customers, through its business and operations in multiple jurisdictions. The Group also uses third-party IT service providers that may process and transfer personal data relating to the Group's operations. This makes the Group exposed to data protection and data privacy laws and regulations ("**Data Protection Laws**") it must comply with, the main regulations being the General Data Protection Regulation ("**GDPR**"), the Norwegian Data Protection Act of 15 June 2018 No. 38 and US privacy acts such as the California Consumer Privacy Act of 2018. Although the Group has adopted measures to ensure compliance with Data Protection Laws, such measures may not always be adequate. Since the Group conducts operations outside the EU/EEA, the Group is exposed to the risk of non-compliance with the requirements for international data transfers under the GDPR. Further, the Group may have limited ability to control whether its third-party IT service providers are fully compliant with GDPR with respect to its processing and transfer of personal data relating to the Group. Any non-compliance by the Group, or by its third-party service providers, with respect to the GDPR or other Data Protection Laws could lead to administrative fines being imposed on the Group, governmental enforcement actions, litigation and/or public statements against the Group, and could also cause customers to lose their trust in the Group, any of which could have a material adverse effect on the Group and/or its reputation, business, results of operations, cash flows, financial condition, prospects and/or its ability to continue as a going concern.

2.4 Risks relating to the Shares and the Rights Issue

2.4.1 If the Rights Issue is withdrawn, all Subscription Rights will lapse without value resulting in the investors not receiving any refund or compensation for Subscription Rights purchased in the market

If the Rights Issue is withdrawn as further described in Section 5.5 "Completion of the Rights Issue", all Subscription Rights will lapse without value. Any subscriptions for, and allocations of, Offer Shares that have been made will be disregarded and any payments for Offer Shares made will be returned to the subscribers without interest or any other compensation. The lapsing of Subscription Rights will be without prejudice to the

validity of any trades in Subscription Rights, and investors will not receive any refund or compensation in respect of Subscription Rights purchased in the market.

2.4.2 Existing Shareholders who do not participate in the Rights Issue may experience a significant dilution of their shareholding

Subscription Rights that are not sold before close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023 or exercised by the end of the Subscription Period will have no value and will automatically lapse without compensation to the holder. To the extent that an Existing Shareholder does not sell its Subscription Rights before close of trading on 14 March 2023 or exercise its Subscription Rights prior to the expiry of the Subscription Period, whether by choice or due to a failure to comply with the procedures set forth in Section 5 "The Rights Issue", or to the extent that an Existing Shareholder is not permitted to subscribe for Offer Shares as further described in Section 16 "Selling and Transfer Restrictions", such Existing Shareholder's proportionate ownership and voting interests in the Company after the completion of the Rights Issue will be diluted. See more information in Section 5.22 "Dilution". Even if an Existing Shareholder chooses to sell its unexercised Subscription Rights, or such Subscription Rights are sold on its behalf, the consideration it receives in the trading market for the Subscription Rights may not reflect the immediate dilution in its shareholding resulting from the completion of the Rights Issue.

2.4.3 It cannot be guaranteed that participation in the Rights Issue will not result in loss of investment due to fluctuations in the trading price for the Shares

A subscription of Offer Shares in the Rights Issue will be binding and irrevocable, and cannot be withdrawn, cancelled, or modified by the subscriber after having been received. The trading price for the Shares has fluctuated significantly in the past. Upon the Shares' listing on Merkur Market (now named Euronext Growth Oslo) on 28 January 2019 the trading price of the Shares was NOK 18.6, increasing to trading prices between NOK 30 and just below NOK 40 during September 2021 and dropping again to trading prices between NOK 15 and NOK 20 during February 2022, before rising to trading prices between NOK 20 and just below NOK 25 during April 2022, and then dropping down to approximately NOK 6 in September 2022. The subscription price in the Rights Issue is NOK 4.80. As such, there has been significant fluctuations in the trading price for the Shares during a relatively short period of time. The Offer Shares will not be delivered to the investors immediately following subscription, meaning that there is a risk that the Shares in the period from the investor's subscription of Offer Shares until delivery of the Offer Shares may trade below the subscription price in the Rights Offering due to inter alia the current volatility in the Norwegian and global equity capital markets. If the Shares trade below the Subscription Price, this will result in a loss of investment in the Offer Shares for the investor irrevocably committing to subscribe for the Offer Shares.

2.4.4 The Shares are listed on Euronext Growth Oslo in Norway and on Nasdaq First North Growth Market in Sweden

The Shares are listed on Euronext Growth Oslo in Norway and on Nasdaq First North Growth Market in Sweden. Euronext Growth Oslo is a multilateral trading facility, operated by the Oslo Stock Exchange. The Nasdaq First North Growth Market is a registered SME Growth Market, operated by an exchange within the Nasdaq group of companies. These markets do not have the same legal status as regulated markets. Instead, they are subject to a less extensive set of rules and regulations adjusted to small growth companies. Generally, an investment in a company traded on these markets involves more risk than an investment in a company traded on a regulated market. This risk relates to inter alia the market rules and relevant securities legislation which the issuers' are subject to, the supervision of the marketplaces, and to the volatility of the trading on the marketplaces.

2.4.5 Possible de-listing of the Shares from Euronext Growth Oslo

There is a risk that the Company in the future may seek to de-list its Shares from Euronext Growth Oslo due to the fact that the vast majority of its shareholders owns Shares that are listed on Nasdaq First North Growth

Market and because of the increased costs the Company incurs from being dual listed, leaving the Shares for trading only at the Nasdaq First North Growth Market in Sweden. A de-listing from Euronext Growth Oslo may complicate the ownership and exercise of shareholder rights for Norwegian investors having their Shares directly registered in the VPS since Nasdaq First North Growth Market may be a more remote marketplace for certain Norwegian investors to overlook and track the development of the Share price and news flows from the Company as the Company for example no longer will have access to the Oslo Stock Exchange's information system Newspoint. Further, shares that are listed on Nasdaq First North Growth Market must be registered with Euroclear and investors will need to have an account or nominee arrangements with Euroclear in order to inter alia trade in the Shares. As at the date of the Prospectus, the Board has no specific plan to de-list the Shares from Euronext Growth Oslo.

2.4.6 Potential future dilution due to exercise of share options or future equity issues

As at the date of this Prospectus, the Company has issued a total of 1,982,410 share options to employees of the Group, including members of Management and Board Members. If all these share options are exercised and/or converted into Shares, this will lead to a dilution of approximately 3.40% on the basis of the Company's number of issued Shares immediately following the issuance of the Offer Shares. If the Company has to raise additional funds by issuing additional Shares or other equity or equity-linked securities in the future, the possibility of which is further described in Section 2.2.1 "The Group has not yet established stable and substantial income, and the amount of required additional capital is uncertain", it may result in a dilution of the holdings of existing shareholders. The level of dilution in such case will inter alia depend on the transaction structure of such equity offering.

3 RESPONSIBILITY FOR THE PROSPECTUS

This Prospectus has been prepared in connection with the Rights Issue described herein.

The Board of Directors of Zwipe AS accepts responsibility for the information contained in this Prospectus. The members of the Board of Directors confirm that to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omissions likely to affect its import.

28 February 2023

The Board of Directors of Zwipe AS

Jörgen Lantto
Chairperson

Tanya Juul Kjær
Board member

Diderik Schønheyder
Board member

Johan Biehl
Board member

Stina Granberg
Board member

Dennis Jones
Board member

4 GENERAL INFORMATION

4.1 The approval of this Prospectus by the Norwegian Financial Supervisory Authority

The Norwegian FSA has reviewed and approved this Prospectus, as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. This Prospectus was approved by the Norwegian FSA on 1 March 2023. Investors should make their own assessment as to the suitability of investing in the securities.

4.2 Other important investor information

The Company has furnished the information in this Prospectus. No representation or warranty, express or implied is made by the Manager as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. The Manager assume no responsibility for the accuracy or completeness or the verification of this Prospectus and accordingly disclaims, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which it might otherwise be found to have in respect of this Prospectus or any such statement.

Neither the Company nor the Manager, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation to any offeree or purchaser of the Offer Shares or holder of the Subscription Rights regarding the legality of an investment in the Offer Shares or the Subscription Rights. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares and the use of the Subscription Rights to subscribe for Offer Shares and the Subscription Rights.

This Prospectus has been published in an English version only, however so that a Swedish translation of the summary has been included in Section 17 "Summary - Swedish translation (Sammanfattning).

Investing in the Offer Shares and Subscription Rights involves a high degree of risk, see Section 2 "Risk factors". Investors should make their own assessment as to the suitability of investing in the securities.

4.3 Presentation of financial information and other information

4.3.1 Financial information

The Company's audited consolidated financial statements as of and for the years ended 31 December 2021, 2020 and 2019 (the "**Audited Financial Statements**") and the Company's unaudited consolidated interim financial statements as of and for the six and twelve months' periods ended 31 December 2022 including comparative financial information for the same periods in the prior financial period (the "**H2 2022 Interim Financial Statements**") and together with the Audited Financial Statements, the "**Financial Information**"), have been incorporated by reference to this Prospectus, see Section 18.2 "Documents incorporated by reference". The Financial Information is presented in NOK, rounded down to the nearest thousands.

The Audited Financial Statements and the H2 2022 Interim Financial Statements have been prepared in accordance with Norwegian Generally Accepted Accounting Principles ("**NGAAP**").

The Audited Financial Statements have been audited by BDO (as defined below), as set forth in their auditor reports included therein. Zwipe's auditor, BDO, has not refused any audit report on the Audited Financial Statements and has issued all audit opinions without qualifications, modifications of opinion, disclaimers or emphasis of matter. The H2 2022 Interim Financial Statements have not been audited. BDO has not audited, reviewed or produced any report on any other information provided in this Prospectus.

The Company's auditor is BDO AS, Munkedamsveien 45A, 0250 Oslo, Norway ("**BDO**"). BDO and its auditors are members of The Norwegian Institute of Public Accountants (Nw. *Den Norske Revisorforening*). BDO has been the Company's auditor since 2010.

4.3.2 Currency and rounding

In this Prospectus, all references to "**NOK**" are to the lawful currency of Norway.

Certain figures included in this Prospectus have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

4.3.3 Industry and market data

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Group's estimates based on analysis of multiple sources, including data compiled by professional organizations, consultants and analysts and information otherwise obtained from other third-party sources, such as annual and interim financial statements and other presentations published by listed companies operating within the same industry as the Group, as well as the Group's internal data and its own experience, or on a combination of the foregoing. Unless otherwise indicated in this Prospectus, the basis for any statements regarding the Group's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

The Company confirms that where information has been sourced from a third-party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third-party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified. Zwipe does not intend, and does not assume any obligations to, update industry or market data set forth in this Prospectus.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Zwipe has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Prospectus that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus and projections, assumptions and estimates based on such information may not be reliable indicators of the Group's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 2 "Risk factors" and elsewhere in this Prospectus.

4.3.4 Alternative performance measures ("**APMs**")

In this Prospectus, the Group presents and refers to certain non-NGAAP financial measures or APMs:

- EBITDA represents earnings before interest, tax, depreciation and amortization and is used for providing consistent information on Zwipe's operating performance. EBITDA as a measure is

frequently used by securities analysts, investors and other stakeholders. EBITDA, as defined by Zwipe, corresponds to operating profit/(loss) plus depreciation, amortisation, and impairment. Zwipe's definition of EBITDA may differ from that of other companies.

- Adjusted operational expenses (OPEX) represents operational expenses adjusted for non-recurring items such as severance packages, listing and private placement related costs, and restructuring costs recorded as other operational expenses.
- Adjusted EBITDA or EBITDA excluding special items represents EBITDA adjusted for non-recurring items such as severance packages, listing and private placement related costs, and restructuring costs recorded as other operational expenses.

Alternative performance measures are used by Zwipe to provide supplemental information by excluding items that in the Group's view, do not give indications of the periodic operating results. Financial APMs are used to enhance comparability of the results from one period to the next, and the Group uses these measures internally when driving performance in terms of long- and short-term forecasts.

The APMs presented herein are not measurements of performance under NGAAP or other generally accepted accounting principles and investors should not consider any such measures to be an alternative to: (a) operating revenues or operating profit (as determined in accordance with NGAAP or other generally accepted accounting principles) as a measure of the Group's operating performance; or (b) any other measures of performance under generally accepted accounting principles. The APMs presented herein may not be indicative of the Group's historical operating results nor are such measures meant to be predictive of the Group's future results. Since the measures are not defined under NGAAP or IFRS they may not be directly comparable to other companies' APMs.

The non-NGAAP financial measures/APMs are not part of the Group's Audited Financial Statements and are thereby not audited. The Group can give no assurance as to the correctness of such APMs and investors are cautioned that such information involve known and unknown risks, uncertainties and other factors and are based on numerous assumptions. Given the aforementioned uncertainties prospective investors are cautioned not to place undue reliance on any of these APMs.

4.3.4.1 *Calculations and reconciliations of APMs*

The tables below set out certain APMs presented by the Group in this Prospectus for the financial years ended 31 December 2022 and 2021. The tables below show the relevant APMs on a reconciled basis, to provide investors with an overview of the basis of calculation of such APMs. See Section 4.3.4 "Alternative performance measures ("APMs")" above for a further description of the APMs presented below.

The calculation of the APMs in this Prospectus is based on the Financial Information as further described in Section 4.3.1 "Financial information" above.

The table below shows the Group's reconciliation of EBITDA.

Amounts in NOK 1000

	Year ended 31 December	
	2022	2021
Operating profit/loss (GAAP).....	-104,152	-82,997
(+) Depreciation, amortization & impairment (GAAP)	1,876	8,393
=EBITDA (APM).....	-102,276	-74,603

The table below shows the Group's reconciliation of Adjusted operational expenses.

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Amounts in NOK 1000

	Year ended 31 December	
	2022	2021
Operating expenses – COGS.....	2,170	855
Operating expenses - Payroll expenses.....	45,879	31,247
Operating expenses - Depreciation, amortization & impairment.....	1,876	8,393
Operating expenses - Other operating expenses	52,246	52,142
Payroll expenses -related to non-recurring restructuring cost.....	5,911	-
Payroll expenses -related to non-recurring government grant	-	-3,500
Other operating expenses - related to non-recurring government grant.....	-	-3,600
Operating expenses (GAAP)	108,081	85,537
(-) non-recurring items	5,911	-7,100
= Adjusted operational expenses (APM)	102,170	92,637

The table below shows the Group's reconciliation of Adjusted EBITDA/EBITDA excluding special items.

Amounts in NOK 1000

	Year ended 31 December	
	2022	2021
Operating profit/loss (GAAP).....	-104,152	-82,997
(+) Depreciation, amortization & impairment (GAAP)	1,876	8,393
=EBITDA (APM)	-102,276	-74,603
(+) Operating expenses (GAAP)	108,081	85,537
(-) Adjusted operational expenses (APM)	102,170	92,637
= Adjusted EBITDA (APM)	-96,365	-81,703

4.4 Cautionary note regarding Forward-Looking Statements

This Prospectus includes forward-looking statements and forward-looking information (collectively, "Forward-Looking Statements"), including, without limitation, projections and expectations regarding the Group's future financial position, business strategy, plans and objectives.

These Forward-Looking Statements relate to future events or future performance. All Forward-Looking Statements contained herein that are not clearly historical in nature constitute Forward-Looking Statements, and the words "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "propose", "predict", "potential", "continue", or the negative of these terms or other comparable terminology are generally intended to identify Forward-Looking Statements. Such statements represent the Company's internal projections, estimates or beliefs concerning, among other things, an outlook on the estimated amounts and timing of capital expenditures, anticipated future debt levels and revenues or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

These Forward-Looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the Forward-Looking Statements. In addition, this Prospectus and the documents incorporated by reference herein may contain Forward-Looking Statements attributed to third-party industry sources. The Company believes that the expectations reflected in these Forward-Looking Statements are reasonable; however, undue reliance should not be placed on these Forward-Looking Statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.

Prospective investors in the Offer Shares are cautioned that Forward-Looking Statements are not guarantees of future performance and that the Group's actual financial position, operating results and liquidity, and the development of the industry in which the Company and the Group operate, may differ materially from those made in, or suggested by, the Forward-Looking Statements contained in this Prospectus. The Company cannot

guarantee that the intentions, beliefs or current expectations upon which its Forward-Looking Statements are based will occur.

Forward-Looking Statements in this Prospectus and the documents incorporated by reference herein include, but are not limited to, statements with respect to:

- General economic conditions in the Nordic region, in Europe, Asia, the Americas, the Middle East and elsewhere, and any adverse development in the Nordic region, in the European, Asian, American or global economic and financial markets;
- The competitive nature of the markets in which the Group operates;
- Variations in costs and availability of funding;
- Availability of capital in the future;
- Capital adequacy requirements;
- Success of brand and ability to acquire and retain customers at a reasonable cost;
- Operational risks related to systems and processes;
- Inadequacy in internal control procedures;
- Failure to attract or retain the management or other key employees;
- Failure or inadequacy in IT systems;
- Vulnerability to cyber-attacks and security breaches;
- Insufficient insurance coverage;
- Failure to implement Zwipe's business strategy;
- Changes in legislation and regulations which may affect the Group's business;
- Significant litigation, claims and compliance risks;
- Failure in automated procedures and services from external providers;
- Further impact on society in general and the payment industry in particular resulting from the Covid-19 pandemic;
- Changes in political events, and
- Force majeure events.

Some important factors that could cause actual results to differ materially from those in the Forward-looking Statements are, in certain instances, included with such Forward-Looking Statements and in Section 2 "Risk factors" in this Prospectus.

The information contained in this Prospectus, including the information set out under Section 2 "Risk factors", identifies additional factors that could affect the Group's business, financial condition, results of operations, cash flows, liquidity and performance. Prospective investors in the Shares are urged to read all Sections of this Prospectus and, in particular, Section 2 "Risk factors" for a more complete discussion of the factors that could affect the Group's future performance and the industry in which Zwipe operates when considering an investment in the Company.

These Forward-Looking Statements speak only as of the date of this Prospectus. The Company undertakes no obligation to publicly update or revise any Forward-Looking Statements, whether as a result of new information, future events or otherwise, other than as required by law or regulation.

Given the aforementioned uncertainties, prospective investors are cautioned not to place undue reliance on any of these Forward-Looking Statements.

5 THE RIGHTS ISSUE

5.1 Overview

The Rights Issue consists of an offer by the Company of 20,862,047 Offer Shares at a Subscription Price of NOK 4.80 per Offer Share, thereby raising gross proceeds of approximately NOK 100.1 million. The Offer Shares have a nominal value of NOK 0.10 each.

Existing Shareholders will, connected to the Rights Issue, be granted tradable Subscription Rights that, subject to applicable law, provide a preferential right to subscribe for, and be allocated, Offer Shares at the Subscription Price. Oversubscription and subscription without Subscription Rights are permitted but there can be no assurance that Offer Shares will be allocated for such subscriptions.

The gross proceeds of the Rights Issue have been fully guaranteed by the Pre-committed Shareholders and the Underwriters, as further described in Section 5.23 "The Underwriting and Subscription Commitments" below.

The Subscription Period will commence on 6 March 2023 at 09:00 hours (CET) and end on 20 March 2023 at 16:30 hours (CET). The Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period and, if so required by the EU Prospectus Regulation, make public a supplement to this Prospectus.

The Offer Shares allocated in the Rights Issue are expected to be traded on Euronext Growth Oslo from and including (on or about) 28 March 2023 and on Nasdaq First North Growth Market from and including (on or about) 31 March 2023.

The Subscription Rights and the Offer Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and are being offered and sold: (i) in the United States only to QIBs as defined in Rule 144A or pursuant to transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and (ii) outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S.

This Prospectus does not constitute an offer of, or an invitation to purchase or subscribe, the Offer Shares and/or the use of the Subscription Rights to subscribe for Offer Shares in any jurisdiction in which such offer or sale would be unlawful. For further details, see "Important information" and Section 16 "Selling and Transfer Restrictions".

5.2 The use of proceeds

The net proceeds from the Rights Issue will be used to strengthen the Company's financial position and enable the transition from start-up to scale-up and large-scale commercialization of its Zwipe Pay and Zwipe Access offerings. See Section 5.24 "Net proceeds and expenses related to the Rights Issue" for information on the net proceeds from the Rights Issue.

At the date of this Prospectus, the Company cannot predict or specify the specific uses for the net proceeds. but the funds will be used broadly for: i) executing the Group's technology roadmap including completion of ongoing technology development projects and further maturation of Zwipe's technology, ii) accelerating go-to-market strategy for Zwipe's solutions, iii) assisting Zwipe's customers in becoming certified and mass production ready, iv) executing pilot projects in a streamlined manner, and v) funding ongoing operational and supply chain expenses. Any specific uses, fixed amounts, timing of the actual uses etc. will depend on numerous factors, amongst others the Group's future revenues and gross profit, technology roadmap, go-to-market strategy across regions and within business lines, progress with pilots, SCMs receiving Payment Scheme LoAs, widespread Issuer commercial launch of biometric payment cards, supply chain costs, modifications to technology related to changes in Payment Scheme certification specifications, operating costs and other items.

5.3 Timetable

The timetable set out below provides certain indicative key dates for the Rights Issue.

Last day of trading in the Shares including Subscription Rights	27 February 2023
First day of trading in the Shares excluding Subscription Rights	28 February 2023
Record Date	1 March 2023
Subscription Period commences	6 March 2023
Trading in Subscription Rights commences on Euronext Growth Oslo and the Nasdaq First North Growth Market	6 March 2023
Trading in Subscription Rights ends	Expected on or about 14 March 2023
Subscription Period ends	Expected on or about 20 March 2023
Allocation of the Offer Shares	Expected on or about 21 March 2023
Distribution of allocation letters	Expected on or about 22 March 2023
Payment Date	Expected on or about 24 March 2023
Registration of the share capital increase with the Norwegian Register of Business Enterprises	Expected on or about 28 March 2023
Listing and commencement of trading in the Offer Shares on Euronext Growth Oslo	Expected on or about 28 March 2023
Delivery of the Offer Shares in the VPS	Expected on or about 29 March 2023
Delivery of the Offer Shares in Euroclear	Expected on or about 31 March 2023
Listing and commencement of trading in the Offer Shares on Nasdaq First North Growth Market	Expected on or about 31 March 2023

Note that the Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period and, if so required by the EU Prospectus Regulation, make public a supplement to this Prospectus. In the event of an extension of the Subscription Period, *inter alia* the allocation date, the Payment Date, the listing and the delivery dates of the Offer Shares will be changed accordingly.

5.4 Resolution to issue the Offer Shares

On 2 December 2022, an extraordinary General Meeting of the Company passed the following resolution (translated from Norwegian) to increase the Company's share capital by NOK 2,086,204.70 and to issue the Offer Shares in connection with the Rights Issue and the resolution was repeated by a new extraordinary General Meeting on 15 February 2023:

- (i) *The share capital is increased with NOK 2,086,204.70 by issuance of 20,862,047 new shares, each with a nominal value of NOK 0.10, raising gross proceeds of NOK 100,137,825.60.*
- (ii) *The subscription price is NOK 4.80 per share.*
- (iii) *The new shares will be offered to the company's existing shareholders according to the pre-emptive right in Section 10-4 (1) of the Norwegian Private Limited Liability Companies Act (the "Rights Issue"). Shareholders in the company as per 27 February 2023 who are registered in the company's shareholders' register in the VPS on 1 March 2023 (the "Record Date") shall be offered one subscription right for each share registered at the time, where nine (9) subscription rights give the right to subscribe for and be allocated five (5) new shares in the company.*
- (iv) *The subscription rights will be tradable and registered in the VPS. No subscription rights will be issued for any shares held in treasury by the company. The subscription rights shall be tradable from commencement of the subscription period and until 16:30 (CET) four (4) trading days prior to the end of the subscription period. Over-subscription and subscription without subscription rights is permitted.*

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- (v) *The company is for the Rights Issue preparing a prospectus (the "Prospectus") that shall be approved by the Norwegian Financial Supervisory Authority ("Norwegian FSA"). When the Prospectus has been approved by the Norwegian FSA, it is the intention of the board of directors that the Norwegian FSA shall assist with border-crossing the prospectus to Sweden for use in the Swedish market. Currently, there are no other plans to have the Prospectus registered with or approved by any other foreign prospectus authority. The new shares may not be subscribed for by investors in jurisdictions where such subscription is not permitted or to whom the new shares cannot lawfully be offered. The company, or anyone appointed or instructed by the company, shall have the right (but no obligation), for shareholders who in the company's opinion are not entitled to subscribe for new shares due to limitations set out in law or other regulations in the jurisdiction where the shareholder is resident or a citizen, to sell the relevant shareholder's subscription rights against transfer of the net proceeds from the sale to the shareholder.*
- (vi) *The subscription period shall commence on 6 March 2023 at 9:00 (CET) and expire at 16:30 (CET) on 20 March 2023 (the "Subscription Period"). The Subscription Period may not be shortened, but the board of directors may extend the Subscription Period, if relevant through the publication of a supplement to the Prospectus. If the Prospectus is not approved in time to uphold this Subscription Period, the Subscription Period shall commence on the first trading day on Euronext Growth Oslo and Nasdaq First North Growth Market following the approval and expire at 16:30 (CET) two weeks thereafter. Subscription for shares shall be made on a separate subscription form prior to the expiry of the Subscription Period.*
- (vii) *The subscription amount shall be paid to the company on an account established by DNB Bank ASA in the company's name. Payment for the new shares shall be made on or prior to 24 March 2023, or the third trading day on Euronext Growth Oslo and Nasdaq First North Growth Market after the expiry of the Subscription Period if the Subscription Period is postponed according to subparagraph (vi) above. Subscribers who have a Norwegian bank account must, and will, by signing the subscription form provide a one-time irrevocable authorization to debit a specified Norwegian bank account for the amount payable for the shares which are allocated to the subscriber. The allocated amount will be debited from the specified bank account on or around the payment date. Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the new shares allocated to them is received on or before the payment date.*
- (viii) *The new shares shall be allocated by the Board. The following allocation criteria shall apply:*
- a) *Allocation of shares to subscribers will be made in accordance with granted and acquired subscription rights which have been validly exercised during the Subscription Period. Nine (9) subscription rights will give the right to subscribe for and be allocated five (5) new shares.*
 - b) *If not all subscription rights have been validly exercised, subscribers having exercised their subscription rights and who have over-subscribed, will be allocated additional new shares on a pro rata basis based on the number of subscription rights exercised by each such subscriber. To the extent that pro rata allocation is not possible, the company will determine the allocation by the drawing of lots.*
 - c) *New shares not allocated pursuant to a) and b) above will be allocated to subscribers not holding subscription rights. Allocation will be sought made on a pro rata basis based on the relevant subscription amounts.*
 - d) *Any new shares not having been allocated on basis of item a) to c) above, will be allocated to the Underwriters, cf. item (xi) below.*

- (ix) *The new shares will carry rights in the company, including the right to dividend, from the time of registration of the share capital increase with the Norwegian Register of Business Enterprises.*
- (x) *Section 4 of the company's articles of association is amended to reflect the new share capital and the new number of shares following the share capital increase.*
- (xi) *Subscription in the Rights Issue has been secured through two different arrangements. Firstly, the Board has obtained subscription commitments from certain shareholders covering approx. 34.48% of the Rights Issue, in the total amount of approx. NOK 34.53 million (the "Pre-committed Shareholders"). The Board has further obtained underwriting commitments from three of the company's main shareholders, Vasastaden Holding AB, (NOK 30,306,099.20), Erik Selin Fastigheter AB (NOK 30,306,099.20) and Arcanum Eiendom AS (Lars Windfeldt) (NOK 5,000,000) for the balance, equal to approx. 65.52% of the Rights Issue in the total amount of approx. NOK 65.61 million (the "Underwriters"). Shares which have not been subscribed for and allocated to other subscribers in the Rights Issue at the expiry of the Subscription Period, shall be allocated to the Underwriters pro rata to their commitments (internally). Such shares shall be subscribed for by the Underwriters at the latest on the payment date for the Rights Issue. In total, 100% of the Rights Issue has been pre-committed.*
- (xii) *The costs payable by the company in connection with the Rights Issue are provisionally estimated to be approximately NOK 15.5 million, including a guarantee compensation of approx. NOK 9.2 million, cf. item (xi) above and the preparation of the Prospectus and the listing of the subscription rights in Norway and Sweden.*

5.5 Completion of the Rights Issue

The completion of the Rights Issue is subject to the Underwriting Agreements remaining in full force and effect if required in order to raise the gross proceeds. See Section 5.23 "The Underwriting and Subscription Commitments" below for a description of the underwriting and the Underwriting Agreements, including the conditions and termination rights to which the underwriting is subject.

If it becomes clear to the Board that the entire gross proceeds of the Rights Issue will not be raised, for instance due to the Company not having received the aggregate subscription amount for the Offer Shares, the Rights Issue will be withdrawn. The Board may choose to delay completion of the Rights Issue if part of the subscription amount is not received by the Company on time.

If the Rights Issue is withdrawn, all Subscription Rights will lapse without value, any subscriptions for, and allocations of, Offer Shares that have been made will be disregarded and any payments for Offer Shares made will be returned to the subscribers without interest or any other compensation. The lapsing of Subscription Rights will be without prejudice to the validity of any trades in Subscription Rights, and investors will not receive any refund or compensation in respect of Subscription Rights having been purchased in the market.

5.6 Subscription Price

The Subscription Price in the Rights Issue is NOK 4.80 per Offer Share.

5.7 Subscription Period

The Subscription Period will commence on 6 March 2023 at 09:00 hours (CET) and end on 20 March 2023 at 16:30 hours (CET). The Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period and, if so required by the EU Prospectus Regulation, make public a supplement to this Prospectus.

5.8 Record Date for Existing Shareholders

Existing Shareholders who are registered in the Company's shareholder register in the VPS or in Euroclear as of the Record Date (1 March 2023) will receive Subscription Rights.

Provided that the delivery of traded Shares was made with ordinary T+2 settlement in the VPS or in Euroclear, Shares that were acquired until and including 27 February 2023 will give the right to receive Subscription Rights, whereas Shares that were acquired from and including 28 February 2023 will not give the right to receive Subscription Rights.

5.9 Subscription Rights

Existing Shareholders will be granted tradable Subscription Rights giving a preferential right to subscribe for, and be allocated, Offer Shares in the Rights Issue. Each Existing Shareholder will be granted one (1) Subscription Right for each existing Share registered as held by such Existing Shareholder on the Record Date. Nine (9) Subscription Rights will, subject to applicable securities laws, give the right to subscribe for, and be allocated, five (5) Offer Shares. Subscription Rights will not be issued in respect of any existing Shares held in treasury by the Company (if any).

The Subscription Rights will be credited to and registered on each Existing Shareholder's VPS or Euroclear account, as the case may be, on or about 6 March 2023 under ISIN NO 001 2818048 and ISIN SE 001 9891334, respectively. The Subscription Rights will be distributed free of charge to Existing Shareholders.

The Subscription Rights, including acquired Subscription Rights, must be used to subscribe for Offer Shares before the expiry of the Subscription Period (i.e. on 20 March 2023 at 16:30 hours (CET)) or sold before close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023. Subscription Rights that are not sold before close of trading on 14 March 2023 or not exercised before 16:30 hours (CET) on 20 March 2023 will have no value and will lapse without compensation to the holder. Holders of Subscription Rights (whether granted or acquired) should note that subscriptions for Offer Shares must be made in accordance with the procedures set out in this Prospectus and that the acquisition of Subscription Rights does not in itself constitute a subscription of Offer Shares.

Subscription Rights held by (i) Existing Shareholders resident in jurisdictions where this Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for Offer Shares or (ii) Existing Shareholders located in the United States not reasonably believed by the Company to be a QIB (the "**Ineligible Shareholders**") will initially be credited to such Ineligible Shareholders' VPS or Euroclear accounts, as the case may be. Such crediting specifically does not constitute an offer to Ineligible Shareholders. The Company will instruct the Manager or the VPS Registrar (as defined below) to, as far as possible, withdraw the Subscription Rights from such Ineligible Shareholders' VPS or Euroclear accounts, and may sell them in the period from and including 6 March 2023 to close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023 for the account and risk of such Ineligible Shareholders, unless the relevant Subscription Rights are held through a financial intermediary. See Section 5.12 "Financial intermediaries" below for a description of the procedures applicable to Subscription Rights held by Ineligible Shareholders through financial intermediaries.

5.10 Trading in the Subscription Rights

The Subscription Rights will be tradable and listed on Euronext Growth Oslo with ticker code "ZWIPT" and on Nasdaq First North Growth Market with ticker code "ZWIPE TR" from and including 09:00 hours (CET) on 6 March 2023 to close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023.

The Subscription Rights tradable on Nasdaq First North Growth Market with ticker code "ZWIPE TR" will be traded in SEK.

The Subscription Rights will hence only be tradable during part of the Subscription Period.

Persons intending to trade in Subscription Rights should be aware that the trading in, and exercise of, Subscription Rights by holders who are located in jurisdictions outside Norway and Sweden may be restricted or prohibited by applicable securities laws. See Section 16 "Selling and Transfer Restrictions" for a description of such restrictions and prohibitions.

5.11 Subscription procedures

Subscriptions for Offer Shares must be made in accordance with the requirements set out below in Section 5.11.1 "Subscription procedures for subscribers with a VPS account" or Section 5.11.2 "Subscription procedures for the Swedish market". For subscribers holding Subscription Rights through financial intermediaries see Section 5.12 "Financial intermediaries".

5.11.1 Subscription procedures for subscribers with a VPS account

Subscriptions for Offer Shares by subscribers with a VPS account must be made by submitting a correctly completed subscription form, attached hereto as Appendix A "Subscription form for the Rights Issue" (the "**Subscription Form**") to DNB Bank ASA, Registrar's Department (the "**VPS Registrar**") during the Subscription Period, or may, for subscribers who are residents of Norway with a Norwegian personal identification number (Nw. *fødselsnummer*), be made online as further described below.

Correctly completed Subscription Forms must be received by the VPS Registrar at the following address or e-mail address, or in the case of online subscriptions be registered, no later than 16:30 hours (CET) on 20 March 2023:

DNB Bank ASA, Registrar's Department

Dronning Eufemias gate 30

P.O. Box 1600 Sentrum

N-0021 Oslo

Norway

Tel: +47 23 26 80 20

E-mail: retail@dnb.no

Subscribers who are Existing Shareholders and residents of Norway with a Norwegian personal identification number (Nw. *fødselsnummer*) are encouraged to subscribe for Offer Shares through the VPS online subscription system (or by following the link available at <https://www.zwipe.com/investors/reports>, which will redirect the subscriber to the VPS online subscription system). All online subscribers must verify that they are Norwegian residents by entering their national identity number. In addition, the VPS online subscription system is only available for individual persons and is not available for legal entities. Legal entities must thus submit a Subscription Form in order to subscribe for Offer Shares. Subscriptions made through the VPS online subscription system must be duly registered before the expiry of the Subscription Period.

Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by the VPS Registrar, or in the case of subscriptions through the VPS online subscription system, upon registration of the subscription. The subscriber is responsible for the correctness of the information filled into the Subscription Form or, in the case of subscriptions through the VPS online subscription system, the online subscription registration. By signing and submitting a Subscription Form, or by registration of a subscription in the VPS online subscription system, the subscribers confirm and warrant that they have read this Prospectus and are eligible to subscribe for Offer Shares under the terms set forth herein.

There is no minimum subscription amount for which subscriptions in the Rights Issue must be made. Over-subscription with Subscription Rights (i.e. subscription for more Offer Shares than entitled to on basis of the number of Subscription Rights held by the subscriber) and subscription without Subscription Rights are permitted. However, in each case, there can be no assurance that Offer Shares will be allocated for such subscriptions.

Multiple subscriptions (i.e. subscriptions on more than one Subscription Form) are allowed. Note, however, that two separate Subscription Forms submitted by the same subscriber with the same number of Offer Shares subscribed for on both Subscription Forms will only be counted once, unless otherwise is explicitly stated in one of the Subscription Forms. In the case of multiple subscriptions through the VPS online subscription system or subscriptions made both on a Subscription Form and through the VPS online subscription system, all subscriptions will be counted.

All subscriptions in the Rights Issue will be treated in the same manner regardless of whether the subscription is placed with the Manager or the VPS Registrar. Furthermore, all subscriptions in the Rights Issue will be treated in the same manner regardless of whether the subscription is made by delivery of a Subscription Form to the VPS Registrar or through the VPS online subscription system.

None of the Company, the Manager or the VPS Registrar may be held responsible for postal delays, unavailable internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the Manager or the VPS Registrar. Subscription Forms received after the end of the Subscription Period and/or incomplete or incorrect Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company and/or the Manager without notice to the subscriber.

5.11.2 Subscription procedures for the Swedish market

Subscriptions for Offer Shares by holders of Subscription Rights through Euroclear must be made pursuant to the instructions they receive from either Euroclear or the holders' bank or financial intermediary during the Subscription Period.

5.11.2.1 *Information to nominee shareholders*

Nominee shareholders registered with a bank or financial intermediary on the Record Day will not receive a share issue account from Euroclear. For nominee shareholders, subscription and payment shall be made in accordance with the instructions from the bank or financial intermediary. See Section 5.12 "Financial intermediaries" for more information.

5.11.2.2 *Information to directly registered shareholders*

Shareholders who on the Record Date are registered in the shareholder register held by Euroclear (via the VPS) on behalf of the Company, will receive information on the subscription procedure and a special notice slip from the Manager. The special notice slip states the number of Subscription Rights received by such shareholder.

A person listed in the separate list of pledges, etc., maintained in conjunction with the shareholder register in Euroclear, will be notified separately.

No separate securities advice reporting the registration of share subscriptions on shareholders' securities accounts will be sent out.

5.11.2.3 *Subscription and payment supported by Subscription Rights*

Notice of subscription for Offer Shares by exercising Subscription Rights shall be made using the special notice slip with simultaneous payment in cash. Note that it may take up to three banking days for payment to reach

the recipient account. Any notice slip sent by post should, therefore, be posted in due time before the last day of the Subscription Period. Amounts of less than SEK 100 paid in too late will only be repaid on request.

Notice of subscription through payment shall be made in accordance with the instructions given on the special notice slip. Special notice slips can be ordered from the Manager by telephone or email, or be downloaded from the website, <https://www.penser.se/corporate-finance/#pagaende-uppdrag>

Special notice slips shall be received by the Manager no later than 16:30 hours (CET) on 20 March 2023. Only one special notice slip per person or company will be recognized. In the event more than one special notice slip is sent in, only the last one to arrive will be recognized. Incomplete or incorrectly completed special notice slips may be ignored. The notice is binding.

Completed special notice slips shall be sent or handed over to:

Erik Penser Bank AB
Box 7405
103 91 Stockholm
Visiting address: Apelbergsgatan 27
Sweden
Tel: +46 (8) 463 80 00
E-mail: emission@penser.se
Website: <https://www.penser.se/corporate-finance/#pagaende-uppdrag>

The Manager will upon the expiry of the Subscription Period forward the special notice slips received by it to Euroclear who, on the basis of these special notice slips, will send one Subscription Form, covering all the legally and validly completed special notice slips received by the Manager, to the VPS Registrar.

5.11.2.4 Notice slips for subscription of Offer Shares not supported by Subscription Rights

Notice of subscription for Offer Shares not supported by Subscription Rights shall be given during the same period as notice of subscription for Offer Shares supported by Subscription Rights, i.e. during the period from 6 to 20 March 2023.

The notice of interest to subscribe for Offer Shares not supported by Subscription Rights shall be made on the notice slip, which should be completed, signed and thereafter sent or handed to the Manager at the address above. Notice slips can be ordered from the Manager by telephone or email, or be downloaded from the website, <https://www.penser.se/corporate-finance/#pagaende-uppdrag>

The notice slip shall be received by the Manager no later than 16:30 hours (CET) on 20 March 2023. Only one notice slip per person or company will be recognized. In the event more than one notice slip is sent in, only the last one to arrive will be recognized. Incomplete or incorrectly completed notice slips may be ignored. The notice is binding.

Upon the expiry of the Subscription Period, the Manager will forward the special notice slips received by it to Euroclear who, on the basis of these special notice slips, will send one Subscription Form, covering all the legally and validly completed Subscription Forms received by the Manager, to the VPS Registrar.

Notice of any allocation is given via a dealing note sent out, which shall be paid in accordance with the instructions included. This notice is only sent to persons who have received a share allocation.

Custody account holders with managers must apply for subscription in accordance with the instructions from each bank or securities institution respectively, see Section 5.12 "Financial intermediaries" for more information.

5.11.3 Share subscribed for and paid for (BTA)

Subscription through payment is registered with Euroclear as soon as possible, which normally means up to three banking days after payment. Thereafter the subscriber's subscription rights will be converted to non-tradeable share subscribed and paid for (BTA) through Euroclear's system. Once the conversion of subscription rights to BTA has been made, the BTAs are blocked on the shareholder's securities account. Once the share capital increase pertaining to the Rights Issue has been registered with the Norwegian Register of Business Enterprises, the BTAs will be converted to regular Shares.

5.11.3.1 Foreign shareholders

Shareholders through Euroclear domiciled outside Sweden who wish to participate in the Rights Issue shall send the special notice slip together with payment to the address above. Payment shall be made to Manager's bank account with SEB, with the following account details:

Bank: SEB (Skandinaviska Enskilda Banken AB), SE-106 40 Stockholm
IBAN number: SE43 5000 0000 0586 4821 5153
Bic code/SWIFT: ESSESESS

The Manager will upon the expiry of the Subscription Period send one Subscription Form, covering all the legally and validly completed Subscription Forms received by the Manager, to the VPS Registrar.

Please note that due to restrictions in the securities legislation in USA, Australia, Japan, New Zealand, Switzerland, Singapore, South-Africa, Hongkong, Canada, Russia and Belarus, no subscription offer is directed to shareholders or other with a registered address in any of these countries. Furthermore, no subscription offer is directed to shareholders or others with a registered address in a country, the legislation of which requires additional prospectuses, registration measures or other measures for participating in the offer than those which follow from Swedish law.

Shareholders with a registered address in any of these countries are encouraged to contact the Manager in order to receive the proceeds from the sale of Subscription Rights received, after deduction of sales expenses, to which these shareholders would otherwise have been entitled. Payment will not be effected if the net amount is less than SEK 200.

5.12 Financial intermediaries

5.12.1 General

All persons or entities holding Shares or Subscription Rights through financial intermediaries (e.g., brokers, custodians and nominees) should read this Section 5.12 "Financial intermediaries". All questions concerning the timeliness, validity and form of instructions to a financial intermediary in relation to the exercise of Subscription Rights should be determined by the financial intermediary in accordance with its usual customer relations procedure or as it otherwise notifies each beneficial shareholder.

Neither the Company, the Manager, Euronext, or the VPS Registrar is liable for any action or failure to act by a financial intermediary through which Shares or Subscription Rights are held.

5.12.2 Subscription Rights

If an Existing Shareholder holds Shares registered through a financial intermediary on the Record Date, the financial intermediary will customarily give the Existing Shareholder details of the aggregate number of Subscription Rights to which it will be entitled. The relevant financial intermediary will customarily supply

each Existing Shareholder with this information in accordance with its usual customer relations procedures. Existing Shareholders holding Shares through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Rights Issue.

Subject to applicable law, Existing Shareholders holding Shares through a financial intermediary may instruct the financial intermediary to sell some or all of their Subscription Rights, or to purchase additional Subscription Rights on their behalf. See Section 16 "Selling and Transfer Restrictions" for a description of certain restrictions and prohibitions applicable to the sale and purchase of Subscription Rights in certain jurisdictions outside Norway and Sweden.

Existing Shareholders who hold their Shares through a financial intermediary and who are Ineligible Shareholders will not be entitled to exercise their Subscription Rights but may, subject to applicable law, instruct their financial intermediary to sell their Subscription Rights transferred to the financial intermediary. As described in Section 5.9 "Subscription Rights", neither the Company nor the Manager will sell any Subscription Rights transferred to financial intermediaries.

5.12.3 Subscription Period and period for trading in Subscription Rights

The time by which notification of exercise instructions for subscription of Offer Shares must validly be given to a financial intermediary may be earlier than the expiry of the Subscription Period. The same applies for instructions pertaining to trading in Subscription Rights and the last day of trading in such rights (which accordingly will be a deadline earlier than close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023). Such deadlines will depend on the financial intermediary. Persons or entities holding Subscription Rights or Shares through a financial intermediary should contact their financial intermediary if they are in any doubt with respect to deadlines.

5.12.4 Subscription

Any Existing Shareholder who is not an Ineligible Shareholder and who holds its Subscription Rights through a financial intermediary and wishes to exercise its Subscription Rights, should instruct its financial intermediary in accordance with the instructions received from such financial intermediary. The financial intermediary will be responsible for collecting exercise instructions from the Existing Shareholders and for informing the Manager or the VPS Registrar, respectively, of such exercise instructions.

A person or entity who has acquired Subscription Rights that are held through a financial intermediary should contact the relevant financial intermediary for instructions on how to exercise the Subscription Rights.

See Section 16 "Selling and Transfer Restrictions" below for a description of certain restrictions and prohibitions applicable to the exercise of Subscription Rights in certain jurisdictions outside Norway and Sweden.

5.12.5 Method of payment

Holders of Subscription Rights through a financial intermediary should pay the Subscription Price for the Offer Shares that are allocated to it in accordance with the instructions received from the financial intermediary.

The financial intermediary must pay the Subscription Price in accordance with the instructions in the Prospectus. Payment by the financial intermediary for the Offer Shares must be made to the VPS Registrar no later than on the Payment Date (as defined below). Accordingly, financial intermediaries may require payment to be provided to them prior to the Payment Date.

5.13 Mandatory Anti-Money Laundering Procedures

The Rights Issue is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 no. 1324 (collectively, the "**Anti-Money Laundering Legislation**").

Subscribers who are not registered as existing customers of the VPS Registrar must verify their identity to the VPS Registrar in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the Subscription Form are exempted, unless verification of identity is requested by the VPS Registrar. Subscribers who have not completed the required verification of identity prior to the expiry of the Subscription Period will not be allocated Offer Shares.

Furthermore, participation in the Rights Issue is conditional upon the subscriber holding a VPS account. The VPS account number must be stated in the Subscription Form. VPS accounts can be established with authorised VPS registrars, who can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian FSA. Establishment of a VPS account requires verification of identification to the relevant VPS registrar in accordance with the Anti-Money Laundering Legislation.

5.14 Allocation of the Offer Shares

Allocation of the Offer Shares will take place on or about 21 March 2023 in accordance with the following criteria:

- a) Allocation of Offer Shares to subscribers will be made in accordance with granted and acquired Subscription Rights which have been validly exercised during the Subscription Period. Nine (9) Subscription Rights will give the right to subscribe for and be allocated five (5) new Shares.
- b) If not all Subscription Rights have been validly exercised, subscribers having exercised their Subscription Rights and who have over-subscribed, will be allocated additional new Shares on a pro rata basis based on the number of Subscription Rights exercised by each such subscriber. To the extent that pro rata allocation is not possible, the Company will determine the allocation by the drawing of lots.
- c) Offer Shares not allocated pursuant to a) and b) above will be allocated to subscribers not holding Subscription Rights. Allocation will be sought made on a pro rata basis based on the relevant subscription amounts.
- d) Any Offer Shares not having been allocated on basis of item a) to c) above, will be allocated to the Underwriters.

No fractional Offer Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for Offer Shares not covered by Subscription Rights (i.e. over-subscription or subscriptions made without Subscription Rights) and will only allocate such Offer Shares to the extent that Offer Shares are available to cover over-subscription based on Subscription Rights or subscriptions made without Subscription Rights.

Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated.

Any Offer Shares that are unsubscribed for by the end of the Subscription Period, will be subscribed for by the Underwriters in accordance with their underwriting obligations, see Section 5.23 "The Underwriting and Subscription Commitments".

The preliminary and final result of the Rights Issue is expected to be published on or about 21 March 2023 and on or about 31 March 2023, respectively, through a press release that will be available on the Company's website and by using the Oslo Stock Exchange's information system Newsweb (available at www.newsweb.com). Notifications of allocated Offer Shares and the corresponding subscription amount to be paid by each subscriber are expected to be distributed through the VPS and by the Manager, as the case may be, on or about 22 March 2023. Subscribers having access to investor services through their VPS account are assumed to be able to check the number of Offer Shares allocated to them on or about 22 March 2023. Subscribers who do not have access to investor services through their VPS account manager may contact their bank or financial intermediary on or about 22 March 2023 to obtain information about the number of Offer Shares allocated to them.

The Offer Shares may not be transferred or traded before they have been fully paid by all subscribers and the share capital increase pertaining to the Rights Issue has been registered with the Norwegian Register of Business Enterprises. Subject to timely payment of the aggregate subscription amount in the Rights Issue, it is expected that the Company's new share capital following the Rights Issue will be registered with the Norwegian Register of Business Enterprises on or about 28 March 2023. Offer Shares to be traded on Euronext Growth Oslo are expected to be tradable shortly thereafter upon their registration in the VPS. The Offer Shares are expected to be delivered to subscribers who are allocated Offer Shares in the VPS on or about 29 March 2023. Offer Shares to be traded on Nasdaq First North Growth Market are expected to be tradable on or about 31 March 2023 and delivered to subscribers who are allocated Offer Shares in Euroclear on or about 31 March 2023.

5.15 Payment for the Offer Shares

The payment for Offer Shares allocated to a subscriber falls due on or about 24 March 2023 (the "**Payment Date**"). Payment must be made in accordance with the requirements set out below in Section 5.15.1 "Subscribers who have a Norwegian bank account" or Section 5.15.2 "Subscribers who do not have a Norwegian bank account". For subscribers holding Subscription Rights through financial intermediaries (e.g., brokers, custodians and nominees) see Section 5.12 "Financial intermediaries".

5.15.1 Subscribers who have a Norwegian bank account

Subscribers who have a Norwegian bank account must, and will by signing the Subscription Form or by the online subscription registration for subscriptions through the VPS online subscription system, provide the VPS Registrar with a one-time irrevocable authorization to debit a specified Norwegian bank account for the amount payable for the Offer Shares which are allocated to the subscriber.

The specified bank account is expected to be debited on or after the Payment Date. The VPS Registrar will only be authorized to debit such account once but reserves the right to make up to three debit attempts, and the authorization will be valid for up to seven working days after the Payment Date.

The subscriber furthermore authorizes the VPS Registrar to obtain confirmation from the subscriber's bank that the subscriber has the right to draw on the specified account and that there are sufficient funds in the account to cover the payment.

If there are insufficient funds in a subscriber's bank account or if it for other reasons is impossible to debit such bank account when a debit attempt is made pursuant to the authorization from the subscriber, the subscriber's obligation to pay for the Offer Shares will be deemed overdue.

Payment by direct debiting is a service that banks in Norway provide in cooperation. In the relationship between the subscriber and the subscriber's bank, the standard terms and conditions for "Payment by Direct Debiting – Securities Trading", which are set out on page 2 of the Subscription Form, will apply.

5.15.2 Subscribers who do not have a Norwegian bank account

Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the Offer Shares allocated to them is made on or before the Payment Date.

Prior to any such payment being made, the subscriber must contact the VPS Registrar on +47 23 26 80 20 for further details and instructions.

5.15.3 Overdue payment

Overdue payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 10.75% per annum as of the date of this Prospectus. If a subscriber fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Norwegian Private Limited Liability Companies Act (the "**Companies Act**"), not be delivered to such subscriber.

The Company and the Manager further reserve the right (but have no obligation) to have the Manager advance the subscription amount on behalf of subscribers who have not paid for the Offer Shares allocated to them within the Payment Date. The non-paying subscribers will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of any such payment by the Manager.

5.16 Delivery of the Offer Shares

Subject to timely payment of the entire subscription amount in the Rights Issue, the Company expects that the share capital increase pertaining to the Rights Issue will be registered with the Norwegian Register of Business Enterprises on or about 28 March 2023. The Offer Shares are expected to be delivered to subscribers who are allocated Offer Shares in the VPS on or about 29 March 2023 and in Euroclear on or about 31 March 2023.

The final deadline for registration of the share capital increase pertaining to the Rights Issue with the Norwegian Register of Business Enterprises, and, hence, the subsequent delivery of the Offer Shares, is, pursuant to the Companies Act, three months from the expiry of the Subscription Period (i.e. three months from 20 March 2023).

5.17 Listing of the Offer Shares

The Shares are listed on Euronext Growth Oslo or on Nasdaq First North Growth Market, as the case may be, under ISIN NO 001 0721277 and ticker code "ZWIPE". The Offer Shares to be listed on Euronext Growth Oslo will be listed as soon as the share capital increase pertaining to the Rights Issue has been registered with the Norwegian Register of Business Enterprises and the Offer Shares have been registered in the VPS. This is expected to take place on or about 28 March 2023. Offer Shares to be listed on Nasdaq First North Growth Market will be listed as soon as possible thereafter, expected to take place on or about 31 March 2023.

The Offer Shares may not be transferred or traded before they are fully paid and the share capital increase pertaining to the Rights Issue has been registered with the Norwegian Register of Business Enterprises.

5.18 The rights conferred by the Offer Shares

The Offer Shares to be issued in the Rights Issue will be ordinary Shares in the Company issued in accordance with the Companies Act, each having a nominal value of NOK 0.10, and will be registered electronically in the VPS and in Euroclear.

The Offer Shares will rank pari passu in all respects with the existing Shares and will carry full shareholder rights in the Company from the time of registration of the share capital increase pertaining to the Rights Issue with the Norwegian Register of Business Enterprises. The Offer Shares will be eligible for any dividends which the Company may declare after such registration. All Shares, including the Offer Shares, will have voting rights and other rights and obligations which are standard under the Companies Act, and are governed by Norwegian law.

5.19 VPS and Euroclear registration

The Subscription Rights will be registered in the VPS and in Euroclear under ISIN NO 001 2818048 and in Euroclear under ISIN SE 001 9891334. The Offer Shares will be registered in the VPS and in Euroclear with the same ISIN as the existing Shares, i.e. ISIN NO 001 0721277.

The Company's registrar with the VPS is, DNB Markets, a part of DNB Bank ASA (the VPS Registrar), with registered address at Dronning Eufemias gate 30, N-0191 Oslo, Norway, and telephone number +47 23 26 80 20.

5.20 Timeliness, validity, form and eligibility of subscriptions

All questions concerning the timeliness, validity, form and eligibility of any subscription for Offer Shares will be determined by the Board of Directors, whose determination will be final and binding. The Board of Directors, the Manager, or the VPS Registrar upon being authorised by the Board of Directors, may in its or their sole discretion waive any defect or irregularity in the Subscription Forms, permit such defect or irregularity to be corrected within such time as the Board of Directors or the Manager may determine, or reject the purported subscription of any Offer Shares. It cannot be expected that Subscription Forms will be deemed to have been received or accepted until all irregularities have been cured or waived within such time as the Board of Directors or the Manager or the VPS Registrar shall determine. Neither the Board of Directors, the Company nor the Manager or the VPS Registrar will be under any duty to give notification of any defect or irregularity in connection with the submission of a Subscription Form or assume any liability for failure to give such notification. Further, neither the Board of Directors, the Company nor the Manager or the VPS Registrar are liable for any action or failure to act by a financial intermediary through whom any Existing Shareholder holds its Shares or by the Manager or the VPS Registrar in connection with any subscriptions or purported subscriptions.

5.21 Share capital following the Rights Issue

Upon registration of the share capital increase pertaining to the Offer Shares with the Norwegian Register of Business Enterprises, the Company's share capital will be increased with NOK 2,086,204.70 and will be NOK 5,841,373.20 divided into 58,413,732 shares, each with a nominal value of NOK 0.10.

5.22 Dilution

The Company's total number of Shares will increase by 20,862,047 new Shares following the Rights Issue resulting in a total of 58,413,732 Shares outstanding, implying a dilution of approximately 35.7% for Existing Shareholders not participating in the Rights Issue.

The Company's total assets (non-current assets and current assets taken together) and liabilities (non-current liabilities and current liabilities taken together) as of 31 December 2022 were TNOK 69,413 and TNOK 14,053, respectively, which translates to approximately NOK 1.47 in net asset value per Share at that date. The Subscription Price for the Offer Shares in the Rights Issue is NOK 4.80 per Offer Share.

5.23 The Underwriting and Subscription Commitments

Pursuant to the Underwriting Agreements dated 22 November 2022, the Underwriters have, on a firm commitment basis, undertaken, severally and not jointly, and otherwise on the terms and conditions set out in the Underwriting Agreements to underwrite the Rights Issue for a total underwriting amount of

NOK 65,612,198.40 (the **Underwriting**), i.e. for all the Offer Shares less an amount of NOK 34,525,627.20 being covered by subscription commitments for the Rights Issue undertaken pursuant to the Subscription Commitments from the Pre-Committed Shareholders.

The Underwriters have, limited to their respective underwritten amounts as set out in the table below, undertaken to subscribe and pay for the Offer Shares not subscribed for during the Subscription Period on or prior to the Payment Date (not including the subscriptions covered by the Subscription Commitments).

The table below shows the subscription amount underwritten by each Underwriter.

Name of Underwriter	Address	Underwritten amount
Vasastaden Holding AB.....	Kungssportsplatsen 1, 411 10 Göteborg, Sweden	NOK 30,306,099.20
Erik Selin Fastigheter AB.....	Vasagatan 54, 411 37 Göteborg, Sweden	NOK 30,306,099.20
Arcanum Eiendom AS (Lars Windfeldt)...	Olav Selvaags Plass 5, 0252 Oslo, Norway	NOK 5,000,000.00
Total underwritten amount		NOK 65,612,198.40

The Underwriting will expire in the event that the relevant Underwriter is not notified of any allocation under the Underwriting Agreement within 30 April 2023.

Pursuant to the Underwriting Agreement, each Underwriter will receive an underwriting fee of 14% of their respective underwritten amount.

The Subscription Commitments have been undertaken by the Underwriters plus the chair of the Board of Directors (the "**Chair of the Board**"), Mr. Jörgen Lantto, for a total amount of NOK 34,525,627.20, being equal to the gross proceeds in the Rights Issue less an amount equal to the Underwriting.

5.24 Net proceeds and expenses related to the Rights Issue

The Manager receives a fixed advisory fee and a variable fee as a per cent of the gross proceeds of the Rights Issue for its services rendered in connection therewith from the Company. Each Underwriter will receive from the Company an underwriting commission equal to 14% of the amount of the relevant Underwriter's underwriting obligation. The total costs and expenses of, and incidental to, the Rights Issue are estimated to amount to approximately NOK 15.5 million. No expenses or taxes will be charged by the Company or the Manager to the subscribers in the Rights Issue.

Total net proceeds from the Rights Issue are estimated to amount to approximately NOK 84.6 million. See Section 5.2 "The use of proceeds" for a description of the use of such proceeds.

5.25 Interests of natural and legal persons involved in the Rights Issue

The Underwriters are Existing Shareholders, holding in aggregate approximately 32.17% of the Shares (based on information extracted from the Company's shareholder list in VPS and information available in Euroclear as of 31 January 2023), for which they will receive Subscription Rights and may exercise their right to take up such Subscription Rights and acquire Offer Shares. Further, and as explained above in Section 5.23 "The Underwriting and Subscription Commitments" each Underwriter will pursuant to the Underwriting Agreements receive an underwriting fee of 14% of the amount of the respective Underwriter's underwriting amount.

The Manager or its 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 Manager, its employees and any affiliate may currently own Shares in the Company. Further, in connection with the Rights Issue, the Manager, its employees and any affiliate acting as an investor for its own account may receive

Subscription Rights (if they are Existing Shareholders) and may exercise their right to take up such Subscription Rights and acquire Offer Shares, and, in that capacity, may retain, purchase or sell Subscription Rights or Offer Shares and any other securities of the Company or other investments for its own account and may offer or sell such securities (or other investments) otherwise than in connection with the Rights Issue. The Manager does 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.

Beyond the abovementioned, the Company is not aware of any interest, including conflicting ones, that is material to the Rights Issue of natural and legal persons involved in the Rights Issue.

5.26 Participation of major existing shareholders and members of the Management and Board in the Rights Issue

To the Company's knowledge, the following members of the Board of Directors and Management intend to subscribe for Offer Shares in the Rights Issue:

- The Chair of the Board, Mr. Jorgen Lantto, has provided an irrevocable Subscription Commitment in the amount of NOK 2,311,108.80.
- Board member Dennis Jones has indicated his intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares his existing shareholding of 65,258 Shares as of Record Date entitles him to in the Rights Issue.
- Board member Diderik Schonheyder has indicated his intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares his existing shareholding of 25,302 Shares as of Record Date entitles him to in the Rights Issue.
- Chief Financial Officer, Danielle Glenn, has indicated her intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares her existing shareholding of 12,000 Shares as of Record Date entitles her to in the Rights Issue.
- Chief Operating Officer, Eric Mercer, has indicated his intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares his existing shareholding of 25,500 Shares as of Record Date entitles him to in the Rights Issue.
- Chief Technology Officer, Dr. Robert Mueller, has indicated his intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares his existing shareholding of 48,572 Shares as of Record Date entitles him to in the Rights Issue.
- Chief Strategy and Product Officer, Patrice Meilland, has indicated his intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares his existing shareholding of 9,000 Shares as of Record Date entitles him to in the Rights Issue.
- VP and Head of Customer Success, Jens Hansen, has indicated his intention to, at a minimum, exercise Subscription Rights and subscribe for the number of Offer Shares his existing shareholding of 10,000 Shares as of Record Date entitles him to in the Rights Issue.

Further, the Company's largest shareholders Vasastaden Holding AB, Erik Selin Fastigheter AB and Arcanum Eiendom AS (Mr. Lars Windfeldt) are Underwriters in the Rights Issue and have also provided Subscription Commitments to subscribe for Offer Shares for a total amount of NOK 32,214,518.40 in the Rights Issue (see Section 5.23 "The Underwriting and Subscription Commitments" above).

Other than as set out above, the Company is not aware of whether any major shareholders of the Company or members of the Company's management, supervisory or administrative bodies intend to subscribe for Offer Shares in the Rights Issue, or whether any person intends to subscribe for more than 5% of the Rights Issue.

5.27 Publication of information relating to the Rights Issue

The Company will publish information relating to the Rights Issue through a press release that will be available on the Company's website, and by using the Oslo Stock Exchange's information system Newsweb (available at www.newsweb.com)

5.28 Miscellaneous

5.28.1 NCI number and LEI number

In order to participate in the Rights Issue, subscribers will need a global identification code. Physical persons will need a so-called National Client Identifier ("**NCI**") and legal entities will need a so-called Legal Entity Identifier ("**LEI**").

For physical persons with only a Norwegian citizenship, the NCI code is the 11-digit personal ID (Nw. *fødselsnummer*). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Subscribers are encouraged to contact their bank for further information.

LEI is a mandatory number for all companies investing in the financial market from January 2018. A LEI is a 20-character identifier that identifies distinct legal entities that engage in financial transactions. The global authority to issue LEI rests with the Global Legal Identifier Foundation ("**GLEIF**") which does not issue LEIs itself, but delegates this responsibility to Local Operating Units ("**LOU**"s).

Norwegian companies can apply for a LEI number through the website <https://no.nordlei.org/>. The application can be submitted through an online form and signed electronically with BankID. It normally takes one to two working days to process the application.

Non-Norwegian companies can find a complete list of LOUs on the website <https://www.gleif.org/en/about-lei/get-anlei-find-lei-issuing-organizations>.

5.29 Advisors in the Rights Issue

Erik Penser Bank (Apelbergsgatan 27, 103 91 Stockholm, Sweden) acts as manager and financial advisor in the Rights Issue. Advokatfirmaet Simonsen Vogt Wiig AS (Filipstad Brygge 1, N-0125 Oslo, Norway) acts as Norwegian legal advisor to the Company in the Rights Issue.

5.30 Governing law and jurisdiction

This Prospectus, the terms and conditions for the Rights Issue and the Subscription Form are governed by, and the Offer Shares will be issued pursuant to, Norwegian law. Any dispute arising out of, or in connection with, this Prospectus or the Rights Issue shall be subject to the exclusive jurisdiction of the courts of Norway, with Oslo as legal venue.

6 INDUSTRY AND MARKET OVERVIEW

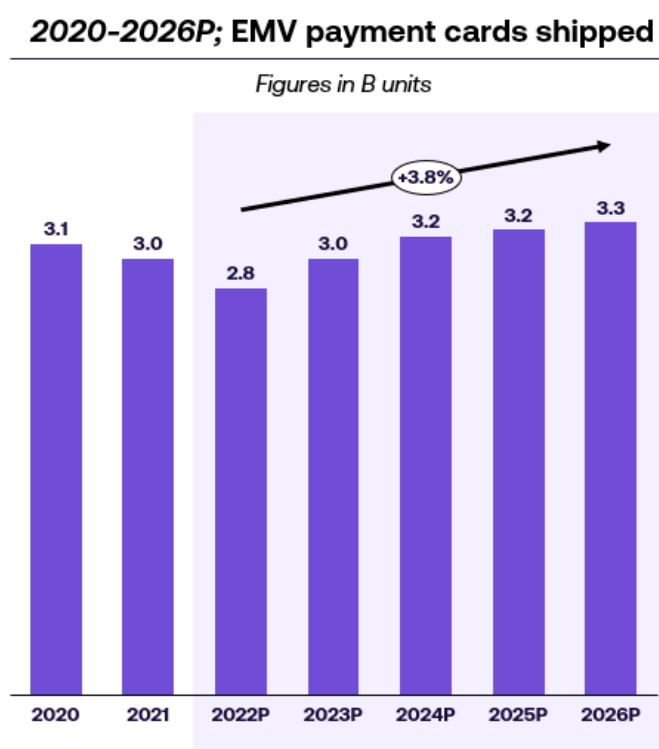
6.1 Payment market overview and trends

The use of cash is declining globally at a fast rate, a trend further accelerated by the COVID pandemic. The share of cash used in point of sale ("POS") transactions is expected to decline from 18% in 2021 to 10% in 2025.¹ This increases the market share of digital/mobile payments and card payments in total transaction volumes.

Despite the global shift towards digital/mobile payments, the number of issued EMV cards (EMV stands for Europay, Mastercard and Visa, the three institutions that created said standard) is still projected to grow through 2026 and beyond. This is mainly driven by Europe, the Middle East, and the Americas where payment systems are highly payment card centred.

There are various types of payment cards, reflecting more than 50 years of technological evolution in the cards themselves, the payment terminals, and the payment networks. The main generations of cards in the order in which they appeared include the magnetic strip card, the chip and pin card, the contactless chip card, and now the biometric card.

Figure 1: 2020-2026P;EMV payment cards shipped²

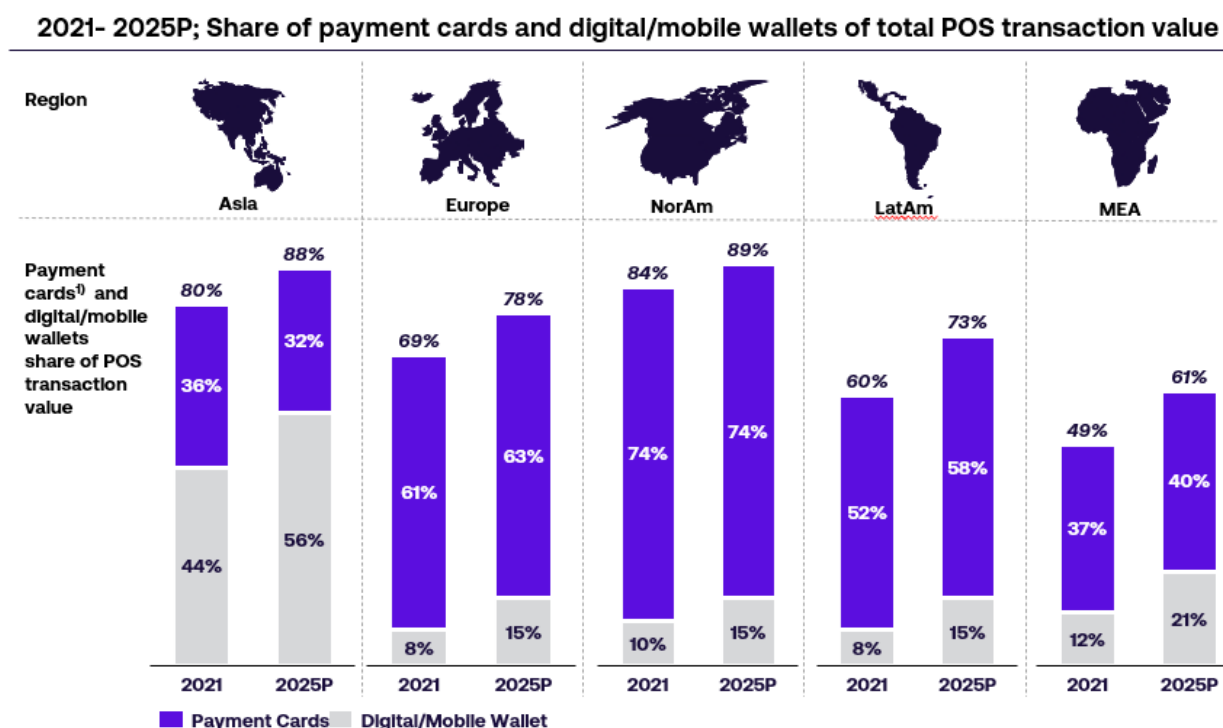


Digital/mobile payments have gained ground in recent years, and the digitization shift is expected to continue with an expected POS transaction share of 39% for digital payments in 2025. This is mainly fuelled by solutions within mobile payments (i.e. Alipay, Apple Pay), specifically in the Asia-Pacific region and emerging markets. Despite the increase in digital/mobile payments, payment card transactions at the POS are still forecasted to be the dominant type of transaction, growing in four out of five regions of the world for the near future.

¹ Source: "[Global Payments Report for Financial Institutions and Merchants](#)," FIS / WorldPay, 2022.

² Source: "[Biometric Payment Card Developments, Projects and Market Opportunities](#)," ABI Research, Sealy, Phil and Sam Gazeley, published online on April 29, 2022.

Figure 2: 2021-2025P; Share of payment cards and digital/mobile wallets of total POS transaction value³



Note 1) Payment cards includes both credit, debit and prepaid cards

In the payment cards space, the adoption of contactless payments was a gradual process that required an infrastructure upgrade (networks, authorization systems, terminals). But in recent years contactless transaction volumes increased across many markets due to the increased number of payment terminals with near-field communication capability. This trend towards increased use of contactless cards accelerated with the onset of COVID-19 and increased focus on hygiene. Contactless cards were already the global payment card standard in 2021 and 90-95% market penetration for contactless cards is expected by 2026.⁴

The growth of contactless payments indicates that consumers today desire new payment solutions that focus on improving their experience. Contactless payments – whether contactless cards or mobile wallets – allow cardholders to pay quickly and seamlessly. COVID-19 adds an additional, significant dimension to this demand – hygiene, health, and safety. The deployment of contactless payments for fast-moving retail environments and public transportation, as in the UK, has raised awareness of consumer demand for quick and easy payments. The caps on transaction limits of contactless payments have increased post-COVID-19, from levels around €25 to levels typically around €50. Meanwhile, security measures in place are typically limited, and consist of requesting a PIN after the contactless limit has been surpassed, after the number of transactions has surpassed a limit, or the device has been used multiple times under the limit in a short period of time. Raising the transaction limit cap has further increased cashless spending and is expected to continue to do so, particularly if security concerns are addressed – which is where biometric payment cards come in.

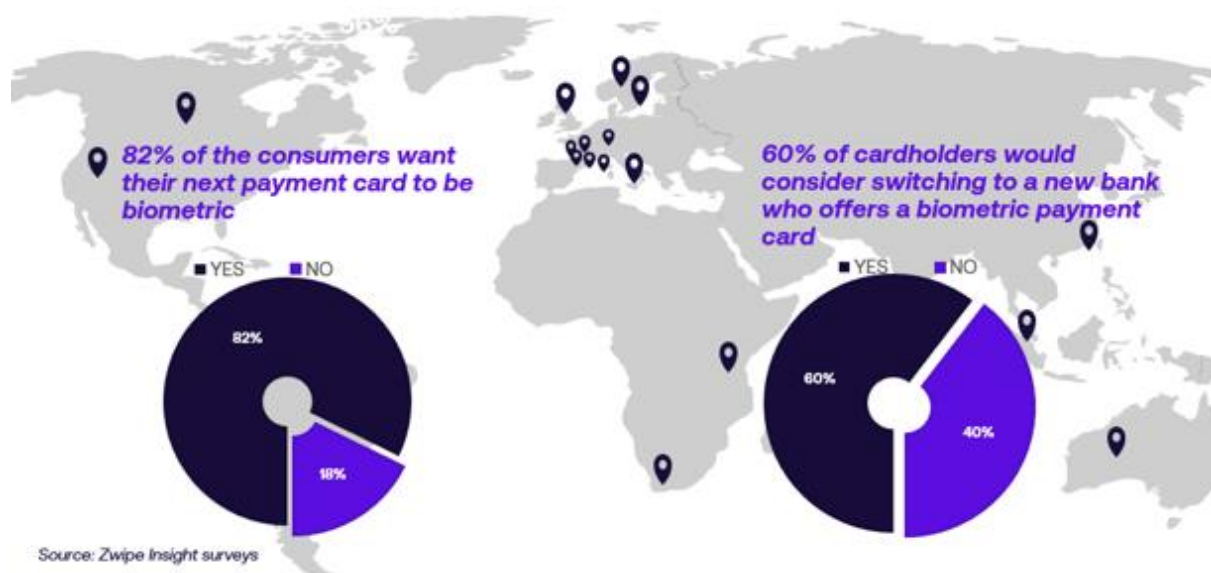
Unlike standard dual-interface cards where a lost/ stolen card can be misused "up to the PIN limit", biometric payment cards have the ability to prevent any unauthorised payment. There appears to be strong demand from

³ Source: "[Global Payments Report for Financial Institutions and Merchants](#)," FIS / WorldPay, 2022.

⁴ Source: "[Biometric Payment Card Developments, Projects and Market Opportunities](#)," ABI Research, Sealy, Phil and Sam Gazeley, published online on April 29, 2022.

consumers for biometric payment cards. Zwipe surveyed over 3200 cardholders across 17 countries to measure consumers' interest in biometric payment cards. In H1 2022, payment preferences of consumers in Germany, Austria, the Netherlands, Italy, Taiwan, Thailand and Australia were surveyed. The results are summarized below:

Figure 3: Consumers demand biometric payment cards⁵



Beyond consumers, there are demands for more security from other stakeholders in the payment ecosystem which are facilitating adoption of biometric payment cards:

- **Regulators:** Require strong customer authentication (as under Directive (EU) 2015/2366 - Payment Services Directive ("PSD 2") in the EU)
- **Governments:** Focus on biometric solutions to minimize fraud and identity issues (e.g. healthcare and social benefits), minimize infections and increase peace of mind. Biometric payment cards can help governments in the transformation to a cashless society and more intuitive payment processes. Biometrics can also help drive financial inclusion and facilitate access to financial services, particularly for individuals who are unfamiliar with PINs or passwords. Beneficiary programs must deal with illiterate persons in developing countries, and biometric cards can be operated easily by these beneficiaries in contrast to PIN-secured cards.
- **Payment Schemes:** The likes of Visa and MasterCard want to increase the growth of contactless payments to improve convenience, security, and safety, and are introducing industry mandates to ensure infrastructure readiness. Both schemes have released biometric payment specifications.
- **Issuers:** In addition to differentiation, providing customers peace of mind, and increasing revenue from top-of-wallet effects, Issuers aim to reduce fraud and skimming with biometrics.
- **Retailers:** Post Covid-19 there is a big push to ensure greater in-store hygiene for consumers and the "100% point of sale contact-free" promise of biometric payments becomes attractive. In addition, retailers benefit from a reduction in disputed transactions like chargebacks and the speed of transaction of a biometric payment card compared to a customer entering a PIN code at the terminal, making processing the customer lines faster.

⁵ Source: [Insights. "Zwipe," https://www.zwipe.com/insights](https://www.zwipe.com/insights)

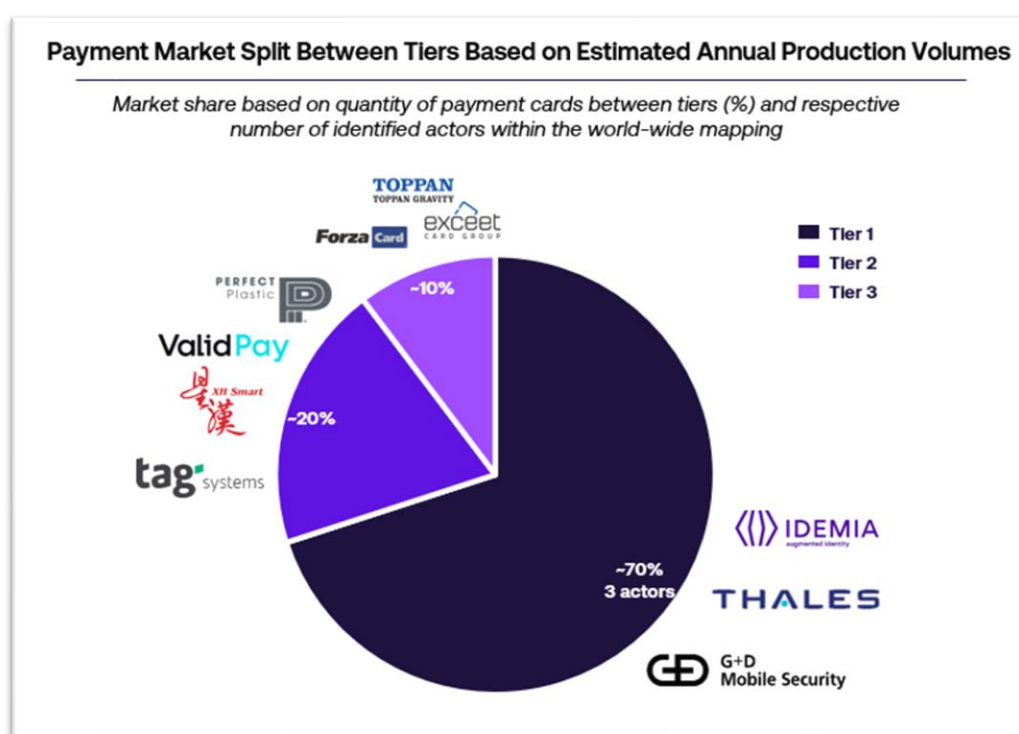
6.2 Payment card industry overview

The payment card manufacturing market is dominated by three Tier 1 players, defined by 1) total card manufacturing per annum of greater than 350 million cards, and 2) a global presence. Beyond Tier 1, there are many smaller producers with local reach.

- Tier 1 consists of Thales, IDEMIA, and G+D. Tier 1 companies are categorized by very high production volumes and global geographic presence.
- Tier 2 consists of players with a production of approximately 50-350 million payment cards annually. Generally, they have less extensive geographic reach than Tier 1, but still high volumes within penetrated markets.
- Tier 3 includes all remaining manufacturers with production volumes less than 50 million payment cards annually. They are generally limited to one or a few geographic markets.

Factors differentiating the tiers also include internal competencies and resources, with research and development ("R&D") investments and technical expertise higher among Tier 1 SCMs than with smaller SCMs who lack substantial innovative power.

Figure 4: Market split between the Tiers in the payment card manufacturing market⁶

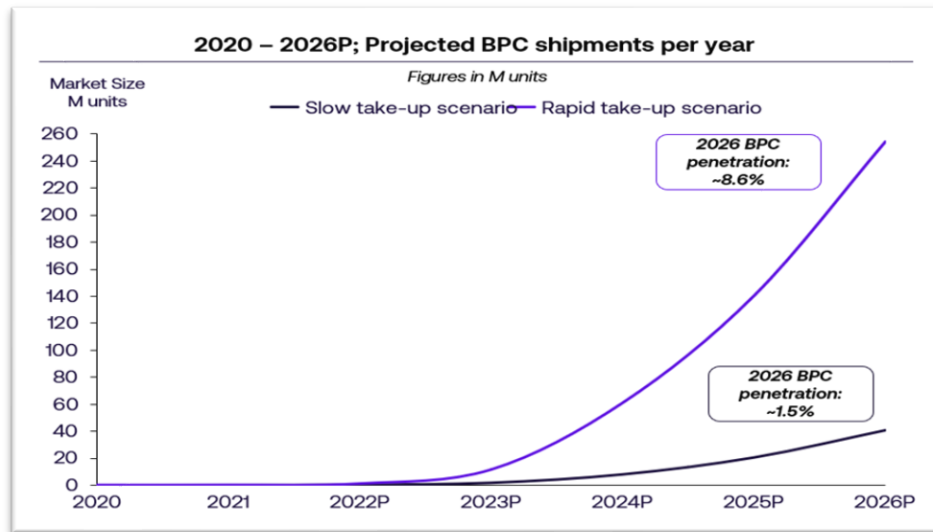


6.3 Biometric payment card market

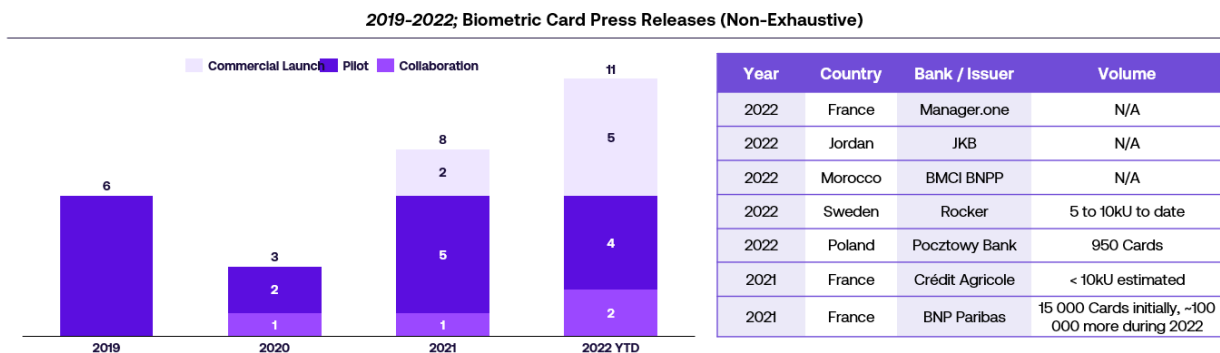
Biometric payment cards (BPCs) are expected to account for up to 9% of the annual contactless payment card shipments in 2026 according to ABI Research, which projects between 41 and 254 million BPC units to be shipped worldwide by 2026. Other external market reports project market share and volumes significantly higher than the ABI Research "rapid take-up" scenario, on the order of 15-20% market share.⁷

⁶ Source: Zwipe Internal Data – SCM Mapping

⁷ Source: "[Biometrics for Payments: Market and Technology Analysis, Adoption Strategies and Forecasts 2021-2026 – 3rd Edition](#)", Goode Intelligence, 30 March 2021 (behind paywall) and "[Biometric payment cards could generate over US\\$5bn in revenues by 2026, says UBS](#)", Proactive Investors, 17 February 2021.

Figure 5: 2020 – 2026P; Projected BPC shipments per year⁸

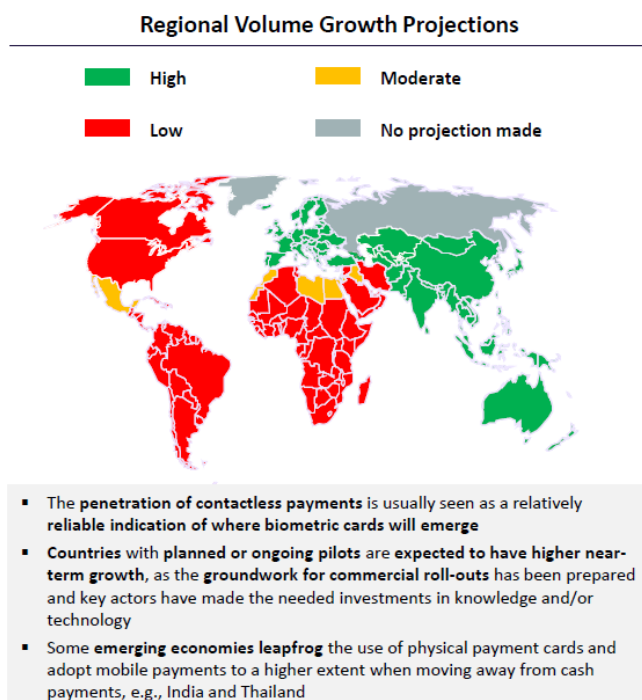
Since 2019, an increasing number of biometric cards have been piloted and commercially launched around the world.

Figure 6: 2019 – 2022; Biometric card press releases (non-exhaustive)⁹

It is expected that BPC growth will be centred in Europe and the Asia-Pacific region, alongside countries with planned or ongoing BPC pilots. The penetration of contactless payments is usually seen as a relatively reliable indication of where biometric cards will emerge. Countries with planned or ongoing pilots are expected to have higher near-term growth, as the groundwork for commercial rollouts has been prepared and key actors have made the needed investments in knowledge and technology.

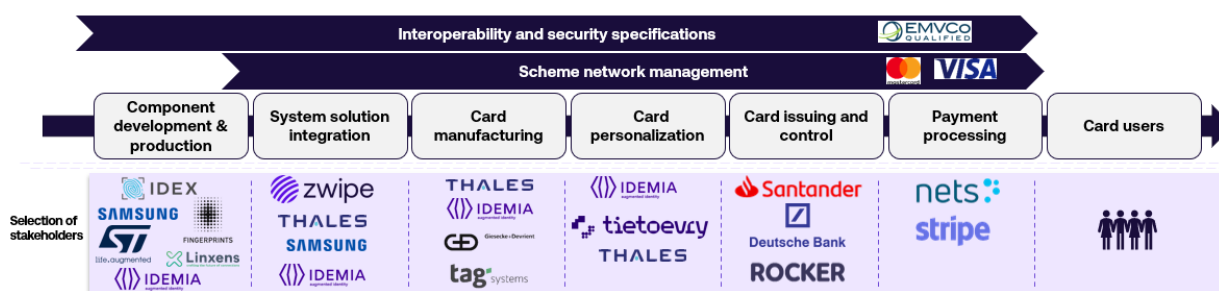
⁸ Source: "Biometric Payment Card Developments, Projects and Market Opportunities," ABI Research, 29 April, 2022

⁹ Source: Various press releases and companies' websites, Zwipe market intelligence

Figure 7: Regional Volume Growth Projections¹⁰

6.4 Biometric payment card value chain

The value chain for BPCs involves multiple stakeholders, many that perform several activities

Figure 8: Value chain for PBCs

Functions performed by each set of players can be summarized as follows:

Component development & production

- Development, production and testing of biometric sensor (hardware)
- Development, production and testing of chip (hardware)
- Development and testing of operating system (OS), secure element (SE) and applets (software)
- Development, production and testing of inlay (hardware)
- Development, production, and testing of enrolment solutions (hardware and software)

¹⁰ Source: Zwipe market intelligence / "Biometric Payment Card Developments, Projects and Market Opportunities," ABI Research, 29 April 2022 / "Global Payments Report for Financial Institutions and Merchants," FIS / WorldPay, 2022.

System solution integration

- Integration and testing of hardware/software components into an interoperable solution
- Production of solution sub-systems (i.e. software loading, chip encapsuling)
- Certification (LoA) of fingerprint solution with schemes
- Documentation and specification of solution implementation requirements

Card manufacturing

- Machinery investments for sensor milling and assembly
- Testing and industrialization of BPC production
- Certification (LoA) of BPC manufacturing with schemes
- Manufacture of BPCs using components and sub-systems
- BPC testing

Card personalization

- Personalization of card (i.e. name, logo)
- Commissioning of BPC
- BPC testing
- PIN creation
- Card and enrolment solution packaging and mailing

Card issuing and control

- Define card program including fees
- Recruit cardholders
- Set and manage cardholder credit limits
- Verify transactions and approve payments to acquiring banks as cardholders use BPC
- Set and manage cardholder loyalty schemes
- Collect fees and payments

Payment processing

- Handling verification of card use requests
- Processing and settlement of payments between issuing and merchant (acquiring) banks

Card users

- Enrol card programs
- Activate card and load fingerprint data onto BPC
- Use BPC for making payments when shopping
- Pay card fees, invoices and interest from issuing bank

In addition, there are players like EMVCo that facilitate a payment infrastructure ecosystem that is standardised in terms of security and interoperability and the Payment Schemes like VISA and Mastercard that manage the payment network, set network rules, approve scheme participants and technology, issue LoAs and collect fees from participating banks.

6.5 Access control market overview and trends

In the last two decades, security awareness has increased globally, with both physical and logical access control increasingly common methods for organizations to protect their employees and the company from theft and espionage. Most public and private buildings now require some sort of access control.

Many access control systems are antiquated, and both governmental organizations and companies will need to upgrade their control systems if they want to retain a high security level. Card-based readers building on

proximity or smart card technical solutions are expected to be the dominant reader types, also paving the way for mobile access solutions.

The access control market has seen substantial growth since 2016 in both value and number of smart card access control readers shipped globally, and this growth is expected to continue in the coming years. The global access control reader market was valued at USD 4.3 billion in 2022 and is expected to reach USD 5.4 billion by 2026, a CAGR growth of 12.5%. With an assumed price range of USD 1-2 per card, it is estimated that approximately 210-420 million smart access cards were sold in 2021.

Figure 9: 2016 – 2024P; Global Access Control Reader Market, BUSD¹¹

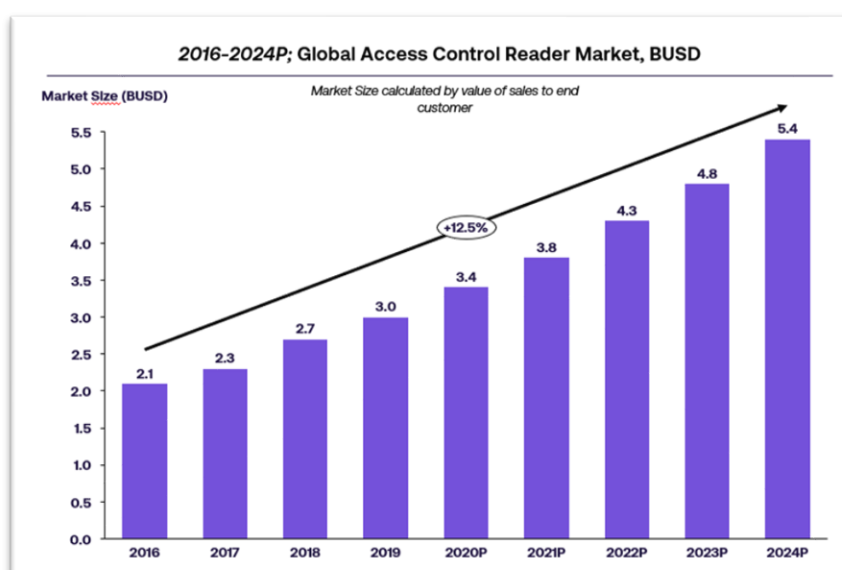
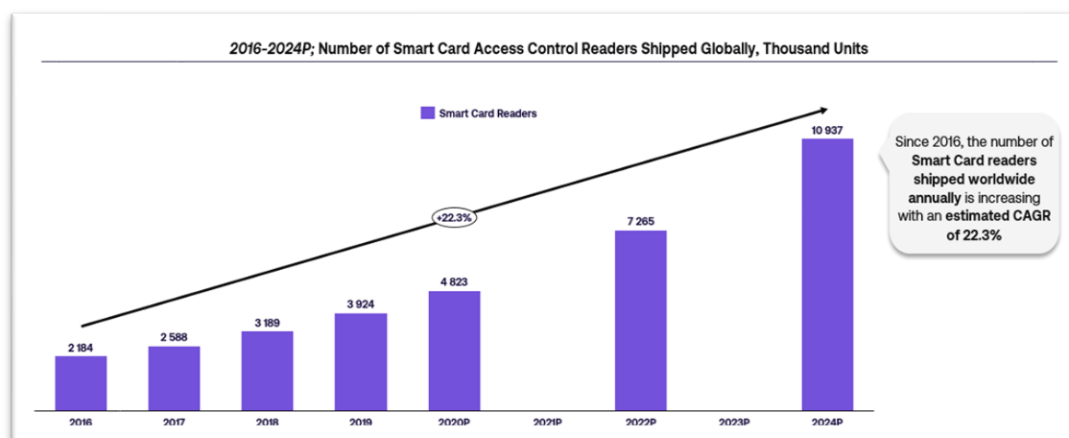


Figure 10: 2016-2024P; Number of Smart Card Access Control Readers Shipped Globally¹²



6.6 Access control market technologies

The global smart card reader market is dominated by technology and protocols from NXP and HID, who are expected to have global market shares of 57% and 34%, respectively, in 2024. The remaining market is shared

¹¹ Source: "Access Control Reader Market – Global forecast to 2024", Markets and Markets, August 2019.

¹² Source: "Access Control Reader Market – Global forecast to 2024", Markets and Markets, August 2019.

among mid-sized players such as LEGIC and locally developed solutions. The communication protocols from NXP (Mifare) and HID (iClass) have an impact on both the overall solution and the design of the components and sub-systems.

Figure 11: 2019 – 2024P; Global Smart Card Access Control Reader Market¹³

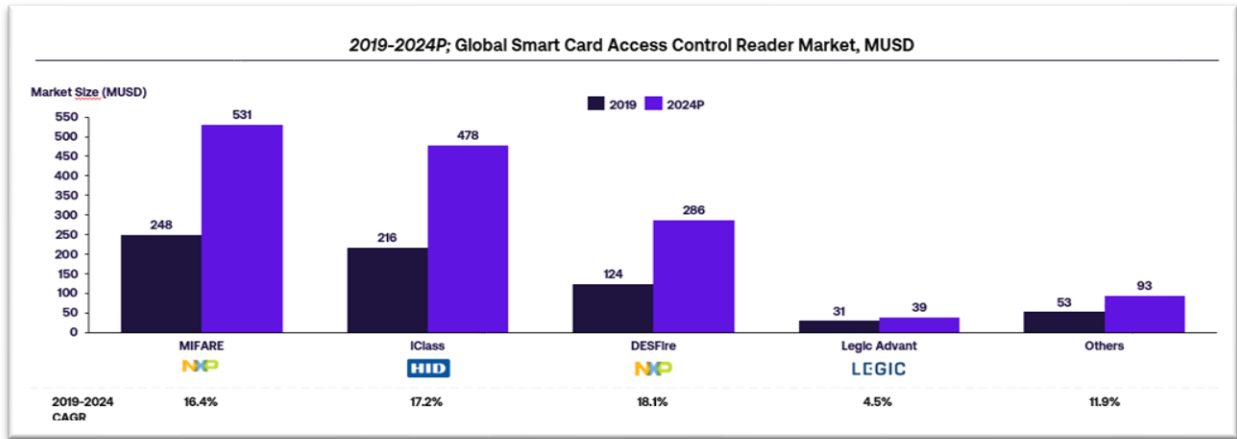
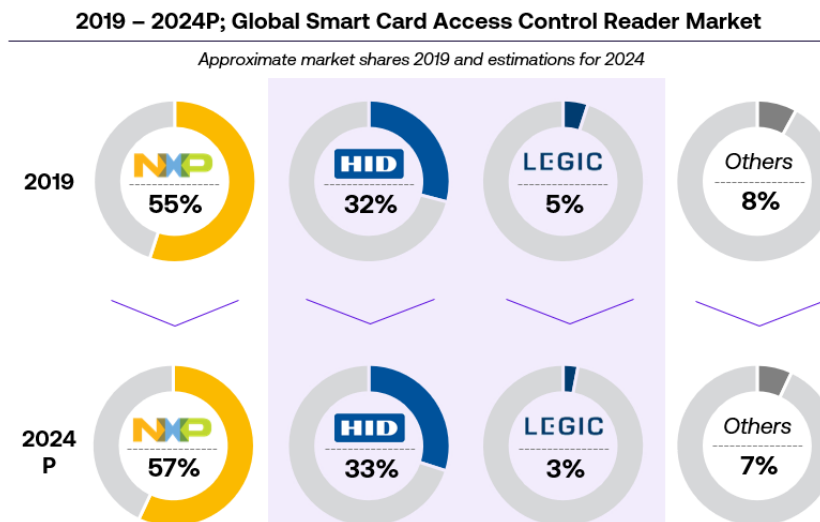


Figure 12: 2019 – 2024P; Global Smart Card Access Control Reader Market 2019¹⁴



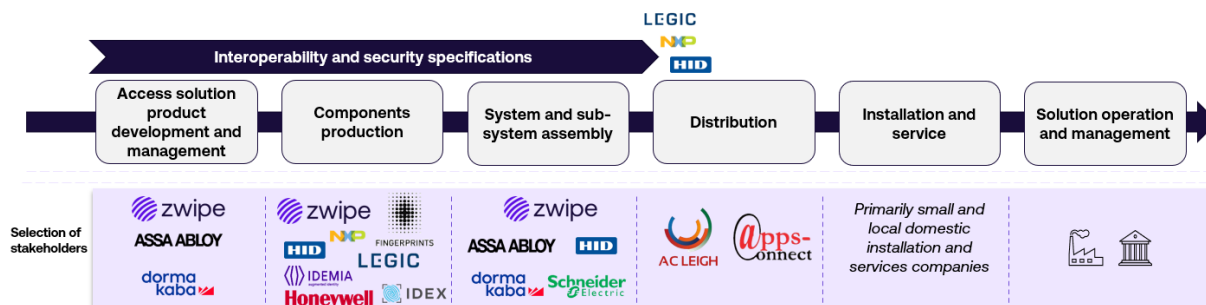
¹³ Source: "Access Control Reader Market – Global forecast to 2024", Markets and Markets, August 2019.

¹⁴ Source: "Access Control Reader Market – Global forecast to 2024", Markets and Markets, August 2019.

6.7 Access control system value chain

The access control system value chain is both complex and fragmented, with players involved at different steps:

Figure 13: Access control system value chain



Functions performed by each set of players can be summarized as follows:

Access solution product development and management

- Specification of functional requirements
- Technical specification of solution
- Sourcing of components / internal component development
- Prototype development and testing
- Sourcing of suppliers for components and or sub-systems

Components production

- Development of components – chip, circuit board, enclosure, biometric solution, control software

System and sub-system assembly

- Assembly of system components included loading of software
- Functionality testing
- Documentation and specification of solution installation, operation and service

Distribution

- Manage an updated and relevant inventory access solutions, products and spare parts
- Ship goods to installation & service companies or directly to end customer based on orders placed by installation and services companies
- Order from product producers / solutions providers

Installation and service

- Site survey and design solution
- On-site installation and configuration of access control systems
- Maintenance and upgrading of installed access control systems
- First line support in case of issues or questions from customers

Solution operation and management

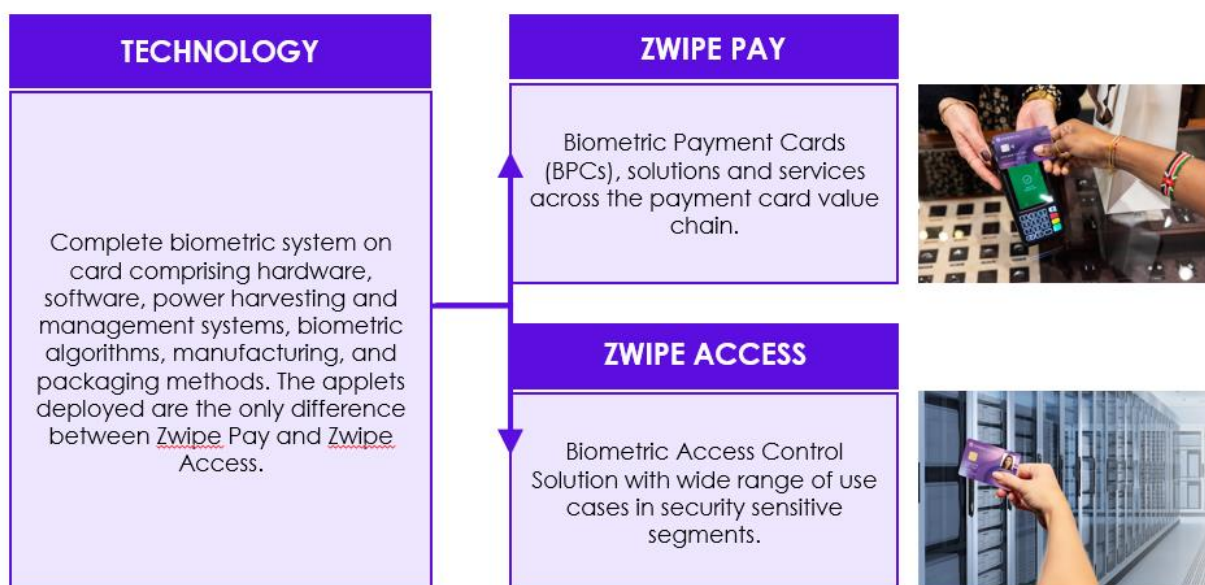
- Commissioning of access cards and enrolment of new user profiles
- Card personalization
- Managing access rights of existing user profiles
- Deletion of user profiles / decommissioning of users
- As required: surveillance and reporting of user data

7 BUSINESS OF THE GROUP

7.1 Introduction

Zwipe is a biometric authentication technology company. The Group has two unique businesses – Zwipe Pay and Zwipe Access – built upon the same core technology platform, enabling payments and access control with world-class security and convenience.

Figure 14: Overview of Zwipe's businesses



Following its incorporation in 2009 and through 2021, Zwipe focused on the R&D of its technology, proof of concept and initial pilots of its products and services, and Payment Scheme certifications. In 2022, Zwipe entered into a new phase, centered upon commercial and organizational scale-up and wider roll-out of its products and services. As the market for biometric payment cards takes off and the market for biometric access control cards is established, Zwipe's pace of commercialization is expected to pick up in 2023.

The Company is a Norwegian private limited liability company with its shares listed on Euronext Growth Oslo and Nasdaq First North Growth Market under ticker symbol "Zwipe".

Zwipe employed 43 full-time equivalent persons as of 31 December 2022. Zwipe is headquartered in Oslo, Norway, with a global presence through its Group companies in Germany, UK, Singapore, USA and Sweden and with employees in additional jurisdictions.

7.1.1 Brief history, development and important events

Year	Event
2009	<ul style="list-style-type: none"> The Company is incorporated in September 2009 under the company name OrigoID AS by Joakim Solberg and Kim Humberstad.
2010 – 2013	<ul style="list-style-type: none"> Zwipe develops the Zwipe Core Technology and IP, receiving several awards for its business concept and innovative approach to solve issues related to fraud.
2014	<ul style="list-style-type: none"> MasterCard and Zwipe announce the World's First Biometric Contactless Payment Card with integrated fingerprint sensor.

Zwipe AS - Prospectus

Year	Event
2016	<ul style="list-style-type: none"> At the Money 2020 conference, CPI Card Group Inc. and Zwipe demonstrate the first ever dual interface biometric card - able to conduct contactless and contact-based transactions
2017	<ul style="list-style-type: none"> Zwipe develops and delivers the world's first biometric inlay for dual interface payment cards.
2018	<ul style="list-style-type: none"> Zwipe launches first bank pilots with MasterCard, Visa, Gemalto N.V. and Areeba. Zwipe is awarded a EUR 2.3 million grant from Horizon 2020. Zwipe signs its engagement with CPI Card Group in North America as SCM customer.
2019	<ul style="list-style-type: none"> Zwipe's first day of trading on Merkur Market (now Euronext Growth Oslo), raising net NOK 103 million in gross proceeds. Zwipe signs SCM customers TAG Systems and Inkript and achieves first commercial revenue. Zwipe announces major strategic partnership with Idemia to offer a disruptive biometric payment card platform, with Zwipe securing exclusive distribution rights of the technology.
2020	<ul style="list-style-type: none"> Zwipe raises additional NOK 161 million in net proceeds from private placement and subsequent offering (from 2019). Zwipe's first day of trading on Nasdaq First North Growth Market. Zwipe signs two new SCM customers- Masria Digital Payments and Toppan Forms Card Technologies, Ltd. Zwipe and Idemia deliver the first engineering samples of the BioSE, a key milestone in their new biometric payment card platform. Zwipe announces partnership with IDEX Biometrics, enabling a complete system solution for BPCs. Zwipe announces partnerships with key players in the payment card value chain including TietoEvry, CardMatix, Smart Technology Services, Wisecard and VeriTech. Inkript places first commercial order for Zwipe Pay. Zwipe announces pilot of Zwipe Pay with OP Financial Group and TietoEVRY. IDEMIA receives the Integrated Circuit Card Number security certificate from EMVCo for which Zwipe has secured worldwide distribution rights.
2021	<ul style="list-style-type: none"> Zwipe raises NOK 104 million in net proceeds through a private placement to the Swedish investor Erik Selin. TAG Systems places first commercial order for Zwipe Pay. Zwipe signs 5 new SCM customers including KL HI-TECH, Silkcard, Beautiful Card Corporation, GEPCOM, and Forzacard. Zwipe announces a total of 11 new issuer pilots in 2021, including with a Global Tier-1 bank in three European countries and the MEPS pilot with up to 20 banks in the Middle East. Inkript places additional frame order of USD 318,000 for Zwipe Pay. Zwipe launches biometric solution for access control and enters collaborations with HID Global, LeGrand and Southco.
2022	<ul style="list-style-type: none"> Zwipe signs 1 new SCM customer, Placard in Australia. Zwipe announces 6 new issuer pilots bringing the total announced pilots since 2018 when new generation of technology introduced to 21. Visa certifies Zwipe Pay BPC Platform and issues LoA to Zwipe This was followed by BCC, TAG Systems, Inkript and KLHT also obtaining VISA LoAs for their cards built on the Zwipe Pay platform. Fraport AG announces pilot with Zwipe on next generation access control solutions at Frankfurt Airport. TSYS adds insight to the previously announced partnership in North America. Zwipe Access integrated with LEGIC Security Platform to provide end-to-end biometric security. Robert Puskaric appointed new President and CEO of Zwipe Mastercard approves the Zwipe Pay platform Zwipe receives a significant commercial order of \$225,000 received for Zwipe Pay platform Zwipe announces a fully guaranteed rights issue raising approximately NOK 100 million Zwipe presents mobile enrolment solution for Zwipe Pay for both Android and iOS at Trustech

7.2 Strategic framework

7.2.1 Value proposition

Zwipe's value proposition can be summarized as follows:

- Zwipe Pay is an innovative and complete turnkey solution for biometric payment cards, providing cardholders increased safety, security, privacy, convenience and control in contactless payments.
- Zwipe Pay has a significant global addressable market with BPCs estimated as high as 15-20% of approximately 3.5 billion total EMV card shipments expected by 2030¹⁵.
- Zwipe Access is a biometric access control solution for security sensitive segments, a rapidly growing area driven by enterprise needs for higher security, and better data privacy compliance.
- The same "biometric system on card" core technology underpins both businesses, with Zwipe offering excellent biometric performance and security at competitive cost levels.
- Zwipe provides additional value-added services end-to-end across the payment card and access control system value chains.
- Zwipe has a broad go-to-market strategy directly targeting SCMs and system integrators, and indirectly their customers such as banks and enterprises, leveraging a fast-growing partner and solutions provider network.
- Strong management team with extensive experience within the fields of biometrics, smart cards, payments, R&D, operations, finance and sales.

7.2.2 Vision

Zwipe is pioneering next generation biometric cards for payment and access control solutions. The Group promises customers and partners deep insight and a seamless user experience with its innovative products and services.

As seen in the mobile phone market, consumers have rapidly embraced biometrics for safe and secure authentication, with fingerprint sensor penetration going from 0% in 2012 to 45% in 2016 to approximately 86% in 2020.¹⁶ This is paving the way for a larger adoption of biometrics in other field of applications, notably payments and access control.

Zwipe's vision is to be a global leader in biometric authentication solutions for payment and access control cards. Ultimately, the Group believes the inherent uniqueness of every person is the key to making cards safer, more convenient and more secure to use.

7.2.3 Mission

Following the outbreak of the COVID-19 pandemic in 2020, Zwipe's mission statement was expanded to "Making Convenience Safe and Secure" to incorporate Zwipe's fundamental belief that there should be no trade-off between security and safety on the one hand, and convenience on the other.

¹⁵ Source: "2Biometrics Payments – Market & Technology Analysis, Adoption Strategies and Forecasts 2021-2026", Goode Intelligence, 30 March 2021 (behind paywall) and "UBS forecasts widespread adoption of biometric payment cards", NFCW, 22 February 2021.

¹⁶ Source: "[Fingerprint Sensor is Becoming Standard Feature in Smartphones](#)", Counterpoint research, 30 September 2017 and "[Unit shipments of mobile phones worldwide from 2009 to 2026](#)", Statista, 5 December 2022 and "[1.6 Billion Mobile Fingerprint Sensor Shipments in 2020](#)", HIS, 25 January 2016

Zwipe's technology enables simple and cost-efficient biometric authentication solutions in space- and power-constrained environments such as smart cards. The Group's solution is battery-less, contactless, ultra-low power and self-contained with encrypted data stored on the device only. The technology comprises power harvesting and management systems, biometric algorithms, manufacturing and packaging methods to deliver a secure, fast and intuitive authentication experience for all users of biometric cards.

The first major application area for Zwipe's biometric authentication technology is in the payments space with Zwipe Pay. Despite widespread use elsewhere, fingerprint verification has not yet been integrated in commercial mass deployments of contactless payment cards. Zwipe aims to be an early mover in establishing this market for biometric payment cards, which is seen as high as 500-800 million units¹⁷ manufactured per annum within the next ten years.

When it comes to payments, while PINs initially provided hard to eliminate, contactless payments cards are now the dominant means of completing transactions at the point of sale. The challenge with "standard" contactless payment cards is the perceived lack of security inherent in the solution, with banks introducing transaction caps as a result. Zwipe eliminates security concerns and bypasses the need for transaction limits by integrating biometrics into contactless transactions without compromising the user's right to privacy. Zwipe Pay is compatible with existing legacy infrastructure at the point of sale. Leveraging biometrics to unlock convenient, safe and secure authentication is expected to be a next step in the evolution of the payment card value chain - enabling enhanced checkout experiences both digitally and physically.

The financial services industry is ripe for innovation with biometrics. The winners will be those who can provide the best-in-class mix of convenience, safety and security at an acceptable cost. Zwipe builds its competitive position by combining an attractive technology platform from a cost and performance perspective with a "one stop shop" engagement model – playing the role of trusted advisor and systems integrator, leveraging proprietary know-how accumulated from being an early developer of biometric payment card solutions. This unique combination is the cornerstone of Zwipe's go-to-market strategy toward mass market deployments of BPCs.

The second major area of application for Zwipe's biometric authentication technology is in access control, which builds upon Zwipe's position in the payments space. With increased security awareness globally, physical and logical access control is increasingly common in buildings and other settings. Many access control systems are antiquated and will need to be upgraded to retain a high-security level - with smart card readers expected to become the dominant reader type, and almost 700 million smart access cards expected to be shipped by 2026.¹⁸

While biometric solutions are new and currently have low customer and market awareness, Zwipe expects this area to grow rapidly and for biometric cards to take a significant percentage market share of the total smart access card market. Critically, biometric card solutions are compatible with leading access control systems, reducing time to and cost of deployment for customers as there is no need to upgrade existing infrastructure. Infrastructure operators also do not need to create, manage and maintain a database with users' fingerprints, as the biometric data of each user is only stored onto the card, simplifying operation and facilitating compliance with Data Protection Regulations in force in different parts of the world (i.e. GDPR in Europe).

As with payments, Zwipe's mission is to both help establish the market for biometric access control cards and become a leader therein. Zwipe aims to work with system integrator ("SI") partners in expanding their offering to also include biometric access control cards. Zwipe will also enable its existing SCM customers in the

¹⁷ Source: [Biometrics Payments – Market & Technology Analysis, Adoption Strategies and Forecasts 2021-2026](#), Goode Intelligence, 30 March 2021 (behind paywall) and [UBS forecasts widespread adoption of biometric payment cards](#), NFCW, 22 February 2021.

¹⁸ Source: "Access Control Reader Market – Global forecast to 2024", Markets and Markets, August 2019 / Zwipe Market Intelligence

payments space to create additional revenue streams within the access control field. Zwipe will initially focus on high-security domains such as airports and data centres, before expanding into other market segments.

Zwipe has long-standing collaborations with leading SCMs, fingerprint sensor and digital security providers - key players in the biometric marketplace. Zwipe also have technical and commercial partnerships with payment service providers, system integrators and issuers to accelerate the deployment of their solutions globally.

In its mission of making convenience safe and secure, Zwipe aims to become the best partner to SCMs and system integrators alike in supplying and deploying biometric solutions built on industry-leading components with best-in-class customer and user experience.

7.2.4 Indicative medium-term aspirations

Biometric solutions in both payments and access control are nascent markets, but the potential is significant.

Zwipe undertook a strategy exercise in late 2022 which resulted in a new set of medium-term aspirations, across the domains outlined below.

End users

- Zwipe is a recognized market leader and implementation partner for biometric payment and access control solutions
- The Zwipe Pay solution has been commercially implemented by multiple issuers
- The Zwipe Access solution has been commercially implemented and is fully operational in select verticals across Europe and North America

Customers

- Zwipe is the preferred partner for mid-sized SCMs and personalization bureaus that want to add biometric payment cards to their portfolio
- The Zwipe brand name is well established among SCMs and personalization bureaus for Zwipe Pay, and among system integrators in selected verticals for Zwipe Access
- Zwipe has a minimum threshold of signed Tier 2 SCMs within Pay that are fully operational and are delivering commercial orders
- Zwipe, together with partner system integrators, has successfully implemented the Zwipe Access solution within its selected verticals

Product / solution

- The Zwipe Pay and Zwipe Access solutions, including the various enrolment options, are competitive and verified with a high perceived value
- The user experience is consistent and frictionless
- Key supplier agreements have been secured and Zwipe is a recognized channel in their go-to-market strategies

The major challenges related to execution of the Group's strategy and its future prospects include: i) adoption rates of biometric solutions for payments and access control by Issuers and enterprises, respectively, ii) execution of pilot projects in both Zwipe Pay and Zwipe Access demonstrating use case and advantages of both solutions, iii) consumer acceptance of use of new biometric technology in payments and access control, iv) maturation of Zwipe Pay and Zwipe Access technology to meet evolving market demands and maintain competitiveness, v) manufacturing cost development for biometric cards, vi) maintenance of acceptable sales prices and gross margins on the Group's solutions and vii) the availability of efficient systems for enrolling consumers' biometric data on cards.

Specifically for Zwipe Pay, maintenance of Payment Scheme certification (MasterCard, VISA, et al) by the Group and the Group's SCM customers obtaining approval to manufacture biometric payment cards based on the Zwipe Pay platform will be key to the Group's future success.

7.2.5 Strategic pillars

The Group's strategic pillars outlined below should be viewed as broad strategic aspirations and do not provide any firm guidance from the Group.

7.2.5.1 *Accelerate growth of Zwipe Pay*

- Execute a focused customer and partner engagement strategy.
- Execute a focused issuer engagement strategy, helping financial institutions get from pilot to large-scale commercial deployments.
- Strengthen issuer pilot execution and SCM production readiness.
- Differentiate by being a company solely focused on biometric technology, providing a full biometric solution to partner SCMs built on industry-leading components and know-how.
- Create value by functioning as the R&D center for SCMs and by providing solution and implementation support for introducing biometric payment solutions, enabling SCMs to both implement and distribute BPCs without spending time and resources on developing the needed in-house knowledge and skills.

7.2.5.2 *Establish and grow Zwipe Access business in selected verticals*

- Execute a partner-driven go-to-market strategy for Zwipe Access finished cards and chipsets.
- Differentiate by having a solution that provides multi-factor authentication without the need to upgrade the existing reader infrastructure, with a solution also certified for payments.
- Support system integrators in expanding their offering to also include biometric access control cards.
- Enable SCMs to create additional revenue streams.

7.2.5.3 *Continuously develop Zwipe Pay and Zwipe Access technology to efficiently and competitively meet future market demands.*

- Make Zwipe Pay and Zwipe Access ready for mass volume deployment, including enrolment solutions.
- Collaborate with important partners on further developing the technology platform.
- Differentiate from the competition by being the most customer-centric provider of biometric solutions in both Zwipe Pay and Zwipe Access.

7.3 Principal activities and products offering, position in the value chain

7.3.1 Zwipe Pay

The full card cost of biometric payment cards is a multiple of a traditional dual-interface card, and is sometimes viewed as an obstacle to high volume market take-off. In September 2019, Zwipe entered a strategic partnership with Idemia¹⁹, one of the world's leaders in identity technologies and one of the largest payment card manufacturers²⁰, to collaborate on a disruptive technology platform seen as a catalyst for growth in the industry.²¹ The engagement with Idemia was a major step forward for Zwipe, allowing the company to fully exploit its strong customer relationships built over the years of early technology development for biometric cards. The product resulting from Zwipe's collaboration with Idemia is Zwipe Pay.

Zwipe Pay represents a comprehensive solution offered as a bundle of pre-certified components which enable the manufacturing of a biometric payment card. The core component is the ISO contact plate module, which includes a secure element with biometric JavaCard OS plus Visa and MasterCard biometric-aware payment

¹⁹ Source: <https://www.idemia.com>

²⁰ Source: Nilsson Report, issue 1229, October 2022

²¹Source: "Idemia and Zwipe partner to offer a disruptive biometric card platform" <https://zwipe.com/news>, 19 September 2019.

applets. The second essential component is the fingerprint sensor manufactured by IDEX which Zwipe delivers on 35mm tape for efficient mounting into a card. Finally, the bundle includes the card inlay delivered as prelaminated sheets made to customer specifications. Enrolment solutions, including a unique mobile enrolment solution, allow for convenient enrolment of cardholders while system integration support makes Zwipe Pay a complete turnkey solution. The Zwipe Pay platform integrates and simplifies component design and manufacturing process for SCMs that do not have the requisite inhouse knowledge of the Tier 1 SCMs, resulting in biometric payment cards that can be manufactured turnkey at competitive cost and high volume.

The picture below illustrates the key components of Zwipe Pay:

- Integrated Circuit ("IC") module with a biometric secure element underneath the ISO Contact Plate
- Fingerprint sensor
- Passive wired inlay

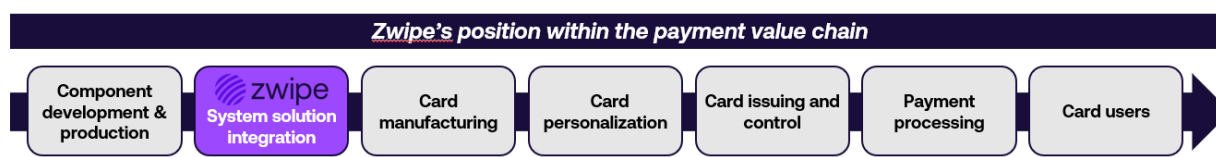
Figure 15: Key components of Zwipe Pay



Zwipe's direct customers are EMV-certified SCMs. The SCMs buy the components from Zwipe and laminate cards with the issuer's unique design on a printed layer on top and bottom of the Zwipe prelaminated sheet. Both the Zwipe Pay module and the fingerprint sensor are then mounted post-lamination. This is a standard process for dual-interface cards which Zwipe has pioneered in biometric cards, obtaining patents and working closely with equipment manufacturers to ensure a seamless integration for customers.

Zwipe plays the role of systems integrator within the payment card value chain.

Figure 16: Zwipe's position within the payment card value chain



Beyond sales of a biometrics payment package to SCMs, Zwipe offers value-added services, technical advisory, go-to-market support and implementation support to other players across the payment card value chain, aiming to accelerate the adoption of BPCs.

Addressing the payments market also requires considering concerns of industry bodies, regulators and consumer-interest groups. Biometric technology raises regulatory questions from governments over data security and privacy. Financial institutions worry about handing over security to technology firms or being 'locked' into device-specific solutions. Zwipe collaborates with the different stakeholders to understand, qualify and address their needs, aiming to help all stakeholders find appropriate solutions to expedite the adoption of biometrics in financial services with best-of-breed technology solutions.

7.3.2 Payment Scheme certification

The payment industry is highly regulated, and payment cards are no exception to that. The Payment Schemes Mastercard and Visa have established standards, test regimes and accredited laboratories for Biometric System-on-Card ("**BSoC**") technology and its use for payment. Before any payment card can be deployed in mass volume, it needs to go through stringent and extensive testing at an accredited lab. The SCM is responsible for such certification as further described in Section 8 "International card scheme and EMV regulatory framework", but Zwipe is responsible towards the SCM for its components of the biometric payment card.

Zwipe Pay obtained certification by Visa (LoA) in March 2022 and by Mastercard (CCS) in August 2022 - the first next-generation platform for biometric cards approved by both major Payment Schemes and available for sale to SCMs. This was followed by several Zwipe Pay lead customers obtaining LoAs from the Payment Schemes. Together with additional certifications like card body innovation testing for Visa and Card Structure integrity ("**CSI**") for Mastercard, these LoAs enable full-scale commercial deployment. The latter two cannot be obtained by Zwipe, but Zwipe performed the same tests to create a reference for SCM customers and proof that the tests can be passed with cards manufactured under production conditions. With these certifications, cards manufactured based on Zwipe Pay technology are now commercially available from several SCMs.

Every new customer for Zwipe Pay needs to go through their own certification process. Zwipe makes this as easy as possible with component pre-certifications, references and process consulting exploiting the extensive experience gained. Until an SCM has obtained all certifications for the product, limited-scale deployment of biometric payment cards for piloting is possible, if an issuer applies for a waiver that is granted by the relevant Payment Scheme.

7.3.3 Zwipe Access

The second major application for Zwipe's biometric authentication technology is in access control with Zwipe Access, which has a wide range of uses in security sensitive segments. The Group's biometric access control card solution enables organizations to augment the security of their existing infrastructure, based on contactless protocols like HID and LEGIC, without the need to change the readers already installed. It also brings the robust authentication capabilities of biometrics without the need to create and maintain a database of users' biometric information. The lack of need for a database makes it easier to deal with regulations regarding data protection (i.e. GDPR) in a growing number of countries. With no need to change existing infrastructure and no requirements for database maintenance, Zwipe believes that its access control solution offers a faster and lower cost upgrade path of existing access control solutions than with competing biometric solutions based on face, iris, or handprint recognition.

In late 2021, Zwipe Access cards were fully validated for integration into access control installations based on HID Seos technology, used by millions of people in more than 100 countries. During the first half of 2022, Zwipe Access also integrated the Legic applet and made its biometric card ready for the Legic access control solution.

In 2022, Fraport AG selected Zwipe Access as one of two providers for a biometric access control pilot at Frankfurt airport (The Digital Factory Project – Biometric Security Controls). The project sought to identify an automated solution for access control of employees to security-relevant airport areas, and the technology was expected to perform at least one biometric comparison between the airport ID card and the person who wanted

to enter the respective area. With this project, Zwipe Access was extensively tested by some of the Fraport's employees under real operating conditions. In July, Fraport announced that the feasibility project had been successfully completed, with Zwipe Access shortlisted as a suitable contender for next generation access control for security-relevant areas at Fraport airports.

Beyond airports, Zwipe's biometric system for card access control solutions is also attracting increasing interest from data centers. For this use case, a successful technical demonstration was completed in H1 2022 as part of a customer's pilot project in Latin America.

Zwipe is now investing additional human resources encompassing personnel in commercial, technology and R&D, supply chain, and customer success departments to bring Zwipe Access to a production environment in 2023. Zwipe Access technology is built on the same core Zwipe Pay technology so financial investment requirements are relatively insignificant as further detailed in Section 11.8.2 "Investments in progress or for which firm commitments have already been made". Zwipe has started signing up system integrator partners in multiple countries to accelerate its go-to-market strategy. As with Zwipe Pay, Zwipe aims to provide solutions and services across the access control system value chain:

Figure 17: Zwipe's position within the access control system value chain



Beyond integration of components into a solution to be sold to SI partners and SCM customers, Zwipe offers value-added services, technical advisory, go-to-market support and implementation support to players across the access control system value chain.

7.4 Technology and R&D

Zwipe's design and development approach is that of a system integrator – incorporating its own technology along with other leading technologies. Zwipe has taken advantage of this system integrator approach by developing differentiating technologies specifically for space-constrained, ultra-low power environments. Because Zwipe is known as a first mover in biometric payment systems and has close collaboration with other players in the payments and access control ecosystems, Zwipe has been able to build valuable know-how, expertise and partnerships in both value chains.

The manufacturing of biometric smart cards is broadly moving towards a higher level of system integration with significant product development investments from multiple leading companies. Zwipe's strategy is to take a strong leadership position with its technology partner Idemia by offering an integrated turnkey solution with excellent biometric performance, competitive price of components, and card manufacturing process expertise. The partnership with Idemia has opened a direct route for Zwipe to a competitive mass deployment technology and enabled Zwipe to streamline its product roadmap.

The following text describes key characteristics of Zwipe Core Technology, which includes the Zwipe Technology Platform as well as related in-house expertise and intellectual property.

7.4.1 Zwipe Core Technology advantages

- The core components of the Zwipe Technology Platform described in Section 7.3.1 have been designed to enable cost-efficient manufacturing of a biometric smart card using existing equipment. Customers benefit from Zwipe's experience at the component and system levels.
- Zwipe's dedicated packaged components enable post-lamination mounting into a card body of both a biometric secure element (in an ISO plate package) and a fingerprint sensor (delivered on 35mm tape). This is essential to enable high reliability, low yield loss, and reasonable cost.

7.4.2 Zwipe expertise

- Biometric inlay design and layout for biometric smart cards
 - Through close collaboration with Payment Schemes, SCMs, and technology partners, Zwipe has developed knowledge of the design and layout needs for biometric card technologies. These biometric inlays combine traditional payment card components with the ability to securely validate the card user's ID through fingerprint biometrics. This is performed on existing payment or access control infrastructure deployed today.
 - With Zwipe's technology, the inlay is becoming passive, meaning without any discrete components mounted. While this simplifies the production process, the number of connections, positioning tolerance and other technical characteristics are still different from a standard dual-interface card. Zwipe is designing inlays that meet customer requirements for next generation biometric smart cards.
 - For Zwipe Pay specifically, the platform including the inlay has been pre-certified. Zwipe delivers the inlay in the form of a prelaminated sheets according to customer layout and specification.
- Full biometric smart card construction and manufacturing know-how
 - As a first mover, Zwipe had to define manufacturing processes for every part of the value chain related to biometric payment and access control cards. This effort has created valuable expertise and partnerships with leading equipment manufacturers. Zwipe Pay and Zwipe Access customers benefit from a proven solution that enables seamless manufacturing of biometric smart cards.
- In-house integration and testing expertise to accommodate security and identity management use cases
 - Zwipe has invested heavily in test equipment, tools and training to efficiently tune its technology to fit ecosystem needs. Customers getting started with Zwipe biometric card technology can get their cards tested and validated quickly to shorten the learning curve and time to market.
- Payment and biometric system integrations
 - Zwipe has collected valuable know-how and experience in the configuration, deployment and operation of biometric payment cards. Issuer pilots follow a standardized blueprint, moving through various stages and giving SCM customers and Issuers confidence before moving to a mass commercial rollout.
- Biometric enrolment solutions design
 - Payment and access control ecosystems have their own business needs when it comes to fingerprint enrolment and related security requirements. Zwipe has multiple subject matter experts that are involved in the design and development of systems that can accommodate anticipated enrolment scenarios. Many of these systems have already been developed.
 - A remote home enrolment solution for bank clients that can easily be shipped by Issuers has been released to complement the Zwipe Pay offering. It is available as a simple and cost-efficient sleeve or envelope targeting higher-tier cardholders, that can be branded by banks.
 - For Zwipe Pay, the Group has developed a mobile enrolment solution for Android and iOS enabling fingerprint registration with the smartphone of the cardholder. It works with major Android phones and all Apple phones since iPhone 8. The solution is delivered as a reference app and an SDK for integration into existing banking applications on smartphones.
 - Managed enrolment from a host device such as a tablet or computer will be available from Zwipe for all major host platforms during 2023.

7.5 Intellectual property

7.5.1 General

Zwipe's assets include a wide range of intellectual property rights ("**IPR**"). The Group has developed a comprehensive IP strategy and IP policy, which jointly relates to the development, ownership, protection, and commercial exploitation of IP created by employees in the course of their duties or activities for the Group.

The IP policy aims to:

- 1) Set out Zwipe's procedures on the identification, ownership, protection and commercialization of IP;
- 2) Ensure the timely and efficient protection and management of IP;
- 3) Facilitate the recording, monitoring and maintenance of Zwipe's patent portfolio;
- 4) Build IP risk awareness into due diligence of supply chain members and potential business partners, and continue monitoring IP protection among suppliers and partners;
- 5) Establish a repository of default documents such as statements of work, terms and conditions, NDAs, licensing agreements (among others), and identify triggers for timing of when such documents must be presented and negotiated;
- 6) Identify the relevant employees who will translate commercialization opportunities into specific deal terms and the appropriate valuation method and calculation; and finally,
- 7) Address strategy towards assertions of infringement or invalidation of IP rights.

To ensure effectiveness and demonstrate commitment to IP protection, Zwipe monitors and improves these IP management systems on a continuous basis. Zwipe's IP Review Committee assesses whether the IP portfolio is relevant and competitive.

All IP rights are owned by the Company. Zwipe has established an employee program to organize training, incubation of ideas for disclosures, transfer of rights to the Company and compensation of inventors.

Zwipe has several patents related to power harvesting, system design and other areas of the Zwipe Core Technology, such as manufacturing methods, applications and enrolment. An important strategy for Zwipe is to protect its IP and continue developing patents as well as filing new patents for new inventions discovered during the course of a development phase.

Zwipe Core Technology, as further outlined in Section 7.4 "Technology and R&D", is developed and based on different IP rights owned by Zwipe. Zwipe has at the time of this Prospectus, 20 active patent families, with patents granted across 11 of those families. The portfolio has been streamlined in 2020 to reflect the product and technology roadmap and expanded with recent invention disclosures. Some of the patents, granted or applied for, are related to the Zwipe Technology Platform and some are inventions relevant to the production process of components for biometric cards, of certain functionalities of a biometric card, the embedding of components to a biometric card, etc. Some of these inventions are related to the biometric inlay as it is designed today or to the technology roadmap. Other inventions may be valuable in a broader context for Zwipe through potential licensing.

The Zwipe Technology Platform is built partially based on patented technology and partially on trade secrets. This combination has a strategic value since the combination will never be in the public domain.

The current patent portfolio is organized in five categories:

- **Applications**
 - Using external devices to aid functionality of Zwipe Technology
 - Example: Using a mobile app to guide the enrolment process
- **Biometrics**
 - Pertains to enrolment and/or authentication

- Example: An algorithm processes the biometrics; a card works after authentication
- **Energy Harvesting**
 - Variety of energy sourcing, optimization, and management methods
 - Example: Harvest energy from the radio frequency emitted by a contactless reader
- **Production**
 - Methods associated with design and manufacturing of access control and payment cards
 - Example: New methods for mounting an EMV module on a payment card
- **Security**
 - Processes or attributes to protect the cardholder or the card Issuer in Zwipe Pay and the entity protecting their assets in Zwipe Access
 - Example: Encrypting communication between the EMV module and the micro controller unit ("MCU")

IP remains a core asset that Zwipe will use wisely to gain advantages, protect the Zwipe Technology Platform and potentially license to other companies.

Besides developing new IP, Zwipe constantly monitors the IP landscape and third-party patents that may affect freedom to operate. Contracts with supplier partners are reviewed carefully to ensure all components are delivered to Zwipe free from third-party rights.

7.5.2 Patents

The Company has, *inter alia*, been granted the patents, which in the Company's opinion are important to its current business, for the following elements of its product:

- Fingerprint enrolment algorithm
- Power harvesting
- Power load management
- Biometric enrolment authorization
- Contactless biometric identification device allowing multiple configurations
- Security protected Radio Frequency Identification ("RFID") device
- Enrolment envelope

These patents have already been granted in one or more jurisdictions (*e.g.*, U.S., China and the United Kingdom) with applications for further patent grants for each of them in several other jurisdictions.

These patents have, in general, a 20-year lifespan from the date of the PCT filing, and they expire in the period 2033 to 2038 depending on the PCT filing date.

Zwipe's patents with industry-wide applications, including production methods and communication and power harvesting, might provide opportunities for future licensing revenues.

There are two patents that are potentially important:

"P01" – Optimizing integration of fingerprint sensors in biometric payment cards by utilizing existing industry processes:

- This patent covers a method of manufacturing a biometric payment card with an on-board biometric sensor, where first a card body is formed having a circuit embedded within it, and then a cavity is formed in the card body to expose contacts on the circuit to connect to the biometric sensor. In the card manufacturing industry, this production method is commonly referred to as post-placement, enabling industrialized and scalable manufacturing techniques such as hot lamination of plastic cards without damaging the sensor.

- Filing date April 2012. Granted in EPO countries Belgium, France, Germany, United, Kingdom, Spain, Norway, Sweden, as well as USA, China, South Korea and Australia.
- The patent was in 2018 challenged in the EPO by multiple industrial groups. As a result, the patent for the abovementioned European countries is currently in an appeal process which is expected to take a minimum of an additional three to four years to complete. During this period the rights granted under the EPO patent are upheld for the patent holder until a final decision is rendered. The patent is not challenged in USA, China, South Korea and Australia.
- The outcome of this arbitration will not have a significant effect on the Group's business or financial position, since both a ruling in favor of and against Zwipe only means upside potential for licensing and does not affect the core business of selling components and solutions for biometric smart cards.

"P05" – Facilitating the energy harvesting by biometric payment cards from payment terminals:

- This patent addresses the challenge that RFID readers compliant with ISO/IEC 14443, such as contactless payment terminals, pulse their excitation field (energy emission) on and off, rather than emitting steadily, making the power insufficient to run a biometric authentication on a biometric payment card.
- In accordance with international standard ISO/IEC 14443, this patent allows the pulsating radio frequency field to stabilize for as long as the commands from the card requests it being necessary for a biometric authentication to take place. Zwipe is not aware of any way to power a passive biometric payment card from standard ISO/IEC 14443 readers without utilizing the invention described in the P05 patents.
- Filing date October 2014. Patents have been granted in Singapore, the UK, the USA, and an EPO patent has been granted with national patents being validated in Belgium, France, Germany, Netherlands, Norway, Poland, Spain, Sweden and Turkey. The patent has subsequently also been granted in Hong Kong, China, Japan and South Korea.

In addition to the granted, publicized patents listed above, the Company has applied for various other patents resulting in currently 20 active families. Some older patents and applications have been abandoned since they were no longer in the focus of the current product roadmap. New patent applications have been filed in 2021 and 2022 while working on the current commercial product.

From its supplier partners, Zwipe requires that all components are delivered free from third-party rights. Therefore, the risk of dependency from third party patent rights is well under control.

7.6 Customers and customer agreements

The direct customers of Zwipe are EMV-certified SCMs. They purchase the ISO contact plate modules, fingerprint sensors and passive inlays to integrate them into their card manufacturing processes to produce finished biometric payment cards. Prior to Payment Scheme certification, the Company sold such components in insignificant volumes.

Between 2019 and 2022, Zwipe secured several major customers (SCMs) and partnerships (card personalization bureaus and processors) in Europe, Asia, the Middle East & Africa, North and Latin America, expanding the reach of its offering with an end-to-end solution made up of both products and services.

The end-customers of Zwipe Pay biometric cards manufactured by SCMs are the financial institutions distributing the payment cards to their cardholders. Since SCMs produce biometric payment cards at the request of an Issuer, the Issuers represent the ultimate decision-makers. Zwipe has recently increasingly engaged in dialogue with the Issuers on pilots and to prepare them for biometric payment market take-off. Zwipe's solutions for biometric enrolment can be sold to SCMs or directly to the Issuers. In the biometric access cards market, Zwipe offers biometric access cards to enterprises through its system integrator, ISV partner and access card suppliers.

The table below sets out an overview of Zwipe's most relevant and material agreements with customers at the date of this Prospectus:

Party(ies)	Type of agreement(s) / document(s)	Description
Customer agreements		
<ul style="list-style-type: none"> • Inkript • TAG Systems • Beautiful Card Corp. • CPI Card Group • Placard • KL HI-TECH • Forzacard • GepCom • Toppan Forms HG • Masria Cards • Publicenter • SELP 	Customer collaboration agreements to market, pilot and commercialize biometric payments cards in various regions, covering a large part of the world	Memorandums of understanding and collaboration agreements with SCMs in specific regions of the world to launch marketing campaigns of biometric payment cards to be followed by pilot(s) with Zwipe Technology to selected Issuers. Following successful certification, the parties may launch a commercial product in the specified region. Some of the agreements are exclusive.

7.7 Zwipe's partnerships and alliances and their importance

Zwipe maintains strategic alliances with partners at all stages of the value chain. Zwipe's agreements may be categorized into the following types of agreements, of which several types may be combined in a single agreement: (i) R&D collaborations, (ii) supply and manufacturing agreements, (iii) marketing agreements (to jointly market specific products to a specific market or territory), (iv) service and support agreements, and (v) license and distribution agreements.

7.7.1 Partner agreements

The table below sets out an overview of Zwipe's most relevant and material agreements with partners at the date of this Prospectus.

Party(ies)	Type of agreement(s) / document(s)	Description
Partner agreements (Zwipe Pay and Zwipe Access)		
Idemia	"Partnership and Distribution Agreement": License, co-investment and distribution agreement	<p>The partnership with Idemia is a jointly financed development of a next-generation biometric payment card platform. The agreement has the potential to establish Zwipe as a long-term leader within the business. Zwipe expects this technology to represent one of the leading BPC solutions, enabling lower overall product and manufacturing costs of a biometric system-on-chip, best-in-class energy efficiency and fast transaction times.</p> <p>Zwipe has obtained exclusive global distribution rights for the technology to all payment card manufacturers and their suppliers for a minimum term of six years from ICCN certification.</p>

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IDEX	"Channel partner agreement", supply and marketing collaboration	IDEMIA selected fingerprint sensors from IDEX to be integrated with the IDEMIA biometric payment card platform. This selection requires Zwipe to also use and buy sensors from IDEX, since alternative providers are not integrated with IDEMIA and such a process has a high cost and is time critical. On this basis Zwipe entered into an agreement with IDEX for the supply of sensors to Zwipe and Zwipe's customers. In addition, the parties will collaborate on certain marketing and business opportunities. The agreement expires in October 2023 and will be automatically renewed for additional one-year periods unless a party terminates the agreement with sixty days prior written notice.
Infineon	(i) A software and hardware licensing agreement with Zwipe as customer (ii) and a MOU for R&D collaboration and marketing	The licensing agreement provides Zwipe non-exclusive access to Secure Element software and hardware. The MOU is a non-binding and non-exclusive agreement to together define and develop systems for biometric smart devices, including payment cards and wearables.
HID	"Product License agreement"	The licensing agreement provides Zwipe non-exclusive license to the HID Seos applet, for embedding into Zwipe Access cards, that are offered to the market by Zwipe. The agreement was signed in 2022 with an initial term of three years, with automatic one-year renewals unless terminated by either party.
HID	"Technology Alliance Agreement"	By this agreement, Zwipe is listed as an official technology partner of HID, having performed the required testing of the Zwipe Access product embedding the HID Seos applet. Zwipe can then use the following logo in its documentation and presentations: 
Legic	"Partner Level Agreement"	The licensing agreement provides Zwipe non-exclusive license to the Legic

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		Advant applet, for embedding into Zwipe Access cards, that are offered to the market by Zwipe. The agreement was signed in 2022 and is automatically renewed 31 December each year for one-year renewals unless terminated by either party.
Wisecard	Co-development of personalization offerings	Zwipe and Wisecard will co-develop the personalization offerings for the Zwipe Pay family of products and solutions and also jointly commercialize it to card personalization bureaus and issuers.
TietoEvry	Collaboration to deliver biometric payments to banks in the Nordic and Baltic regions	Zwipe will provide TietoEVRY with technical support towards biometric payment card integration, enrolment solutions, and a complete end-to-end advisory offering aimed at helping banks successfully deploy biometric payment solutions. TietoEVRY will source their Zwipe Pay based cards through their network of card manufacturers.
VeriTech	Collaboration to deliver Zwipe Pay cards to banks using VeriTech's extensive bank network due to their strong position as card personalization provider.	As part of this agreement Zwipe is providing VeriTech with joint marketing, sales and pre-sales support and engaging issuers in Kuwait. Zwipe has also facilitated back-to-back collaboration between VeriTech and its card manufacturer (customers) in MENA region delivering non-personalized ZP cards to VeriTech's issuer customers.
Civix	Technology collaboration to bring Zwipe Access (biometric) cards to selected verticals, notably airports and nuclear power plants in North America	Civix will expand its access control solution portfolio with biometric access cards built on the Zwipe Technology Platform.
Legic	Partner collaboration to bring Zwipe Access (biometric) cards to selected verticals and customers of Legic	Legic will expand its access control solution portfolio with biometric access cards built on the Zwipe Technology Platform.

Development and supply agreements with other suppliers and partners are in place to ensure ongoing operations. Zwipe aims to follow a dual-sourcing strategy for key suppliers to de-risk dependency as much as possible but does currently not have dual sourcing in place for all key suppliers.







7.8 Competitive position

Zwipe benefits from i) being focused solely on biometric smart cards, in contrast to our competitors' wider activities and ii) being seen as a first mover with significant expertise beyond card manufacturing. Thus, despite being a small company in an ecosystem of larger players, Zwipe is of the view that it has a strong position in both payments and access control.

The payment market is typically split into biometric payment card constellations, where various contributors along the value chain provide different technologies and solutions to bring a biometric payment card to market. The market is characterized by "co-opetition" and it is not unusual that the same companies are customers, consortium partners, suppliers and competitors to each other at the same time. Zwipe provides different products and services at various points in the payment card value chain, and thus faces different sorts of competition at each stage. Some of the functions in Zwipe's offering are also developed in-house by certain leading card manufacturers with sufficient R&D capability, for parts or all of its portfolio.

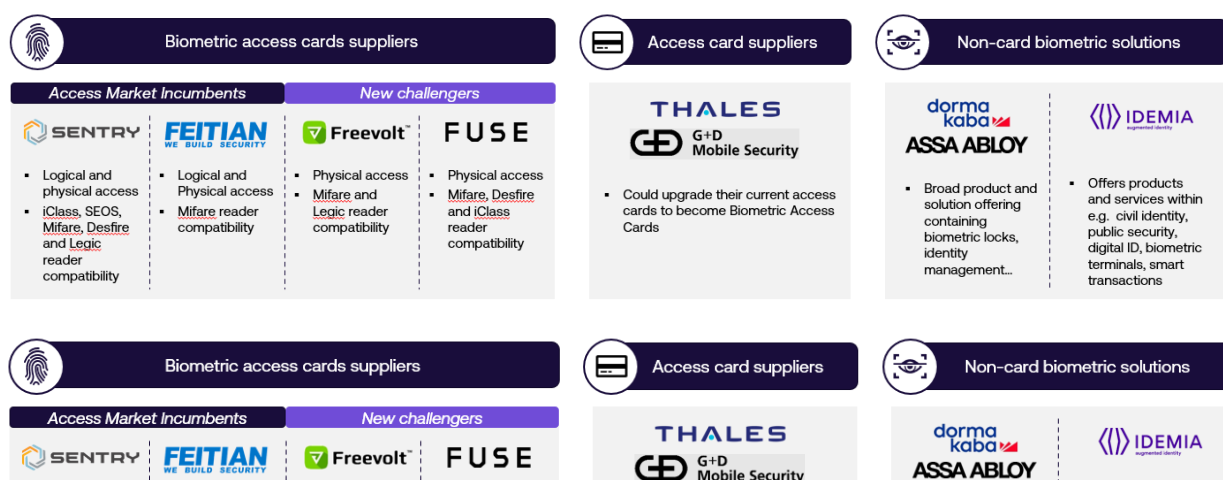
For Zwipe Pay, the three Tier-1 players, THALES, IDEMIA and G+D, have developed and certified their own product for their own needs. But Zwipe is of the view that it is the first and thus far the only biometric card platform provider with products available for sale to SCMs that has successfully completed all the required tests to obtain certifications from the two largest schemes in the payment market, VISA and Mastercard. Other biometric platform providers are still working on the development and/or certification of their solutions.

Figure 18: Information on competitors

Company	Product name	Scheme certification
Zwipe	Zwipe Pay	
IDEMIA	F.CODE Gen 2	
Thales (current version)	Biometric Sensor Payment Card	
Thales (next gen)	Biometric Payment Card	
G+D (current version)	G+D Convego YOU	
G+D (next gen)	G+D Convego YOU	
IFX/IDEX	jNet with IDEX Trusted Bio	
IFX/FPC	IFX SLC39	
STM/FPC/Linxens	STPay-Topaz-Bio	
Samsung	B512C	

The competitive landscape within biometric access control consists of both card suppliers and producers of biometric systems. As mentioned earlier, biometrics are increasingly used within access control, but biometric access control cards are still a new solution with low customer and market awareness. Different types of biometric solutions exist such as those for voice, iris, and fingerprint recognition. Some direct competitors with a similar product to Zwipe exist, but most of the competition will be from other types of access solutions – both biometric and otherwise.

Figure 19: Information on competitors



7.9 Material contracts outside the ordinary course of business

No company in the Group has entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Prospectus. Further, no company in the Group has entered into any other contract outside the ordinary course of business which contains any provision under which any member of the Group has any material obligation or entitlement.

7.10 Dependency on contracts, manufacturing processes, patents and licenses

7.10.1 Dependency on contracts, manufacturing processes or licenses

Other than the material contracts with Idemia, IDEX, HID and Legic as set out in Section 7.7 "Zwipe's partnerships and alliances and their importance", and those easily available in the market, the Company is of the view that Zwipe's existing business or profitability are not fundamentally dependent on contracts, manufacturing processes or licenses.

7.10.2 Dependency on patents

The Company is of the view that the Group's existing business or profitability are not dependent on any own or third-party patents.

7.11 Legal and arbitration proceedings

The Group is not, nor has it been, during the course of the preceding 12 months prior to the date of this Prospectus, involved in any governmental, legal or arbitration proceedings, which may have, or have had in the recent past, significant effects on the Group's financial position or profitability.

7.12 Insurance

The Company has obtained insurance policies covering office and office movables in Norway and the United States, employer's liability (Nw. *personalforsikring*) (relating to occupational injury etc.) and travel. The insurance coverage is designed according to Norwegian legislations for entities within the same sector and with similar scale of operations.

In addition, the Company has obtained a directors' and officers' insurance policy covering the members of the Board of Directors and Management in their capacity as such.

The insurance policies include different deductibles and coverage limits according to the type of coverage.

The Group considers itself to be adequately covered with regard to the nature of its business activities and the related risks in the context of available insurance offerings and premiums. Senior management regularly reviews the adequacy of the insurance coverage. However, no assurance can be given that the Group will not incur any damages that are not covered by its insurance policies or that exceed the coverage limits of such insurance policies.

8 INTERNATIONAL CARD SCHEME AND EMV REGULATORY FRAMEWORK

There is no public regulation of the Group's business. However, in the payment market, the Group's customers' products are subject to strict requirements related to certification of products for use under various Payment Scheme brands like Visa, MasterCard, American Express and others, as described in more detail in Section 7.3.2 "Payment Scheme certification" above. At present, the two Payment Schemes that are relevant for the Group with regard to certification of the Zwipe Pay product line are VISA and MasterCard.

Strictly speaking, the Group does not need to certify its products and it is the Group's SCM customers that must certify biometric payment cards with the Payment Schemes. However, not certifying the Zwipe Pay platform would result in the risk of customers not adopting the Group's solution, due to the risk of them not achieving their own certification. Thus, while the Group has no legal obligation to certify the Zwipe Pay platform, it has done so to ease and shorten the certification process for SCMs.

There is no certification requirement for Zwipe Access.

The SCM must be Payment Scheme certified and the products themselves must attain certification approval by such Payment Schemes prior to large scale commercial deployment. Prior to receiving such certification, small-scale commercial installations can be made, but in such cases under specific agreements/waivers with Payment Schemes with a defined volume, user population and duration of a pilot. Only Issuers can apply for a waiver by a Payment Scheme. All pilots that the Group has participated in with Issuers and SCMs, waivers have been granted by the Payment Schemes since the pilots started before certification of Zwipe Pay was achieved.

After certification is achieved for the target products by the SCMs, the SCM receives a LoA. This in combination with passing card body innovation testing for Visa and Card Structure Integrity testing for Mastercard allows deploying the Products without limitations for a period of normally three years before an extension is required in the case of Mastercard, and ten years on the field maximum in the case of VISA.

To make the Group's products' certification compliant, the Group is responsible for obtaining the necessary component certification from the Payment Schemes. To achieve this, the Group relies on certification references from partnering suppliers. The Group obtained LoA from Visa in March 2022 and Component Conformity Statement (CCS) from Mastercard in August 2022 for Zwipe Pay. Several lead customers of the Group followed suit and obtained LoA and other certifications to enable mass deployment of biometric payment cards based on Zwipe Pay.

The certification reference of the Group and its suppliers include the following entities:

- secure element
- card operating system and payment applets
- system design and security architecture
- algorithm and its biometric performance in combination with the sensor used
- card inlay and its energy harvesting performance under standardized ISO conditions
- finished reference card passing durability tests like e.g. torsion and bending

The Group works continually with third-party certification test laboratories, recognized in the industry and accredited by the Payment Schemes, to provide objective auditing of Zwipe Core Technology in reference to the specific requirements set by the Payment Schemes to prove certification requirement compliance.

Such third-party auditing is embodied in reports on compliance results in component certifications for Zwipe Pay. Only an accredited SCM can apply with a Payment Scheme for certification of a finished card, ultimately leading to the issuance of a LoA for a specific payment card product and card body innovation or card stability integrity, effectively allowing the manufacturer to commercially deploy the payment card product in scale. The certification process involves significant cost and duration. As such, Zwipe offering such pre-certified product

from the Group on Zwipe Pay simplifies the certification process for the SCMs. While Zwipe as a company is not an accredited payment card manufacturer and therefore cannot obtain approval for mass deployment of payment cards, the Group has built reference cards using the same equipment and processes and subjected to the same tests by accredited laboratories. This provided proof that certification can be achieved with the platform and was instrumental in engaging lead customers to repeat the exercise with their own cards and the Group's support.

As mentioned, the Group has achieved certification of its current technology with both Mastercard in August 2022 and Visa in March 2022. This included successfully passing biometric performance validation and interoperability tests with different card terminals. The Group received a top security rating of its inlay solution including firmware, MCU and system-level aspects. The Group also passed all the necessary card quality and card durability requirements. The test reports generated give good confidence to card manufacturers that they can certify using Zwipe Technology if they follow the Group's guidelines. As also mentioned above, several Smart Card Manufacturers already achieved certification of their card products based on Zwipe Pay. It is the first platform available to Smart Card Manufacturers of a new generation of Biometric System-on-Card (BSoc) technology to obtain certification by both VISA and Mastercard.

Going forward, the Group will continue to pursue certifications as needed based on enhancements to the Zwipe Pay platform. This will keep Zwipe Pay up to date with the latest specifications by the Payment Schemes. Certification of both the SCMs and biometric payment cards built on Zwipe Pay technology is a seamless and streamlined process. Beyond the certification references provided by the Group, customers benefit from the experience and support of the dedicated team that the Group set aside to accompany customers on their individual journey to certification.

9 CAPITALIZATION AND INDEBTEDNESS

9.1 Introduction

In this Section, the Company provides information about the Group's unaudited capitalization and net financial indebtedness on an actual basis as of 31 December 2022 and, in the "As adjusted" column, the Group's capitalization and net financial indebtedness on an adjusted basis to give effect of the Rights Issue expected to be completed by end of March 2023, as further described in Section 5 "The Rights Issue", raising gross proceeds of approximately NOK 100.1 million, of which it is estimated that NOK 15.5 million will be used to cover expected and estimated costs, fees, underwriting commission and expenses relating to the Rights Issue.

Other than the Rights Issue which this Prospectus is pertaining to, there have not been any other material changes in the capitalization and indebtedness position of the Group since 31 December 2022 and until the date of this Prospectus.

The information presented below should be read in conjunction with the other parts of this Prospectus, in particular Section 10 "Selected Financial and other Information" and Section 11 "Operating and financial review" and the Financial Information and the notes related thereto, incorporated by reference to this this Prospectus, see Section 18.2 "Documents incorporated by reference".

9.2 Statement of capitalization

Amounts in TNOK

	As of 31 December 2022 (unaudited)	Adjusted for the Rights Issue (unaudited)	As adjusted (unaudited)
Total current debt	14,053	-	14,053
Guaranteed.....	-	-	-
Secured.....	-	-	-
Unguaranteed / unsecured ¹	14,053	-	14,053
Total non-current debt	1,028	-	1,028
Guaranteed.....	-	-	-
Secured.....	-	-	-
Unguaranteed / unsecured ²	1,028	-	1,028
Shareholders' equity	55,360	84,635	139,995
Share capital.....	3,755	2,086 ³	5,841
Legal reserve(s).....	-	-	-
Other reserves.....	51,605	82,549 ⁴	134,154
Total capitalization	70,441	84,635	155,076

1 The Unguaranteed/unsecured current debt of the Group as at 31 December 2022 consisted of trade payables of NOK 5.1 million, tax and public duty payables of NOK 0.9 million and other short-term liabilities including provisions recognized in balance sheet of NOK 8.1 million.

2 The Unguaranteed/unsecured non-current debt of the Group as at 31 December 2022 consisted of lease liabilities of NOK 1 million and relate to MNOK 0.2 for the Group's Singapore office lease and MNOK 0.8 for the Group's Norwegian office lease. These lease liabilities are not reported in the Group's balance sheets included in the Financial Information due to NGAAP reporting requirements, but for the purposes of this Prospectus and to comply with the prospectus requirements they have been included as non-current debt liabilities as they represent commitments for the Group having a term of more than one year.

3 The share capital is expected to increase by NOK 2,086,204.7 by the issuance of 20,862,047 new shares in connection with the Rights Issue, each with a nominal value of NOK 0.1.

4 In connection with the Rights Issue, the Other reserves is expected to increase by NOK 100.1 million less estimated transaction costs of NOK 15.5 million.

9.3 Statement of net financial indebtedness

<i>Amounts in TNOK</i>		As of 31 December 2022 (unaudited)	Adjusted for the Rights Issue (unaudited)	As adjusted (unaudited)
(A)	Cash	50,466	85,336 ¹	135,803
(B)	Cash equivalents	-	-	-
(C)	Other current financial assets	-	-	-
(D)	Liquidity (A + B + C)	50,466	85,336	135,803
(E)	Current financial debt	-	-	-
(F)	Current portion of non-current financial debt	-	-	-
(G)	Current financial indebtedness (E+F)	-	-	-
(H)	Net current financial indebtedness (G-D)	-50,466	-85,336	-135,803
(I)	Non-current financial debt ²	1,028	-	1,028
(J)	Debt instruments	-	-	-
(K)	Non-current trade and other payables	-	-	-
(L)	Non-current financial indebtedness (I+J+K)	1,028	-	1,028
(M)	Total financial indebtedness (H+L)	-49,438	-85,336	-134,774

1 The adjustment amount relates to the Rights Issue expected to raise gross proceeds of NOK 100.1 million less NOK 14.8 million comprising expected unpaid transaction costs which will be used to cover estimated cost, fees, underwriting commission and expenses relating to the Rights Issue. The total transaction related costs for the Rights Issue are estimated to NOK 15.5 million, where NOK 0.7 million is already paid and recognized on cash balance as at 31 December 2022.

2 The Non-current financial debt of the Group as at 31 December 2022 consisted of lease liabilities of NOK 1 million.

9.4 Working capital statement

Subject to the Rights Offering being completed, the Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements for the period covering at least 12 months from the date of this Prospectus.

9.5 Contingent and indirect indebtedness

The Group does not have any material contingent or indirect indebtedness on the date of the Prospectus.

10 SELECTED FINANCIAL AND OTHER INFORMATION

10.1 Introduction

The selected financial information presented in this Section 10 "Selected Financial and other Information" has been derived from the Audited Financial Statements for the years ended 31 December 2021, 2020 and 2019 and from the H2 2022 Interim Financial Statements for the twelve months' period ended 31 December 2022. The selected financial information should be read in connection with, and is qualified in its entirety by reference to, the Financial Information, which are included by reference to the Prospectus, see Section 18.2 "Documents incorporated by reference".

The Audited Financial Statements and the H2 2022 Interim Financial Statements have been prepared in accordance with NGAAP.

The Company's auditor, BDO, has audited the Audited Financial Statements, as set forth in their auditor's report, which are incorporated by reference to the Prospectus, see Section 18.2 "Documents incorporated by reference". The H2 2022 Interim Financial Statements have not been audited

10.2 Summary of accounting policies

For information regarding accounting policies and principles, please refer to note 1 of the notes included in the Audited Financial Statements as referred to in Section 18.2 "Documents incorporated by reference".

10.3 Statement of income

The table below sets out a summary of the Company's consolidated statement of income for the years ended 31 December 2021, 2020 and 2019 as derived from the Audited Financial Statements and for the twelve months' period ended 31 December 2022 as derived from the H2 2022 Interim Financial Statements.

Amounts in TNOK

	Year ended 31 December			
	2022 (unaudited)	2021 (audited)	2020 (audited)	2019 (audited)
Operating Income				
Sales revenue	3,353	1,850	1,655	1,517
Other operating income	3,353	691	182	4
Operating income	3,929	2,541	1,837	1,522
Operating expenses				
COGS.....	2170	855	4,808	5,882
Payroll expenses.....	51,790	27,747	18,973	26,591
Depreciation, amortization & impairment	1,876	8,393	2,008	3,304
Other operating expenses	52,246	48,542	37,947	60,999
Operating expenses	108,081	85,537	63,736	96,776
Operating profit/loss	-104,152	-82,997	-61,899	-95,255
Financial income and expenses				
Other interest income	371	15	148	295
Other financial income.....	2,398	186	441	1,719
Other interest expenses	2	28	3	246
Other financial expenses.....	2,504	532	569	1,458

Amounts in TNOK

	Year ended 31 December			
	2022 (unaudited)	2021 (audited)	2020 (audited)	2019 (audited)
Net financial income and expenses.....	263	-359	17	310
Results before tax.....	-103,890	-83,355	-61,882	-94,944
Tax expense	339	115	191	210
Results for the year	-104,229	-83,471	-62,073	-95,154
Profit(+)/Loss(-) for the year attributable from:				
Share premium reserve.....	-104,229	-83,471	-62,073	-95,154
Uncovered loss	-	-	-	-
TOTAL	-104,229	-83,471	-62,073	-95,154
Number of shares end of period.....	37,551,685	36,982,685	32,906,576	15,953,288
Average number of shares in the period before/after dilution.....	37,405,138	34,000,382	27,367,556	15,514,552
Profit pr. share before/after dilution .	-2.79	-2.45	-2.27	-6.13

10.4 Statement of financial position

The table below sets out a summary of the Company's consolidated statement of financial position as of the years ended 31 December 2021, 2020 and 2019 as derived from the Audited Financial Statements and for the twelve months' period ended 31 December 2022 as derived from the H2 2022 Interim Financial Statements.

Amounts in TNOK

	Year ended 31 December			
	2022 (unaudited)	2021 (audited)	2020 (audited)	2019 (audited)
Assets				
<i>Long term assets</i>				
Intangible Assets				
Research and Development.....	0	0	7,359	7,147
Total Intangible Assets.....	0	0	7,359	7,147
<i>Fixed Assets</i>				
Equipment, fixtures and fittings	3,385	3,336	2,568	2,536
Total Fixed Assets.....	3,385	3,336	2,568	2,536
Financial Assets				
Investment in subsidiaries.....	0	0	0	0
Other financial receivables	0	451	436	439
Total Financial Assets	0	451	436	439
Total Long-term Assets.....	3,385	3,787	10,362	10,122

Current Assets

Amounts in TNOK

	Year ended 31 December			
	2022	2021	2020	2019
	<i>(unaudited)</i>	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Inventories				
Inventories	10,153	2,448	313	3,104
Total Inventories	10,153	2,448	313	3,104
Receivables				
Accounts receivables	2,269	87	72	375
Other receivables	3,140	4,748	1,361	74,003
Total debtors	5,409	4,834	1,433	74,378
Cash				
Bank deposits, cash	50,466	152,346	125,255	23,236
Total cash	50,466	152,346	125,255	23,236
Total Current Assets	66,028	159,627	127,001	100,718
Total Assets	69,413	163,414	137,363	110,840
Equity and liabilities				
<i>Equity</i>				
Paid-up Equity				
Share capital	3,755	3 698	3,291	1,595
Share premium reserve	51,605	144,849	119,309	78,830
Total restricted equity	55,360	148,547	122,599	80,426
Total equity	55,360	148,547	122,599	80,426
<i>Liabilities</i>				
Long-term liabilities				
Other long term liabilities	0	0	942	0
Total of other long term liabilities	0	0	942	0
Short-term Liabilities				
Accounts Payables	5,100	853	3,119	12,398
Public duties payable	772	4,455	2,464	702
Tax payable	80	142	0	0
Other short term liabilities	8,102	9,417	8,239	17,315
Total short-term liabilities	14,053	14,867	13,822	30,415
Total liabilities	14,053	14,867	14,764	30,415
Total equity and liabilities	69,413	163,414	137,363	110,840

10.5 Statement of cash flows

The table below sets out a summary of the Company's consolidated statement of cash flows for the for the years ended 31 December 2021, 2020 and 2019 as derived from the Audited Financial Statements and for the twelve months' period ended 31 December 2022 as derived from the H2 2022 Interim Financial Statements.

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<i>Amounts in TNOK</i>	Year ended 31 December			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Net Income / (Loss) before tax	-104,229	-83,470	-62,073	-95,154
Taxes paid.....	0	0	0	94
(+) Option cost no cash effect.....	3,673	4,005	1,888	3,881
(-/+) Gain/Loss of on sale of assets	0	-93	0	0
(+) Depreciation, amortisation & impairment	1,876	8,393	2,008	3,304
(-) Change in Inventory	-7,705	-2,135	2,791	-797
(-) Change in Accounts Receivable	-2,029	3	255	1,915
(-) Change in Other Current Assets	1,293	-3,537	4,967	-64
(+) Change in Accounts Payables	4,166	-2,267	-7,549	2,864
(+) Change in Current Liabilities	-5,124	2,407	-2,118	3,595
Net Cash use in Operating Activities...	-108,079	-76,693	-59,831	-80,361
Cash Flows from Investing Activities				
Intangible Assets and Capital Expenditures	-1,099	-1,712	-2,259	-4,636
Net Cash Provided by (used in) Investing Activities	-1,099	-1,712	-2,259	-4,636
Operational Cash Flow	-109,178	-78,405	-62,090	-84,997
Cash Flows from Financing Activities				
Equity Issue	5,136	105,191	177,724	120,071
Transaction cost not recognized over P&L	-41	54	-16,313	-16,763
PPP Loan	0	0	2,334	0
Convertible loan.....	0	0	0	9,370
Repayment of loan	0	0	730	-15,251
Net Cash Provided by Financing Activities	5,095	105,245	164,475	97,426
Effect of Foreign Currency Translation ..	2,204	249	-365	10
Net Increase / (Decrease) in Cash and Cash Equivalents	-101,879	27,090	102,020	12,439
Cash and Cash Equivalents at Beginning of Period	152,346	125,255	23,236	10,797
Cash and Cash Equivalents at End of Period	50,466	152,346	125,255	23,236
Net cash flow	-101,879	27,090	102,020	12,439

10.6 Consolidated statement of changes in equity

The table below sets out selected data from the Company's consolidated statement of changes in equity for the for the years ended 31 December 2021, 2020 and 2019 as derived from the Audited Financial Statements and for the twelve months' period ended 31 December 2022 as derived from the H2 2022 Interim Financial Statements.

Amounts in TNOK

	Share capital	Share premium reserve	Total equity
1 January 2019	943	0	-8,100
Proceeds from issue of shares	653	128,788	129,441
Unregistered capital increase/decrease	-	67,004	67,004
Issue costs.....	-	-16,764	-16,764
Uncovered loss	-	-9,042	0
Annual net profit/loss.....	-	-95,154	-95,154
Share based compensation	-	3,267	3,267
Other changes in equity.....	-	657	657
Currency effect	-	74	74
31 December 2019	1,595	78,830	80,426
1 January 2020	1,595	78,830	80,426
Proceeds from issue of shares	1,695	109,024	110,720
Issue costs.....	-	-8,199	-8,199
Annual net profit/loss.....	-	-62,073	-62,073
Share based compensation	-	1,888	1,888
Currency effect	-	-163	-163
1 January 2021	3,291	119,309	122,599
Proceeds from issue of shares	412	104,844	105,256
Issue costs.....	-	108	108
Annual net profit/loss.....	-	-83,471	-83,471
Share based compensation	-	4,005	4,005
Other changes in equity.....	-	-62	-62
Currency effect	-4	116	112
31 December 2021	3,698	144,849	148,547
1 January 2022	3,698	144,849	148,547
Proceeds from issue of shares	57	5,080	5,136
Unregistered capital increase/decrease	-	-	-
Issue cost.....	-	-41	-41
Annual net profit/loss.....	-	-104,229	-104,229
Share based compensation	-	4,923	4,923
Other changes in equity.....	-	30	30
Currency effect	-	994	994
31 December 2022	3,755	51,605	55,360

10.7 Related party transactions

The Group has not carried out any related party transactions in the financial years ended on 31 December 2019, 2020, 2021 or 2022 nor in the period from 1 January 2023 until the date of this Prospectus.

11 OPERATING AND FINANCIAL REVIEW

The following is a discussion and analysis of the Group's results of operations and financial condition, based on the Audited Financial Statements and the H2 2022 Interim Financial Statements. This operating and financial review should be read together with the Section 4 "General information", Section 7 "Business of the Group", Section 9 "Capitalization and indebtedness", Section 10 "Selected Financial and other Information", and the Financial Information and related notes. The Financial Information has been incorporated by reference into this Prospectus (see Section 18.2 "Documents incorporated by reference" below).

This operating and financial review contains forward-looking statements. These forward-looking statements are not historical facts, but are rather based on the Group's current expectations, estimates, assumptions and projections about the Group's industry, business, strategy and future financial results. Actual results could differ materially from the results contemplated by these forward-looking statements because of a number of factors, including those discussed in Section 2 "Risk factors", Section 4.3.4 "Alternative performance measures ("APMs")" and Section 4.4 "Cautionary note regarding Forward-Looking Statements", as well as other sections of this Prospectus.

11.1 Overview

11.1.1 Introduction

Zwipe is a biometric authentication technology company with two core businesses: the sale of biometric payment solutions (Zwipe Pay) and the sale of biometric access control solutions (Zwipe Access). The same "biometric system on card" core technology – including hardware, software, power harvesting and management systems, biometric algorithms, manufacturing methods, and packaging methods – underpins both businesses. Zwipe plays the role of systems integrator in both Zwipe Pay and Zwipe Access and also provides enrolment solutions, value-added services, technical advisory, go-to-market support and implementation support to other players across both value chains.

11.1.2 Operating segments and reporting segments

The Group has the following product categories: (i) Zwipe Pay and (ii) Zwipe Access. Product categories are not reported as separate operating or reporting segments. The Group presents revenues based on these defined product categories in the Notes to the Audited Financial Statements, but the figures are based on management accounts and hence not set out in the Audited Financial Statements or audited. The Company intends to continue presenting segment information for revenues based on product categories as information in the Notes to the Audited Financial Statements going forward.

Zwipe Pay: Comprises the Group's first offering of technology platform for all key components of the biometric payment cards as well as easy enrollment solutions for customer on-boarding. It also includes end-to-end services the Group offers to card manufacturers and banks for commercialization and market launches. Historically this product segment has represented the largest part of Group's revenue streams. Net operating revenues for the segment came to NOK 3.1 million or 80 % of total revenue in 2022, NOK 1.8 million or 72% of total revenue in 2021, and NOK 1.7 million or 90% of total revenue in 2020.

Zwipe Access: Comprises the Group's second offering of biometric access control cards and related services to support customers for commercialization and market launches. Net operating revenues for the segment came to NOK 0.2 million or 5% of total revenue in 2022 and was limited in the previous years covered herein.

The table below sets out the share of revenue split on Zwipe's two product categories:

<i>Amounts in TNOK</i>	Revenues by product group							
	Year ended 31 December							
	2022		2021		2020		2019	
Payment cards (inlays and Demo cards).....	3,146	80%	1,832	72%	1,655	90%	1,338	88%
Access and ID	207	5%	18	1%	0	0%	179	12%
Revenue from sales of goods and services...	3,353	85%	1,850	73%	1,655	90%	1,517	100%
Total revenue.....	3,929		2,541		1,837		1,522	

The Group's business is global and managed through Group companies in the following geographies:

- Norway
- Germany
- UK
- Singapore
- USA
- Sweden

The Group presents information on revenues based on the regions "Norway" and "Other countries" in the Notes to the Audited Financial Statements, but the figures are based on management accounts and hence not set out in the Audited Financial Statements or audited. The table below sets out the share of revenue split between Norway and other countries:

<i>Amounts in TNOK</i>	Revenues by geographical distribution							
	Year ended 31 December							
	2022		2021		2020		2019	
Norway	0	0%	363	14%	81	4%	0	0%
Other countries	3,353	85%	1,487	59%	1,574	86%	1,517	100%
Revenue from sales of goods and services...	3,353	85%	1,850	73%	1,655	90%	1,517	100%
Total revenue.....	3,929		2,541		1,837		1,522	

11.2 Presentation of Financial Information

The Company's audited consolidated financial statements as of and for the years ended 31 December 2021, 2020 and 2019 (the Audited Financial Statements) and the Company's unaudited consolidated interim financial statements as of and for the six and twelve months' periods ended 31 December 2022 (the H2 2022 Interim Financial Statements and together with the Audited Financial Statements, the Financial Information) have been incorporated by reference to this Prospectus, see Section 18.2 "Documents incorporated by reference".

The Financial Information is presented in NOK, rounded down to the nearest thousands.

The Audited Financial Statements and the H2 2022 Interim Financial Statements have been prepared in accordance with NGAAP.

The Audited Financial Statements have been audited by BDO, as set forth in their auditor reports included therein. The H2 2022 Interim Financial Statements have not been audited.

The table below sets out the main figures for the year-end results extracted from the Audited Financial Statements and the H2 2022 Interim Financial Statements.

<i>Amounts in TNOK</i>	Year ended 31 December			
	2022 <i>(Unaudited)</i>	2021 <i>(Audited)</i>	2020 <i>(Audited)</i>	2019 <i>(Audited)</i>
Operating income.....	3,929	2,541	1,837	1,522
Operating expenses	108,081	85,537	63,736	96,776
Results for the year	-104,229	-83,471	-62,073	-95,154
Total assets	69,413	163,414	137,363	110,840
Total equity.....	55,360	148,547	122,599	80,426

11.3 Principal factors affecting the Group's financial condition and results of operations

Zwipe's results of operations have been, and will be, affected by a range of factors. The factors that the Company believes to have material effect on the Group's results of operations, and also those considered likely to have material effect on the results of operations going forward, are listed and described below.

11.3.1 Revenue generation is dependent on adoption of biometric smart cards

Zwipe has historically had limited revenues. The Group has sold biometric inlays and demo cards in conjunction with pilots and trials within the payment vertical and has historically sold cards within the access control to system integrators and distributors. Zwipe's revenue growth going forward is dependent on the market development of biometric smart cards.

The Group believes there is significant demand for the improved security and convenience that biometric smart cards can offer in payments and access control. The markets for biometric solutions for payments and access control are both in their early stages, but Zwipe is of the belief that the potential is large. Should this demand not materialize or be met by competitive solutions, the revenue growth expected by the Group may not transpire.

The Group's business plan is based on the expectation that the market for BPCs will emerge over the next few years and thereafter grow to a significant share of the dual interface payment card market. The Group's business plan is also dependent on the establishment of a commercially viable market for Zwipe Access solutions. A further delay in ramp-up in the market for biometric payment cards or the failure for the market for biometric access control solutions to emerge would cause corresponding delays in the Group's ability to achieve cashflow breakeven in a timely manner.

11.3.2 Biometric payment cards moving from pilot to commercial launch

The total number of pilots of biometric payment cards – including those launched with competitors – picked up pace in 2022. The Group has announced more than 20 pilot projects since 2018 and seven of our announced issuer pilot projects are being executed. While some have progressed more slowly than planned, the technical improvements achieved by Zwipe have put the pilot projects on track towards street pilot and commercial launch. On the remaining announced pilots, projects are still in the planning phase with many expected to start soon. These timelines are largely in control of the Issuers. Despite delays, Issuers, SCMs and partners remain committed to bringing BPCs to market with Zwipe. Further delays in the launch of pilots or the Issuers' decision to move from pilot to commercial launch could have material adverse effects on the Group's prospects and its ability to achieve cashflow breakeven in a timely manner.

11.3.3 Establishment of market for biometric access control cards

The last two decades have witnessed increased security awareness globally, and there is strong reason to believe that demand for biometric access control solutions in security-sensitive segments will be high. Biometrics are increasingly used within access control, but biometric access control cards are still a new

solution with low customer and market awareness. Delays in the market's ramp-up could have a material adverse effect on the Group's prospects and its ability to achieve cashflow breakeven in a timely manner.

11.3.4 Competition

Zwipe benefits from being i) focused solely on biometric smart cards, in contrast to its competitors' broader activities and ii) being seen as a first mover with significant expertise beyond card manufacturing. In Zwipe Pay, the three Tier-1 players have developed and certified their own product for their own needs. But Zwipe focuses on Tier-2 and Tier-3 SCMs and is of the view that it is the first and thus far the only biometric card platform provider with products available for sale to SCMs that has successfully been certified by VISA and Mastercard. In Zwipe Access, the Group faces competition from other types of access solution – both biometric (iris, voice) and otherwise.

The Group has a solid track record of developing innovative solutions, with relevant IP. But there is a risk that the Group may not be able to achieve and/or sustain a commercially viable market share to support its strategy and business plan in the face of competition for both Zwipe Pay and Zwipe Access. There is also a risk that competing products with alternative functionality may gain a dominant market share.

There is also the possibility that the Group's products may require additional product development or improvement in manufacturing process to achieve mass commercialization, and that this occurs after competitors have already established market shares.

Any of these risks may lead to a loss of revenue for the Group and could have a material adverse effect on the Group's prospects and its ability to achieve cashflow breakeven in a timely manner.

11.3.5 Price and cost development

The Group's ability to obtain appropriate sales prices for its solutions is important to its ability to succeed. Similarly, maintaining appropriate prices from suppliers for components is important to the Group's ability to generate attractive gross margins. General global supply chain disruptions and other factors could lead to the Group's suppliers charging higher prices for their products and services than what the Group has previously paid and budgeted for. Any situation leading to termination or renegotiation of supplier or partner agreements could also cause cost increases. Downward pressure on sales prices of Zwipe's products, especially in the context of upward pressure on component prices, could have a material adverse effect on the Group's prospects and ability to achieve cashflow breakeven in a timely manner.

11.3.6 Supply chain

The Group's products are technically complex and require manufacturing in high volumes to achieve the desired profitability for the Group. Consequently, manufacturing is set up with experienced high-volume manufacturing partners on existing production lines. The manufacturing arrangements are currently set up through third-party contract manufacturing agreements. Contract manufacturing partly takes place in South-East Asia, geographically far removed from the Group's employees.

If the Group fails to manage the relationship with its manufacturing partners or if the manufacturing partners experience delays, disruptions, capacity constraints, quality problems or any other issues impacting their ability to operate, or if the Group experiences other supply chain disruptions, the timeliness of shipping products to the Group's customers may be impacted. The risk is particularly high in the case where the Group is dependent on one single supplier and its components, as the Group in such case do not have a fallback strategy or the advantage of dual sourcing. Additionally, failure by key suppliers and partners to continue to serve the Group with competitive products due to reasons such as product deficiencies, supply constraints, or financial constraints or failure by such suppliers and partners to renew agreements at commercially viable terms could result in the Group not being able to provide solutions to its customers. Operational production challenges may lead to loss of revenue, higher than anticipated operating expenses or additional capital

expenditures. Any of these risks could have a material adverse effect on the Group's prospects and its ability to achieve cashflow breakeven in a timely manner.

11.3.7 Costs of operation

11.3.7.1 *Operating expenses*

Cost of Goods Sold ("**COGS**") comprises component cost, manufacturing fee and shipping expenditures. COGS reflect the production costs from manufacturing at low volumes, as opposed to mass volume manufacturing. The gross margin to date is, therefore, not representative for the expected and planned gross margin for the business in full operational mode.

11.3.7.2 *Payroll expenses*

The payroll expenses include expenses for all employees whether in technical, R&D, sales and marketing, products, IP or administrative functions. The payroll expenses largely reflect the number of employees in each period, but the stock option compensation is volatile and somewhat reduces the correlation. The cost of the stock option program varies over time due to grants, cancellations and vesting periods of each grant. The calculated employer's tax debt varies with the share price development.

11.3.7.3 *Depreciation and amortization*

Depreciation of tangible and intangible assets are comparable to investments in laboratory equipment, IT, offices and manufacturing lines at subcontractors.

11.3.7.4 *Other operating expenses*

Other operating expenses comprise expenditures related to i.e. R&D, office equipment, office rent, IT infrastructure, consultants, travel, R&D tools/equipment and marketing. IP expenses are also part of other operating expenses and relates to external costs of obtaining and maintaining patents as well as incurred licence fees.

Expenses related to development activities have been capitalized when the criteria for capitalization has been satisfied. Research costs are always expensed.

R&D expenses are net of the Skattefunn grants from the Norwegian government and EU support through the Horizon 2020 program.

11.3.7.5 *Net financial income and expenses*

The net financial items mainly relate to interest expenses and gain/losses on foreign exchange transactions.

11.4 Recent development and trends

11.4.1 Recent developments and trends

The Company is not aware of any recent trends in production, sales and inventory, and costs and selling prices that are significant to the Group in the period between 31 December 2022 and to the date of this Prospectus. Further, the Company is not aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Group's prospects for the financial year 2023. In this respect it is however noted, and as described in Section 7.7.1 "Partner agreements", that the initial term for the Group's material agreement with Idex expires in October 2023, but the agreement will be automatically renewed for additional one-year periods pursuant to the agreement, unless terminated by a party with sixty days prior written notice.

11.4.2 Significant changes in the financial performance of the Group

There has been no significant changes in the financial performance of the Group in the period between 31 December 2022 and to the date of this Prospectus.

11.4.3 Significant changes in the financial position of the Group

There has been no significant changes in the financial position of the Group in the period between 31 December 2022 and to the date of this Prospectus.

11.5 Management's discussions and analysis of Zwipe's results of operations

11.5.1 Results of operations for the year ended 31 December 2022 compared to the year ended 31 December 2021

11.5.1.1 Overview

The table below sets out selected comparative results of operations for the financial years ended 31 December 2022 and 2021 extracted from the H2 2022 Interim Financial Statements.

Amounts in TNOK

	Year ended 31 December	
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>
Operating Income		
Sales revenue	3,353	1,850
Other operating income	576	691
Operating income	3,929	2,541
Operating expenses		
COGS.....	2,170	855
Payroll expenses.....	51,790	27,747
Depreciation, amortization & impairment	1,876	8,393
Other operating expenses	52,246	48,542
Operating expenses	108,081	85,537
Operating profit/loss	-104,152	-82,997
Financial income and expenses		
Other interest income	371	15
Other financial income.....	2,398	186
Other interest expenses	2	28
Other financial expenses.....	2,504	532
Net financial income and expenses.....	263	-359
Results before tax.....	-103,890	-83,355
Tax expense	339	115
Results for the year	-104,229	-83,471

11.5.1.2 *Operating income / Revenues*

Total reported revenues for Zwipe in 2022 were NOK 3.9 million, compared to NOK 2.5 million in 2021 and reflects an underlying increase in Zwipe Pay revenues of 72%.

The increase in Zwipe Pay revenues was primarily due to a growth in the sales of biometric payment solutions to the Group's customers, the Smart Card Manufacturers, in order for the SCMs to meet needs from Issuers, the banks, in the early phases of the Issuers' commercial pilot projects. In addition, the Group had larger sales of solutions to the SCMs, effected by an anticipation of larger future commercial rollouts by the Issuers. There were also small initial revenues for Zwipe Access.

11.5.1.3 *Operating expenses*

Operating expenses excluding depreciation, amortization, impairment, and COGS were NOK 104.0 million in 2022 compared to NOK 76.3 million in 2021 an increase of 36%.

Cost of Goods Sold (COGS) were NOK 2.2 million in 2022 compared to NOK 0.9 million in 2021, reflecting the higher volume of Zwipe Pay units sold. The result was a gross margin of 45% in 2022 compared to 66% in 2021.

Total expenses related to employee payroll increased from NOK 27.7 million in 2021 to NOK 51.8 million in 2022. This increase reflected an underlying increase in headcount of 10 people during the course of 2022 to 43 full-time employees, and also a shift in contractors reported as other operating expenses in 2021 to full-time employees reported as payroll expenses in 2022. The investment in personnel was made to meet demand for the company's solutions and prepare for piloting and deployment of Zwipe Pay and Zwipe Access solutions. Other operating expenses totalled NOK 52.2 million in 2022 compared to NOK 48.5 million in 2021. While relatively stable overall, there was an increase in external consultant, post-COVID travel, and marketing costs and a decline in technology development related costs and internal contractor costs as some individuals were shifted to full-time employees and reported as personnel costs.

Many Zwipe team members hold stock options as part of their overall compensation package. The cost of the stock options compensation is volatile as it will vary over time due to grants, cancellations, and vesting periods of each grant. In 2022, the cost of this remuneration program including accrual for social security tax, was NOK 1.7 million, down from NOK 5.8 million in 2021.

Depreciation, amortization, and impairment totalled NOK 1.9 million in 2022, a substantial decrease from NOK 8.4 million in 2021, a period which included the impairment of intangible assets of NOK 6.2 million related to a production generation developed prior to Zwipe Pay.

11.5.1.4 *Results of the year*

Consolidated EBITDA for the full year 2022 of NOK -102.3 million versus NOK -74.6 million in 2021. After adjusting for one-off, non-recurring operational expenses in 2022 and for government funding received in 2021, adjusted EBITDA totalled NOK -96.4 million in 2022 compared to NOK -81.7 million in 2021. The larger negative EBITDA in 2022 mainly reflect higher personnel and contractor expenses. Zwipe did not have any loan commitments at the end of 2022. Total financial income in was NOK 0.3 million while tax expense was NOK 0.3 million in 2022. The total result for 2022 was NOK -104.2 million compared to NOK -83.5 million in 2021.

11.5.2 Results of operations for the year ended 31 December 2021 compared to the year ended 31 December 2020

11.5.2.1 *Overview*

The table below sets out selected comparative results of operations for the financial years ended 31 December 2021 and 2020 extracted from the Audited Financial Statements for the year ended 31 December 2021.

Amounts in TNOK

	Year ended 31 December	
	2021 <i>(audited)</i>	2020 <i>(audited)</i>
Operating Income		
Sales revenue	1,850	1,655
Other operating income	691	182
Operating income	2,541	1,837
Operating expenses		
COGS.....	855	4,808
Payroll expenses.....	27,747	18,973
Depreciation, amortization & impairment	8,393	2,008
Other operating expenses	48,542	37,947
Operating expenses	85,537	63,736
Operating profit/loss	-82,997	-61,899
Financial income and expenses		
Other interest income	15	148
Other financial income.....	186	441
Other interest expenses	28	3
Other financial expenses.....	532	569
Net financial income and expenses	-359	17
Results before tax	-83,355	-61,882
Tax expense	115	191
Results for the year	-83,471	-62,073

11.5.2.2 Operating income / Revenues

Total reported revenues for Zwipe in 2021 were NOK 2.5 million, compared to NOK 1.8 million in 2020 and reflects an underlying increase in payment-related revenues. Specifically, revenues relate to sale of biometric card components in limited volumes and non-recurring engineering ("NRE") revenues. Sales revenues were limited in 2021 and 2020, as commercial deployment of Zwipe's products had not yet been initiated.

11.5.2.3 Operating expenses

Operating expenses excluding depreciation, amortization, impairment, and COGS were NOK 76.3 million in 2021 compared to NOK 56.9 million in 2020, an increase of 34%.

Total expenses related to employee payroll increased from NOK 19 million in 2020 to NOK 27.8 million in 2021. When including contractors, the total increase in personnel related expenses was NOK 16.9 million. The investment in staff (employees and contractors) was made to prepare for piloting and deployment of Zwipe's card payment solutions and services.

Many Zwipe team members hold stock options as part of their overall compensation package. The cost of the stock options compensation is volatile as it will vary over time due to grants, cancellations, and vesting periods

of each grant. In 2021, the cost of this remuneration program including accrual for social security tax, was NOK 5.8 million, up from NOK 3.2 million in 2020.

Depreciation, amortization, and impairment totalled NOK 8.4 million in 2021, compared to NOK 2.0 million in 2020. The increase was primarily the result of an impairment of intangible assets of NOK 6.2 million related to a production generation developed prior to Zwipe Pay.

Cost of Goods Sold (COGS) were NOK 0.9 million compared to NOK 4.8 million in 2020, resulting in a gross margin of 54% in 2021.

Other operating expenses were NOK 48.5 million versus NOK 37.9 million in 2020. Other operating expenses comprise expenditures related to R&D, consultants, office equipment, leasing of office space, IT infrastructure, travel, marketing and others. Expenses related to the management of Zwipe's IP were also included in operating expenses and comprise external costs of obtaining and maintaining patents. A major cost component in operating expenses in 2021 was NOK 9.7 million related to the jointly funded development collaboration with Idemia and compares to NOK 10.4 million for the same expense in 2020.

11.5.2.4 Results of the year

Consolidated EBITDA for 2021 was NOK -74.6 million versus NOK -59.9 million in 2020. The increase in negative EBITDA largely reflected higher personnel and contractor expenses. Zwipe did not have any loan commitments at the end of 2021. Total financial costs in 2021 were NOK 0.3 million. The total result for the year was NOK -83.5 million compared to NOK -62.1 million in 2020.

11.5.3 Results of operations for the year ended 31 December 2020 compared to the year ended 31 December 2019

11.5.3.1 Overview

The table below sets out selected comparative results of operations for the financial years ended 31 December 2020 and 2019 extracted from the Audited Financial Statements for the year ended 31 December 2020.

Amounts in TNOK

	Year ended 31 December	
	2020 (audited)	2019 (audited)
Operating Income		
Sales revenue	1,655	1 517
Other operating income	182	4
Operating income	1,837	1 522
Operating expenses		
COGS.....	4,808	5 882
Payroll expenses.....	18,973	26 591
Depreciation, amortization & impairment	2,008	3 304
Other operating expenses	37,947	60 999
Operating expenses	63,736	96 776
Operating profit/loss	-61,899	-95 255
Financial income and expenses		
Other interest income	148	295
Other financial income.....	441	1 719

Amounts in TNOK

	Year ended 31 December	
	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Other interest expenses	3	246
Other financial expenses	569	1 458
Net financial income and expenses	17	310
Results before tax	-61,882	-94 944
Tax expense	191	210
Results for the year	-62,073	-95 154

11.5.3.2 Operating income / Revenues

Total reported revenues for Zwipe in 2020 were NOK 1.8 million, up from NOK 1.5 million in 2019 and reflecting an underlying increase in payment-related revenues. The revenues related to sale of biometric inlays in limited volumes and non-recurring engineering revenues (NREs). Sales revenues were limited in both 2020 and 2019, as the commercial deployment of Zwipe's products had not yet initiated.

11.5.3.3 Operating expenses

Total operating expenses in 2020 were NOK 63.7 million versus NOK 96.8 million in 2019. The substantial decrease resulted from a streamlining program initiated in November 2019, which was made possible by Zwipe's partnership with Idemia on technology development. Zwipe's operating expenses mainly consisted of people cost including employees, contractors, and professional services from third parties contributing to Zwipe's development projects and supply chain preparations.

Total expenses related to employee payroll were reduced by 29% to NOK 19.0 million in 2020 from NOK 26.6 million in 2019, despite negative currency effects. The number of employees decreased in December 2019, as Zwipe implemented the aforementioned streamlining program. In the last quarter in 2020, Zwipe increased staff slightly again in preparation for piloting and deployment of its card payment solutions and services.

Several of Zwipe's employees hold stock options as part of their overall compensation package. The cost of the stock options compensation is somewhat volatile and will vary over time due to grants, cancellations and vesting periods of each grant. In 2020, the cost of this remuneration program was NOK 1.9 million, down from NOK 3.9 million in 2019.

Cost of Goods Sold (COGS) were NOK 4.8 million in 2020, compared to NOK 5.9 million in 2019. COGS were disproportionately high relative to sales revenues, partly due to COGS including elements of a semi-fixed nature (manufacturing fee, logistics costs). Consequently, the contribution margin was not representative of margins when the volume manufacturing is achieved. Following the change in Zwipe's technology roadmap, inventory related to bypassed versions of the payment inlay were written off by NOK 2.9 million. The same reason caused an impairment-driven write-down of fixed assets of NOK 0.6 million.

Other operating expenses were NOK 37.9 million compared to NOK 61.0 million in 2019, and comprised expenditures related to R&D, office equipment, leasing of office space, IT infrastructure, consultants, travel, marketing and others. Expenses related to the management of Zwipe's IP were also included in operating expenses and comprised external costs of obtaining and maintaining patents. A major cost component in 2020 was NOK 10.4 million related to the jointly funded development collaboration with Idemia, but this was down from NOK 19.0 million in 2019. Other operating expenses in 2019 also one-time costs related to the listing processes at Merkur Market (now Euronext Growth Oslo) and Nasdaq First North Growth Market.

11.5.3.4 Results of the year

Consolidated EBITDA for 2020 was NOK -59.9 million compared to NOK -92.0 million in 2019. The improved EBITDA largely reflected the streamlining program implemented in November 2019. Zwipe repaid the majority of its loan commitments. At the end of 2020, Zwipe's loan commitment consisted of a bank loan granted to Zwipe America, Inc. of \$248 000 through the Paycheck Protection Program (the "**PPP loan**"), at 1% interest rate. Total financial costs were correspondingly reduced by NOK 0.3 million from 2019. Total result for the year was NOK -62.1 million compared to NOK -95.2 million in 2019.

11.6 Management's discussions of Zwipe's financial position

11.6.1 Overview

The table below sets forth the total assets, equity and total liabilities for the Group for the years ended 31 December 2021, 2020 and 2019 extracted from the Audited Financial Statements and for the year ended 31 December 2022 extracted from the H2 2022 Interim Financial Statements.

Amounts in TNOK

	Year ended 31 December			
	2022 (unaudited)	2021 (audited)	2020 (audited)	2019 (audited)
Assets				
<i>Long term assets</i>				
Intangible Assets				
Research and Development	0	0	7,359	7,147
Total Intangible Assets	0	0	7,359	7,147
<i>Fixed Assets</i>				
Equipment, fixtures and fittings	3,385	3,336	2,568	2,536
Total Fixed Assets	3,385	3,336	2,568	2,536
Financial Assets				
Investment in subsidiaries	0	0	0	0
Other financial receivables	0	451	436	439
Total Financial Assets	0	451	436	439
Total Long-term Assets	3,385	3,787	10,362	10,122
<i>Current Assets</i>				
Inventories				
Inventories	10,153	2,448	313	3,104
Total Inventories	10,153	2,448	313	3,104
Receivables				
Accounts receivables	2,269	87	72	375
Other receivables	3,140	4,748	1,361	74,003
Total debtors	5,409	4,834	1,433	74,378
Cash				
Bank deposits, cash	50,466	152,346	125,255	23,236
Total cash	50,466	152,346	125,255	23,236
Total Current Assets	66,028	159,627	127,001	100,718
Total Assets	69,413	163,414	137,363	110,840

<i>Amounts in TNOK</i>	Year ended 31 December			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Equity and liabilities				
<i>Equity</i>				
Paid-up Equity				
Share capital	3,755	3 698	3,291	1 595
Share premium reserve.....	51,605	144,849	119,309	78,830
Total restricted equity	55,360	148,547	122,599	80,426
Total equity.....	55,360	148,547	122,599	80,426
<i>Liabilities</i>				
Long-term liabilities				
Other long term liabilities	0	0	942	0
Total of other long term liabilities	0	0	942	0
Short-term Liabilities				
Accounts Payables	5,100	853	3,119	12,398
Public duties payable.....	772	4,455	2,464	702
Tax payable.....	80	142	0	0
Other short term liabilities	8,102	9,417	8,239	17,315
Total short-term liabilities	14,053	14,867	13,822	30,415
Total liabilities	14,053	14,867	14,764	30,415
Total equity and liabilities	69,413	163,414	137,363	110 840

11.6.2 General

Intangible assets comprise capitalized R&D. Total intangible assets were booked at NOK 0 million as on 31 December 2022, compared to NOK 0 on 31 December 2021. An impairment of NOK 6.2 million was applied to intangible assets for a by-passed production generation in 2021, which was the major contributor to bringing the value of intangible assets down to 0 in 2021.

The Group has a comprehensive portfolio of patents and intellectual property related to in-house biometric technology development. The Group has decided not to capitalize patent related expenses. The decision to not capitalize patent related cost was implemented with a change in accounting methodology during H1 2018, whereby all patent costs were expensed. Additional information related to Zwipe's patent portfolio can be found in Section 7.5.2 "Intellectual property - Patents".

Fixed assets comprise R&D equipment and NRE expenses. The expenditures capitalized as these costs are related to investments in improving Zwipe's manufacturing processes and optimization of the biometric inlay. Production equipment, machinery and fixtures were valued at NOK 3.4 million as on 31 December 2022, compared to NOK 3.3 million on 31 December 2021.

Financial fixed assets was valued at NOK 0 million on 31 December 2022 versus NOK 0.5 million on 31 December 2021, which comprised of a deposit for office lease.

Inventory comprises raw material/components for payment cards, together with semi-finished goods and complete inlays. Inventory was valued at NOK 10.2 million on 31 December 2022 versus NOK 2.5 million on 31

December 2021. At the end of 2022, Zwipe was in a good position, in terms of inventory and capacity, to deliver products for commercial volume ramp-up well into 2023.

Receivables comprise accounts receivables and other receivables various payments and VAT receivables. Receivables were valued at NOK 5.4 million on 31 December 2022 versus NOK 4.8 million on 31 December 2021.

The Group does not foresee any environmental issues that affect the Group's utilization of its tangible fixed assets to the date of this Prospectus.

11.6.3 Review of financial position for the years ended 31 December 2022, 2021, 2020 and 2019

Financial position 2022

At the end of 2022, bank deposits and cash totalled NOK 50.5 million, compared to NOK 152.3 million at the end of 2021. The development in cash balance since the end of 2021 was mainly a result of the negative operational cash flow of NOK -109.2 million for 2022.

Net cash used in operating activities in 2022 averaged NOK 9.0 million per month compared to NOK 6.4 million per month in 2021, which represents an increase of 41% from 2021. The main factor behind increased average monthly burn rate was higher personnel costs, but there were also one-off non-recurring charges which inflated the 2022 monthly average burn rate and are not expected to continue.

Total equity was NOK 55.4 million as of 31 December 2022 compared to NOK 148.5 million on 31 December 2021, corresponding to an equity ratio of 80% at the end of 2022 (91% at end 2021). Total liabilities were NOK 14.1 million on 31 December 2022 and were comprised entirely of short-term liabilities. This compares to NOK 14.9 million at the end of 2021.

Financial position 2021

In 2021, Zwipe America Inc. was granted full forgiveness of the two \$248,000 (approximately NOK 2.1 million) loans received through the PPP loan. The first of these two loans were granted in 2020 and the second loan was granted earlier in 2021. The forgiveness means that there is no requirement for repayment of the loans and interest. In total, therefore, PPP loans of \$496,000 plus interest were forgiven.

During 2021, Zwipe raised net NOK 104 million through a private placement to the Swedish investor Erik Selin in September, further strengthening the balance sheet. At the end of 2021, bank deposits and cash were NOK 152.3 million versus NOK 125.3 million in at the end of 2020.

Net cash use in operating activities in 2021 was on average NOK 6.4 million per month, which represents an increase of 28% from 2020.

Total equity was NOK 148.5 million on 31 December 2021, compared to NOK 122.6 million at the end of 2020, corresponding to an equity ratio of 91% (89% at end 2020). Total liabilities were NOK 14.9 million on 31 December 2021 versus NOK 14.8 million at the end of 2020.

Financial position 2020

In July 2020, Zwipe received an additional NOK 9.8 million out of a total NOK 23 million grant awarded through EU's Horizon 2020 program. In October 2020, Zwipe received a NOK 5 million grant from the Norwegian government in Q4 2020 as a result of the approval of Zwipe's grant application (Nw. *Skattefunn*).

During 2020, Zwipe raised net NOK 103 million through a private placement in September and a subsequent offering in October, further strengthening the balance sheet. At the end of 2020, bank deposits and cash were NOK 125.3 million compared to NOK 23.2 million at the end of 2019.

The outgoing operating cash flow in 2020 was on average below NOK 5 million per month, which represented a reduction of 39% from 2019.

Total equity was NOK 122.6 million on 31 December 2020, compared to NOK 80.4 million at the end of 2019, corresponding to an equity ratio of 89% (73% at end 2019). Total liabilities were NOK 14.7 million on 31 December 2020, a significant reduction compared to NOK 30.4 million at end 2019. Of total liabilities at end 2020, NOK 0.9 million were long term liabilities related to the PPP loan of \$248 000 that was granted to Zwipe America, Inc. in Q2 2020 through the PPP loan. The loan was at 1% interest rate, payable in two years. The short-term part of the loan was classified as other short-term liabilities.

Financial position 2019

During 2019, Zwipe raised NOK 120 million in connection with the admission to Merkur Market (now Euronext Growth Oslo) in January and further strengthened its balance sheet through a preferential rights issue raising gross proceeds of NOK 67 million in December. In consequence, Zwipe was able to satisfy the requirement of in excess of twelve months' working capital prior to the planned listing at Nasdaq First North Growth Market in January 2020.

At the end of 2019, cash and cash equivalents were NOK 90.2 million, including the receivable relating to the capital increase which was subscribed but not yet registered on 31 December 2019. The capital increase was registered on 6 January 2020. The cash reserves were up from NOK 10.8 million at the end of 2018.

Total equity was NOK 80.4 million at end 2019 compared to NOK -8.1 million at end 2018, corresponding to an equity ratio of 73% (-27%). Total liabilities were NOK 30.4 million, all of which various short-term items. During 2019, Zwipe settled a convertible loan by issuing 520,543 new shares and repaid a shareholder loan by NOK 14.8 million. Zwipe did not have long-term interest-bearing debt at the end of 2019.

11.7 Liquidity and capital resources

11.7.1 Sources and use of cash

The Group's principal sources of liquidity have historically derived from equity financing and minor supplier credits. As at the date of this Prospectus, Zwipe does not have any debt to financial institutions and has not issued any bonds.

Historically, limited revenue has been earned from initial sales of biometric smart cards for payments and access control. Government support from Skattefunn has contributed to cash inflow, as has the EU Horizon 2020 program.

The Group's main cash outflows in the past have been related to cash outflows from operating losses.

The Group has had negative operational cash flow because revenues have been insufficient to cover the operating expenses. Shareholders have been supportive over the years and Zwipe has received new equity and liquidity from both existing shareholders, new investors and grants from governmental institutions. The Group has completed several equity capital raisings since 2013, both in the form of private placements and rights issues.

In 2022 and 2023 up to the date of this Prospectus, the Group earned more revenue than in previous years from the sale of biometric smart cards. There was no additional equity financing although limited cash inflow came from stock option exercises. The main cash outflows were related to Group operations and inventory purchases.

According to Zwipe's current business plan, which is not a guarantee or forecast of future financial developments, the main cash inflows from 2024 onwards are expected to come from sales of Zwipe Pay and Zwipe Access solutions. Smaller cash inflows are expected to be derived from technology advisory, implementation support and the provision of other value-added services. Zwipe may also earn license fees and royalties on its IP from partners which integrate Zwipe Core Technology. If the revenues from sale of Zwipe Pay and Zwipe Access solutions from 2024 onwards are not sufficient to cover Zwipe's cash outflows, the Group will have to obtain financing from outside its Income Statement, most likely through additional equity issuances in the form of rights issues and/or private placements.

The main future cash outflows are expected to relate to operating costs and COGS. The Group has no obligations to make any significant investment in tangible or intangible assets. As part of the agreement with Idemia, Zwipe has contributed financially toward the development of a new technology platform and will make continued payments for software updates. Payments of approximately NOK 2.2 million are expected to be paid to Idemia in 2023.

No cash resources are restricted besides employees' withheld taxes and a collateral for bank guarantee placed on a restricted bank account.

Other than statutory requirements, there are no restrictions on transfer of funds either way between the Company and its subsidiaries and there is no reason to expect that there will be any negative effect on the Group's or the Company's business or financial situation in this respect. The Company does not foresee any hindrances to cross-border cash flows in its expected business.

11.7.2 Treasury and funding policy

The Group does not buy or issue financial instruments other than shares, warrants and subscription rights as resolved or authorized by the General Meeting. The Group is funded by equity, grants and supplier credits.

The Group's subsidiaries have been funded by equity and through advances by the Company covering its subsidiaries working capital needs. The Group's operating cost base is mainly in NOK, USD or EUR. The revenue and COGS are in USD. Once the Group has achieved a business with recurring, predictable revenue streams, currency hedging will be considered. Until that point, current currency risk is deemed fairly moderate.

The Group's cash is largely held in NOK based deposit accounts with DNB Bank ASA. The subsidiaries' cash is held in reputable local banks.

11.7.3 Management's discussion and analysis of Zwipe's cash flow

11.7.3.1 Overview

The table below summarises the Group's historical cash flows for the for the years ended 31 December 2021, 2020 and 2019 extracted from the Audited Financial Statements and for the year ended 31 December 2022 extracted from the H2 2022 Interim Financial Statements.

<i>Amounts in TNOK</i>	Year ended 31 December			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Net Income / (Loss) before tax	-104,229	-83,470	-62,073	-95,154
Taxes paid.....	0	0	0	94
(+) Option cost no cash effect	3,673	4,005	1,888	3,881
(-/+) Gain/Loss of on sale of assets	0	-93	0	0

Amounts in TNOK

	Year ended 31 December			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
(+) Depreciation, amortisation & impairment	1,876	8,393	2,008	3,304
(-) Change in Inventory	-7,705	-2,135	2,791	-797
(-) Change in Accounts Receivable	-2,029	3	255	1,915
(-) Change in Other Current Assets	1,293	-3,537	4,967	-64
(+) Change in Accounts Payables	4,166	-2,267	-7,549	2,864
(+) Change in Current Liabilities	-5,124	2,407	-2,118	3,595
Net Cash use in Operating Activities...	-108,079	-76,693	-59,831	-80,361
Cash Flows from Investing Activities				
Intangible Assets and Capital Expenditures	-1,099	-1,712	-2,259	-4,636
Net Cash Provided by (used in) Investing Activities	-1,099	-1,712	-2,259	-4,636
Operational Cash Flow	-109,178	-78,405	-62,090	-84,997
Cash Flows from Financing Activities				
Equity Issue	5,136	105,191	177,724	120,071
Transaction cost not recognized over P&L	-41	54	-16,313	-16,763
PPP Loan	0	0	2,334	0
Convertible loan	0	0	0	9,730
Repayment of loan	0	0	730	-15,251
Net Cash Provided by Financing Activities	5,095	105,245	164,475	97,426
Effect of Foreign Currency Translation ..	2,204	249	-365	10
Net Increase / (Decrease) in Cash and Cash Equivalents	-101,879	27,090	102,020	12,439
Cash and Cash Equivalents at Beginning of Period	152,346	125,255	23,236	10,797
Cash and Cash Equivalents at End of Period	50,466	152,346	125,255	23,236
Net cash flow	-101,879	27,090	102,020	12,439

11.7.3.2 Cash flows from operating activities

Year ended 31 December 2022 compared to year ended 31 December 2021

Net cash outflow from operating activities for the year ended 31 December 2022 was NOK 108.1 million compared to NOK 76.7 million for the year ended 31 December 2021, an increase of NOK 31.4 million. The increase was primarily attributable to an increase in personnel expenses (including shifting contractors to full-time personnel), as well as one-off expenses related to changes in senior management.

Year ended 31 December 2021 compared to year ended 31 December 2020

Net cash outflow from operating activities for the year ended 31 December 2021 was NOK 76.7 million compared to NOK 59.8 million for the year ended 31 December 2020, an increase of NOK 16.9 million. The increase was primarily attributable to higher personnel and contractor expenses.

Year ended 31 December 2020 compared to year ended 31 December 2019

Net cash outflow from operating activities for the year ended 31 December 2020 was NOK 59.8 million compared to NOK 80.4 million for the year ended 31 December 2019, a decrease of NOK 20.6 million. The decrease primarily resulted from the streamlining program implemented in late 2019, whereby headcount (employee and contractors) was reduced and the technology roadmap simplified as a result of the technology collaboration with Idemia.

*11.7.3.3 Cash flows from investing activities***Year ended 31 December 2022 compared to year ended 31 December 2021**

Net cash outflow from investing activities for the year ended 31 December 2022 was NOK 1.1 million compared to NOK 1.7 million for the year ended 31 December 2021, a decrease of NOK 0.6 million. The decrease was primarily attributable to decreased investment on fixed assets.

Year ended 31 December 2021 compared to year ended 31 December 2020

Net cash outflow from investing activities for the year ended 31 December 2021 was NOK 1.7 million compared to NOK 2.3 million for the year ended 31 December 2020, a decrease of NOK 0.6 million. The decrease was primarily attributable to lower expenses for intangible and fixed assets.

Year ended 31 December 2020 compared to year ended 31 December 2019

Net cash outflow from investing activities for the year ended 31 December 2020 was NOK 2.3 million compared to NOK 4.6 million for the year ended 31 December 2019, a decrease of NOK 2.3 million. The decrease was primarily attributable to lower expenses for intangible assets.

*11.7.3.4 Cash flows from financing activities***Year ended 31 December 2022 compared to year ended 31 December 2021**

Net cash inflow from financing activities for the year ended 31 December 2022 was NOK 5.1 million compared to NOK 105.2 million for the year ended 31 December 2021, a decrease of NOK 100.2 million. The decrease was primarily attributable to lower net proceeds from equity issues.

Year ended 31 December 2021 compared to year ended 31 December 2020

Net cash inflow from financing activities for the year ended 31 December 2021 was NOK 105.2 million compared to NOK 164.5 million for the year ended 31 December 2020, a decrease of NOK 59.3 million. The decrease was primarily attributable to lower net proceeds from equity issues.

Year ended 31 December 2020 compared to year ended 31 December 2019

Net cash inflow from financing activities for the year ended 31 December 2020 was NOK 164.5 million compared to NOK 97.4 million for the year ended 31 December 2019, an increase NOK 67.1 million. The increase was primarily attributable to higher net proceeds from equity issues.

11.8 Investments*11.8.1 Principal historical investments*

The table below sets out an overview of the material investments made by the Group during the years ended 31 December 2022, 2021, 2020 and 2019. In the period from 1 January 2023 until the date of this Prospectus, the Group did not have any material investments.

<i>Amounts in NOK million</i>	Year ended 31 December			
	2022	2021	2020	2019
Property, plant and equipment ¹ ...	1,099	2,021	1,924	1,912
Research and development ²	31,949	24,832	22,188	43,544
Total historical investments	33,048	26,853	24,112	45,456

- 1: Property, plant and equipment comprise building fixtures, office machines/equipment and NREs. An explanatory note is provided in Section 11.8.1.1 below in the paragraph "Property, plant and equipment".
- 2: Research and development comprises investment in development projects both expensed on the income statement and capitalized on the balance sheet as intangible assets.

11.8.1.1 Property, plant and equipment

R&D activities related to development of the production line are viewed as investments and capitalized only when satisfying certain criteria. These investments are shown under property, plant and equipment and are typically NREs.

In 2022, the Group invested NOK 1.1 million in fixed assets. The Group invested NOK 0.2 million in tools, NRE and operating equipment for use in its production line of biometric inlays. NOK 0.6 million was invested in post placement machinery and NOK 0.3 million in office machinery.

In 2021, the Group invested NOK 2.0 million in fixed assets. The Group invested NOK 1.6 million in tools, NRE and operating equipment for use in its production line of biometric inlays and NOK 0.4 million in office machinery.

In 2020, the Group invested NOK 1.9 million in fixed assets. The Group invested NOK 1.0 million in tools, NRE and operating equipment for use in its production line of biometric inlays. NOK 0.7 million was invested in post placement machinery and NOK 0.2 million was invested in office machinery.

In 2019, the Group invested NOK 1.9 million in fixed assets. NOK 1.2 million was invested in tools, NRE and operating equipment for use in its production line for biometric inlays. The Group invested NOK 0.7 million in a post placement machine placed in Colorado Springs, USA.

11.8.1.2 Research and development

Research and development comprises investment in development projects both expensed on the income statement and capitalized on the balance sheet as intangible assets.

Research and development in 2022

R&D spending amounted to a total of NOK 31.9 million in 2022 expensed over the Income Statement. R&D expenses include purchased materials and components as well as external project costs for design, manufacturing (production trials and pilot production runs), testing, and other work conducted by various companies.

Research and development in 2021

R&D spending amounted to a total of NOK 24.8 million in 2021 expensed over the Income Statement. R&D expenses include purchased materials and components as well as external project costs for design, manufacturing (production trials and pilot production runs), testing, and other work conducted by various companies. NOK 9.7 million of the R&D cost in 2021 related to the final instalment according to the co-investment agreement with Idemia for the development of the single-chip platform used in Zwipe Pay and Zwipe Access.

Research and development in 2020

R&D spending amounted to a total of NOK 21.4 million in 2020, whereof NOK 0.3 million (compared to NOK 3.1 million in 2019) was capitalized as intangible assets and the remainder expensed over the Income Statement. R&D expenses include purchased materials and components as well as external project costs for design, manufacturing (production trials and pilot production runs), testing and other work conducted by various companies. NOK 10.4 million of the R&D cost in 2020 related to the co-investment agreement for the development of the single-chip platform with Idemia.

Research and development in 2019

R&D spendings amounted to a total of NOK 38.8 million in 2019, whereof NOK 3.1 million was activated as intangible assets and the remainder expensed over the Income Statement. R&D expenses include purchased materials and components as well as external project costs for design, manufacturing (production trials and pilot production runs), testing and other work conducted by various companies and institutions. NOK 19 million of the R&D cost in 2019 was related to the co-investment agreement for development of the single-chip platform with Idemia. Another major component was the development and prototyping of Zwipe's Z5 chip for energy harvesting and power management.

An impairment of NOK 1.3 million was applied to intangible assets, as the streamlining program concluded in November 2019 made an intermediate generation development superfluous.

11.8.2 Investments in progress or for which firm commitments have already been made

The Group will continue to invest in development of Zwipe Pay and Zwipe Access technology such that it can efficiently and competitively meet future market demands, particularly the Group's main projects for Zwipe Pay, which is the collaboration with Idemia on further technology platform development. The estimated remaining payment to Idemia in 2023 is approximately NOK 2.2 million for software updates.

The Group will also invest in its development of Zwipe Access. The remaining firm commitment in 2023 to external providers abroad totals NOK 0.8 million.

All investments in progress will be expensed on the Group's Income Statement and financed using proceeds from the Rights Issue.

11.8.3 Future estimated investments

Except as described in Section 11.8.2 "Investments in progress or for which firm commitments have already been made", the Group does not have any specific capital expenditures committed or resolved. However, the Group will continue to channel investments as well as operating expenses toward R&D, technology development, commercialization processes, market presence and partnerships.

The Group's current set-up is otherwise, as regards infrastructure, production lines, suppliers, etc., largely sufficient to carry out and complete the full-scale deployment of the biometric payment cards in accordance with the current plan, and no other significant ramp-up is required if the roll-out takes place in line with said plan.

12 BOARD, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

12.1 Introduction

The General Meeting is the highest authority of the Company. All shareholders in the Company are entitled to attend and vote at General Meetings of the Company and to table draft resolutions for items to be included on the agenda for a General Meeting.

The overall management of the Company is vested in the Board and the Management. In accordance with the Companies Act, the Board is responsible for, among other things, supervising the general and day-to-day management of the Company's business, ensuring proper organization, preparing plans and budgets for its activities ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The Chief Executive Officer (the "**CEO**") is responsible for the day-to-day management of the Company's operations in accordance with the Companies Act and instructions set out by the Board of Directors. Among other responsibilities, the Company's CEO is responsible for keeping the Company's accounts in accordance with prevailing Norwegian legislation and regulations and for managing the Company's assets in a responsible manner. In addition, the CEO must according to the Companies Act brief the Board of Directors about the Company's activities, financial position and operating results at least every four months.

12.2 The Board of Directors

12.2.1 Overview

The Company's Articles of Association provide that the Board shall consist of a minimum of two and a maximum of nine Directors. The Board of Directors is elected by the Company's shareholders at the General Meeting. In accordance with the Articles of Association, the General Meeting has elected a Nomination Committee, inter alia responsible for issuing a recommendation to the annual general meeting (and other General Meetings) on who should be elected as members and deputy members of the Board.

The current Board consists of six Board Members, all of whom have been elected by the General Meeting. Subject to the work of the Nomination Committee (see Section 12.5 "Nomination Committee" below), the Company is not aware of any understanding with Zwipe's major shareholders, customers, suppliers or others, pursuant to which any Board Member was selected as a member of the Board.

The composition of the Board is in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance, dated 14 October 2021 (the "**Norwegian Corporate Governance Code**"), meaning that (i) the majority of the shareholder-elected Board members are independent of the Company's executive management and material business contacts, (ii) at least two of the shareholder-elected Board members are independent of the Company's main shareholders (shareholders holding more than 10% of the Shares in the Company) and (iii) the composition of the Board represent a diversity of background and expertise, including that both genders are represented at the Board.

The composition of the Board is also in compliance with the independence requirements of the Swedish Corporate Governance Code, revised on 1 January 2020 (the "**Swedish Corporate Governance Code**"), meaning that (i) the majority of the shareholder-elected Board members are independent of the Company and its executive management, (ii) no more than one Board member is a member of the executive management of the Company or a subsidiary, and (iii) at least two of the Board members who are independent of the Company and its executive management are also independent in relation to the Company's major shareholders (shareholders holding more than 10% of the Shares in the Company).

The Company's registered business address at Rådhusgata 24, N-0151 Oslo, Norway, serves as the business address for the Board Members in relation to their directorship of the Company.

The following table sets forth the members of the Board as at the date of this Prospectus.

Name	Position	Served since	Term expires
Jörgen Lantto	Chair of the Board	2016 ¹	2024
Johan Biehl	Board member	2018	2024
Dennis Jones	Board member	2018	2024
Diderik Schonheyder	Board member	2020	2024
Stina Granberg	Board member	2021	2024
Tanya Juul Kjær	Board member	2021	2024

1: Mr. Lantto was elected as a Board Member in November 2016 and as Chair at the Company's AGM in May 2018

12.2.2 Brief biographies of the current members of the Board

Set out below are brief biographies of the current members of the Board, including their relevant management expertise and experience, an indication of any significant principal activities performed by them 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 in the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Jörgen Lantto, Chair of the Board

Previously CEO of Fingerprint Cards AB, Mr. Lantto held the position during a period of unprecedented global growth. Prior to being appointed CEO, he was Executive Vice President, CTO and Head of Strategy and Product Development of Fingerprint Cards AB. Before his time at Fingerprint Cards, he held a wide range of senior executive positions at the ICT Company Ericsson. Well known and highly respected in the biometrics industry, he has extensive expertise in helping technology companies grow on an international scale.

Current directorships and management positions:

Chair of the board of Cambridge Mechatronics Ltd; board member of Bromma Tech Consulting AB; board member of Tobii AB; CEO and board member of Milepost AB, and advisory board member of Intrinsic ID and Sentons Inc.

Previous directorships and management positions last five years:

Board member of myFC Holding AB (2017-2019) and board member of Dirac AB and Wirepas Oy (2017-2022).

Johan Biehl, Board Member

Mr. Biehl is a private investor, who has devoted the past decade to managing his personal investments. Since 2016, he has held the position as a board member and investment manager at Feat Invest AB. Mr. Biehl is focused on small and micro caps and has some ten investments in listed and unlisted companies in a variety of industries with a predominance in tech companies. Before going into the financial industry, he held various positions in business-to-business (B2B) sales and sales management. He has studied economics and business, and he holds a degree in finance from Stockholm University.

Current directorships and management positions:

Board member and investment manager in Feat Invest AB; board member in Biehl Invest AB; chair of the board of Nitro Games Oyj, board member in Arctic Blue Beverages AB and Oyj.

Previous directorships and management positions last five years:

Board member in Skilled Monkey AB (2018 – 2018)

Dennis Jones, Board Member

In 2018, Mr. Jones retired as the COO of TSYS Issuer Solutions, a U.S. based global payment processing company, and as chair of Paysafe PLC, a U.K. based Financial Times Stock Exchange 250 Index global payments company (a position he held until December 2017). Mr. Jones has extensive experience in the FinTech, payments and payment processing sectors, having held executive and board roles a) in the United Kingdom as chair of MasterCard UK Ltd and various executive roles with Royal Bank of Scotland (RBS) and National Westminster Bank (NatWest); and b) in the U.S. as a director, president and chief executive officer of RBS National Bank, as a non-executive director of Argus Information Services Inc., and as a non-executive director of Kroger Personal Finance. Mr. Jones has also worked in China as an executive director of the RBS / Bank of China credit card joint venture. He has a Bachelor of Science honours degree in Electrical and Electronic Engineering from the University of Northumbria in the United Kingdom in 1980.

Current directorships and management positions:

Member of the Board of D & PM Associates Limited.

Previous directorships and management positions last five years:

Chair of Paysafe PLC (2014-2017). Chair of the Board of Skrill Ltd. Chair of the Board of Prepaid Services Co. Ltd.

Diderik Schonheyder, Board Member

Mr. Diderik Schonheyder is a recognized authority on payment products, services and systems development with more than 35 years' experience as an executive, advisor and investor in the information technology and telecommunications industry. He previously served in global roles at Visa International and MasterCard, where he was instrumental in the development of a multi-currency clearing and settlement system, the creation of a seven-year international debit card product roadmap and an EMV purse application. After graduating from San Francisco State University, Mr. Schonheyder a Norwegian citizen, worked in the Bay Area for six years, then in London, Brussels and Lisbon, where he is presently based. He currently works as a strategy consultant focused on the payment ecosystems.

Current directorships and management positions:

Schonheyder & Associates SPRL, The Clydach London Company Ltd., Parc Wen Management Company Ltd and Glencove Property Ltd.

Previous directorships and management positions last five years:

N/A

Stina Granberg, Board Member

Mrs. Granberg has worked many years in the Fintech industry at companies like Klarna, Bambora and Worldline. Her previous assignment was Chief Operating Officer at Bambora, now part of the Worldline group, and Head of Customer Services Regional Businesses at Worldline. Currently she holds the position as Chief Operating Officer at a consumer tech scale up; Fishbrain. She has a background from the Fast-Moving Consumer Goods and Retail Industry. Mrs. Granberg holds a degree in Master of Science in Engineering.

Current directorships and management positions:

Chief Operating Officer at Fishbrain

Previous directorships and management positions last five years:

Head of Customer Services Regional Businesses at Worldline (2020-2021); Chief Operating Officer at Bambora (2019-2021); Director Process and Solutions Development at Klarna (2017-2018)

Tanya Juul Kjær, Board Member

Ms. Juul Kjær is a Venture Partner at node.vc., and was until December 2022 the VP of Product at Jus Mundi. She has worked in the FinTech industry for most of her career, holding various product and leadership roles at companies such as Klarna, H&M Group, iZettle (now part of Paypal) and Tink (acquired by Visa). Ms. Juul Kjær has a Master's degree of International Law (LL.M.) at the University of New South Wales, Sydney, and a Bachelor of Laws degree at the University of Copenhagen.

Current directorships and management positions:

Board member of moneyHOP in the UK and Yabie in Sweden.

Previous directorships and management positions last five years:

VP of Product at Jus Mundi (Jan 2022-Dec 2022); Head of Payments at Tink (May 2021 - December 2021) Head of Product at H&M Group (May 2020-May 2021); Product Director at iZettle (June 2018-2020); Senior Manager at Klarna (June 2015- June 2018)

12.2.3 Shares and options to acquire Shares held by Directors

As at the date of this Prospectus, the Board members have the following shareholdings in the Company:

Name	Position	No. of Shares	Options held at the date of this Prospectus
Jörgen Lantto	Chair of the Board	866,666	-
Johan Biehl	Board member	120,000 ¹	-
Dennis Jones	Board member	65,258	-
Diderik Schonheyder	Board member	25,302	-
Stina Granberg	Board member	0	-
Tanya Kjær	Board member	0	-

1: Mr. Biehl is a member of the board of Feat Invest AB which holds 262,479 Shares in the Company.

12.3 Management

12.3.1 Overview

The Management consists of six individuals. The names of the members of the Management as at the date of this Prospectus, and their respective positions, are presented in the table below. The Company is not aware of any understanding with Zwipe's major shareholders, customers, suppliers or others, pursuant to which any member of Management was selected as a member of the Member of Management.

Name	Position	Employed since
Robert Puskaric	President and Chief Executive Officer	2022
Danielle Glenn	Chief Financial Officer and Head of IR	2022
Eric Mercer	Chief Operating Officer	2018
Patrice Meilland	Chief Strategy and Product Officer	2022
Dr. Robert Mueller	Chief Technology Officer	2019
Jens Hansen	Vice President, Head of Customer Success	2022

12.3.2 Brief biographies of the members of the Management

Set out below are brief biographies of the members of the Management, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the Management is or has been a

member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Robert Puskaric, CEO

Mr. Robert Puskaric joined Zwipe as President and CEO in June 2022. Mr. Puskaric brings a renewed focus on commercialising Zwipe's current products and services and has a proven track record of transforming cutting-edge companies into growth and success. Robert Puskaric has a long successful career mainly from the Ericsson group where positions held include President, Region Northern Europe and Central Asia, President, Ericsson Mobile Platforms, Senior Vice President, Business Unit Modems, and Executive Vice President, ST-Ericsson. He has also been President and CEO of Doro Group AB and Eniro Group AB. He holds a Bachelor's degree in Economics and Management from Lund University, Sweden.

Current directorships and management positions:

Chair of the board of Phoencia Invest AB and chair of the board of Norla AB

Previous directorships and management positions last five years:

President and CEO of Eniro (2021-2022) and President and CEO of Doro Group (2017-2019)

Danielle Glenn, CFO and Head of IR

Ms. Glenn joined Zwipe from a position as CFO of Arctic Bioscience AS, a Norwegian biotech company. While at Arctic Bioscience, Ms. Glenn managed the company's capital markets activities and Investor Relations and was heavily involved in setting the company's overall strategic, commercial, operating and investment plans. Ms. Danielle Glenn joined Zwipe as CFO and Head of IR in May 2022, where she is helping lead the company through its next phase of international commercialization of biometric cards within payments and access control. Ms. Glenn spent most of her career in London and New York, working at Goldman Sachs, Caxton Associates and Bywater Capital as a global macro hedge fund manager and Chief Investment Officer. Ms. Glenn graduated magna cum laude from Harvard University with a BA in History and Science.

Current directorships and management positions:

Chair of the board of KAD Group AS

Previous directorships and management positions last five years:

CFO of Arctic Bioscience AS (2020-2022) and CEO of Sensee AS (2018-2019)

Eric Mercer, COO

Leading a global team responsible for Zwipe's Program Management, Operations, Supply Chain, and Quality, Mr. Mercer is a senior business executive with a focused background in supply chain management and advanced product development. Bringing a wealth of experience across both technical and administrative disciplines, Mr. Mercer joined Zwipe in April 2018 to support supply chain readiness and scaling initiatives. Prior to joining Zwipe he has held multiple management positions, notably at Cobham Semiconductor Solutions (formerly Aeroflex) and Intel Corporation.

Current directorships and management positions:

N/A

Previous directorships and management positions last five years:

Director of Finance at Cobham Semiconductor Solutions (2015-2018) and Vice President of Supply Chain and Program Management at Zwipe (2018-2019)

Dr. Robert Mueller, CTO

Dr. Mueller has more than 25 years of experience in smart cards, biometrics and IT security. He created ground-breaking products, solutions and patents for various companies including Siemens, Giesecke & Devrient, BMW and NEXT Biometrics before joining Zwipe in 2019 as the new CTO. Dr. Mueller is responsible for technology and IP at Zwipe and leads a team of 13 engineers and experts in their respective fields. For many years, Dr. Mueller has been an active contributor to inter- industry standardization and a mentor to distinguished students, and the publication of scientific papers complements his professional life.

Current directorships and management positions:

N/A

Previous directorships and management positions last five years:

Vice President of Biometric Solutions at NEXT; CTO at NEXT Biometrics

Patrice Meilland, CSO and CPO

Mr. Patrice Meilland joined Zwipe as Chief Strategy and Product Officer in April 2022 where his primary focus areas are strategy, strategic partnerships and Zwipe's product portfolio and roadmap. The product management team is placed under his leadership, and he is also currently responsible for Zwipe Pay sales & marketing. Mr. Meilland's extensive business and technical experience in the semiconductor, mobile, and payment card industries include 7 years at IDEMIA and 26 years at ST Microelectronics and ST-Ericsson. He joined Zwipe from the position as SVP of Advanced Cards at IDEMIA, where he was responsible for IDEMIA's biometric cards roadmap, including the BioSE project and product lines such as eco-friendly cards and dynamic CVV cards, transport and urban mobility cards.

Current directorships and management positions:

N/A.

Previous directorships and management positions last five years:

SVP at IDEMIA (2015-2022)

Jens Hansen, VP, Head of Customer Success

Mr. Jens Hansen has joined Zwipe as Vice President, Head of Customer Success in September 2022 where his focus is to scale and speed up the deployment of Zwipe Pay and Zwipe Access customer projects and commercial launches, ensuring excellent end-to-end deliveries to customers and partners across the value chain. Mr. Hansen is also currently responsible for Zwipe Access sales & marketing. Prior to Zwipe, he was the Head of Commercial, Technology & Data at eBay (Italy), where he worked for over six years in different leadership positions. With an international work experience of more than 25 years across Europe (mostly Sweden and Italy) and U.S.A, Jens has worked for over 10 years at Ericsson Mobile Platforms and ST-Ericsson, where he was leading the deployment of mobile platform products to a long range of tier-1 mobile phone manufacturers.

Current directorships and management positions:

N/A

Previous directorships and management positions last five years:

Head of Commercial, Technology & Data, Ebay (2018-2022)

12.3.3 Shares held by the members of Management

As at the date of this Prospectus, the members of Management have the following shareholdings in the Company:

Name	Position	No. of Shares	No. of options
Robert Puskaric	CEO	0	450,000
Danielle Glenn ¹	CFO	12,000	140,000
Eric Mercer	COO	25,500	200,000
Dr. Robert Mueller	CTO	48,572	220,000
Patrice Meilland	CSO and CPO	9,000	110,000
Jens Hansen	VP, Head of Customer Success	10,000	110,000

1: Danielle Glenn's shares are held through the company KAD group AS

During the last 12 months prior to the date of this Prospectus, certain members of Management acquired Shares in the market at prices of NOK 8.30 and 6.50, respectively, and one member of Management exercised share options at an exercise price of NOK 10.00, while a former member of Management exercised share options at an exercise price of NOK 6.54. These prices paid for Shares are higher than the Offer Price of NOK 4.80. The Board also granted options to certain members of Management with a strike price of NOK 25.19, NOK 17.96 and NOK 10.44, respectively, which significantly exceeds the Offer Price of NOK 4.80.

12.4 Board sub-committees

The Board has appointed a remuneration committee (the "**Remuneration Committee**"), comprising Jörgen Lantto, Johan Biehl and Stina Granberg.

The Remuneration Committee's duties are to (i) propose remuneration for the CEO to the Board, and (ii) develop the Company's share-based incentive program in collaboration with the CEO and CFO, see Section 13.7 "Share-based incentive program" for more information about the Company's share-based incentive program.

The Board has also appointed an audit committee (the "**Audit Committee**"), comprising Dennis Jones, Diderik Schonheyder and Tanya Juul Kjær.

The Audit Committee's duties are to (i) prepare the Board of Directors' follow-up of the financial reporting process, (ii) monitor the systems for internal control and risk management as well as the company's internal audit if such function is established, (iii) have continuous contact with the company's elected auditor about the audit of the annual accounts, and (iv) assess and monitor the independence of the auditor, cf. Chapter 4 of the Auditors Act, including in particular the extent to which services other than audits provided by the auditor or the auditing company pose a threat to the independence of the auditor.

12.5 Nomination Committee

At the EGM held on 11 April 2019, the General Meeting resolved to establish a nomination committee, including guidelines for the nomination committee's work. The nomination committee (the "**Nomination Committee**") is elected by the General Meeting and shall have four members, including the Chair of the Board of Directors. The General Meeting appoints the chair of the committee and determines the compensation to the members of the committee. The members are elected for a two-year period unless otherwise decided by the General Meeting.

The duties of the Nomination Committee are to issue a recommendation to the annual general meeting (and other General Meetings) on who should be elected as members and deputy members of the Board of Directors and the Nomination Committee, and on the remuneration to these members.

The current members of the Nomination Committee were elected in an EGM held 28 January 2021. The appointed members of the Nomination Committee are Lars Windfeldt (chair), Jörgen Lantto (committee

member), Niclas Eriksson (committee member). As Mr. Lantto is currently the Chair of the Board of Directors, the composition of the Nomination Committee is not in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance, dated 14 October 2021, where it is stated that the nomination committee should not include any executive personnel or any member of the company's board of directors. The members were however elected prior to the amendments, and therefore not aware of this recommendation at the time of the election.

At the AGM held on 23 May 2022, the General Meeting, in accordance with the proposal by the Board of Directors did not resolve that the members of the Nomination Committee were to receive any remuneration for the period from the AGM in 2022 until the AGM in 2023, in accordance with the presumption that such post is not remunerated.

12.6 Remuneration and benefits

12.6.1 Remuneration of the Directors

At the AGM held in 2021 it was resolved that the Chair of the Board would receive a remuneration of NOK 260,000 and that Board Members would receive a remuneration of NOK 130,000 for the period from the AGM in 2021 to the AGM in 2022. The AGM in 2022 resolved the same level of remuneration to the Chair of the Board and the Board Members, respectively, for the period from the AGM in 2022 to the AGM in 2023. If applicable, the remuneration for the period shall be adjusted pro rata based on the term of service.

12.6.2 Remuneration of the Management

The table below sets out the total remuneration paid to the current members of Management in 2022:

Amounts in NOK - All foreign currencies (USD, EUR, SEK) converted to NOK at average FX rates for 2022

Name	Salary¹	Other benefits	Pension expenses	Share-based remuneration	Total compensation
Robert Puskaric.....	2,826,303	5,850	-	-	2,832,153
Eric Mercer.....	2,199,683	145,511	90,641	66,418	2,502,253
Robert Mueller	2,568,755	29,214	79,512	-	2,677,481
Danielle Glenn.....	1,283,687	4,392	46,753	-	1,334,832
Patrice Meilland.....	1,705,388	376,463	30,298	-	2,112,148
Jens Hansen.....	922,861	3,150	-	-	926,011
Total	11,506,676	564,580	247,204	66,418	12,384,879

1: Salary includes salary and bonus

The table below sets out the details of options granted to the current members of Management in 2022:

Name	Granted	Exercise price	Vesting period	Expiry date
Robert Puskaric.....	450,000	NOK 17.96	01.07.2022 - 30.06.2026	1 July 2026
Dr. Robert Mueller	70,000	NOK 17.96	01.07.2022 - 30.06.2026	1 July 2026
Danielle Glenn.....	140,000	NOK 25.19	01.07.2022 - 31.12.2025	1 January 2026
Eric Mercer.....	70,000	NOK 17.96	01.07.2022 - 30.06.2026	1 July 2026
Patrice Meilland.....	110,000	NOK 25.19	01.07.2022 - 31.12.2025	1 January 2026
Jens Hansen.....	110,000	NOK 10.44	31.12.2025 - 30.06.2026	1 July 2026

12.7 Benefits upon termination

The Company's CEO, Robert Puskaric, is entitled to a severance pay equal to six monthly base salaries at the salary level applicable at the time when notice of termination is provided. The severance pay is paid in six monthly instalments after the notice period has ended. The severance pay does not qualify for pension benefits.

Other than the CEO, no member of Management is entitled to any benefits upon termination of their positions as at the date of this Prospectus.

None of the Board Members have a service contract that entitles them to any benefits upon termination of office.

12.8 Pensions and retirement benefits

The Company provides a fully insured defined contribution scheme (Nw. *obligatorisk tjenestepensjon*) for all its employees. The scheme meets the minimum level mandatory service pension in Norway. The contribution is 4% of the employees' annual salary between 1G and 12G. G is the basic amount in the Norwegian social security system, amounting to NOK 111,477 in 2022. The Company's CEO, Robert Puskaric, is entitled to pension contributions equivalent to 35% of his fixed base salary.

12.9 Loans and guarantees to the members of the Management

As of the date of this Prospectus, Zwipe has not granted any loans or guarantees to any members of the Management team or other employees.

12.10 Employees

As of the date of this Prospectus, the Group has a total of 43 employees, including contractors. As of 31 December 2022, the Group employed 13 contractors. The tables below set forth the number of employees, including contractors, the Group employed as of 31 December 2022, 2021, 2020 and 2019 and the disciplinary groups that these employees and contractors belonged to and the jurisdiction in which they were employed as of 31 December 2022, respectively.

Disciplinary group

	As of 31 December			
	2022	2021	2020	2019
Administration and finance.....	4	4	5	3
Technology, research and development	14	14	11	10
Sales and marketing.....	9	10	8	6
Supply chain, quality and operation.....	7	5	5	4
Strategy and product.....	3	0	0	0
Customer success	6	0	0	0
Total	43	33	29	23

Jurisdiction

	As of 31 December 2022
Norway	20
USA	3
Germany.....	15
United Kingdom	2
Singapore.....	3
Total	43

12.11 Conflict of interests and family relationships

To the Company's knowledge, there are currently no actual or potential conflicts of interests between the Company and the private interests or other duties of any of the Board Members or members of the Management, including family relationships between such persons.

No Board Member has been appointed by and among the Company's employees.

12.12 Convictions for fraudulent offences, bankruptcy etc.

None of the Board Members or members of the Management has, or had, as applicable, during the last five years preceding the date of this Prospectus:

- been accused of any fraudulent offences;
- received any official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, member of the administrative body or supervisory body, director or senior manager of a company.

12.13 Corporate governance

The Board has a responsibility to ensure that the Company has sound corporate governance mechanisms.

The Norwegian Corporate Governance Code is not mandatory for companies listed on Euronext Growth Oslo. The Company does, however, comply with the main principles of the Norwegian Corporate Governance Code on a voluntary basis with such adjustments as a listing on Euronext Growth Oslo allows for, with the exception that the Chair of the Board is also a member of the Nomination Committee which is in accordance with the Swedish Corporate Governance Code and common practice for Swedish listed companies.

The Swedish Corporate Governance Code is not applicable to issuers on the Nasdaq First North Growth Market. However, the Company has decided that it in general shall strive to adhere to the Swedish Corporate Governance Code.

Neither the Board of Directors nor the General Meeting have adopted any resolutions which are deemed to have a material impact on the Group's corporate governance regime.

13 CORPORATE INFORMATION AND A DESCRIPTION OF THE SHARE CAPITAL AND SHAREHOLDER MATTERS

The following is a summary of certain corporate information and material information related to the Shares and Zwipe's share capital and certain other Shareholder matters, including summaries of certain provisions of the Articles of Association and 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 Articles of Association and Norwegian law.

13.1 Company corporate information

The Company's legal name is Zwipe AS and its commercial name is Zwipe. The Company was incorporated on 8 September 2009 as a Norwegian private limited liability company (Nw. *aksjeselskap*), and it was registered with the Norwegian Register of Business Enterprises on 8 October 2009 with business register number 994 553 607. The Company is validly incorporated and existing under the Norwegian Private Limited Liability Companies Act. The Company's LEI number is 5493006AMNMWEM49PY42.

The Company's registered office is at Rådhusgata 24, NO-0151 Oslo, Norway, telephone: +47 977 75 160. The Company's website can be found at www.zwipe.com. The contents available on www.zwipe.com is not incorporated by reference into, or otherwise forms part of, this Prospectus.

13.2 Legal structure of the Group

The Company is the parent company of the Group, owning directly, 100% of the subsidiaries set out below:

Company name	Domicile	Activity	Ownership interest
Zwipe America Inc.	USA	Operational company	100%
Zwipe Germany GmbH	Germany	Operational company	100%
Zwipe UK Ltd.	UK	Operational company	100%
Zwipe Singapore Pte. Ltd	Singapore	Operational company	100%
Zwipe Sweden AB	Sweden	Operational company	100%

13.3 Shares, share capital and share capital history

As at the date of this Prospectus, the Company's share capital is NOK 3,755,168.50, divided into 37,551,685 Shares with each Share having a nominal value of NOK 0.10.

The Shares have been created, and the Offer Shares will be created, under the Companies Act and are validly issued and fully paid.

The Company has one class of shares, each Share carrying equal shareholder rights, including one voting right at the General Meeting.

The Shares are registered in book-entry form with the VPS under ISIN NO 001 0721277 and in Euroclear under the same ISIN, through the cooperation with SIX SIS AG, in order to be tradable on the Nasdaq First North Growth Market. The Company's register of shareholders in the VPS is administrated by DNB Bank ASA with address at Dronning Eufemias gate 30, 0191 Oslo, Norway (the VPS Registrar).

The Shares are admitted to trading on Euronext Growth Oslo and on the Nasdaq First North Growth Market under the ticker code "ZWIPE", making the Company subject to the rules of Rulebook I and II of Euronext Growth Oslo, as well as the Rulebook of Nasdaq First North Growth Market as approved on 1 September 2019.

The table below shows the development in the Company's share capital for the period from 1 January 2019 to the date hereof:

Date of registration	Type of change	Change in share capital (NOK)	New share capital (NOK)	Number of new Shares	Par value (NOK)
	Number of shares and share capital prior to 1 January 2019:		942,566.20		
18.01.2019	Share capital increase (debt conversion)	52,054.30	994,620.50	520,543	0.10
18.01.2019	Share capital increase (private placement)	600,000	1,594,620.50	6,000,000	0.10
14.05.2019	Share capital increase (options exercise)	708.30	1,595,328.80	7,083	0.10
02.12.2019	Share capital increase (private placement)	957,197.30	2,552,526.10	9,571,973	0.10
14.09.2020	Share capital increase (private placement)	604,798.20	2,552,526.10	6,047,982	0.10
09.10.2020	Share capital increase (private placement)	33,333.30	3,157,324.30	333,333	0.10
18.11.2020	Share capital increase (subsequent offering)	100,000	3,190,657.60	1,000,000	0.10
18.02.2021	Share capital increase (options exercise)	2,183.20	3,290,657.60	21,832	0.10
04.05.2021	Share capital increase (options exercise)	1,900	3,292,840.80	19,000	0.10
25.06.2021	Share capital increase (options exercise)	3,527.70	3,294,740.80	35,277	0.10
27.09.2021	Share capital increase (private placement)	400,000	3,298,268.50	4,000,000	0.10
22.02.2022	Share capital increase (options exercise)	38,400	3,698,268.50	384,000	0.10
19.04.2022	Share capital increase (options exercise)	15,000	3,736,668.50	150,000	0.10
07.09.2022	Share capital increase (options exercise)	2,500	3,751,668.50	25,000	0.10
13.09.2022	Share capital increase (options exercise)	1,000	3,754,168.50	10,000	0.10

Other than the debt conversion from 18 January 2019, none of the share capital increases set out in the table above have been paid for with assets other than cash.

13.4 Listing

The Shares are, and the Offer Shares will be, admitted to listing on Euronext Growth Oslo or on the Nasdaq First North Growth Market under the ticker code "ZWIPE". The Company currently expects commencement of trading in the Offer Shares on Euronext Growth Oslo on or about 28 March 2023 and on Nasdaq First North Growth Market on or about 31 March 2023. The Company has not applied for admission to trading of the Shares or the Offer Shares on any other stock exchange or regulated market.

13.5 Major Shareholders

To the best of the Company's knowledge, the table below sets out the Company's twenty largest shareholders as per 31 January 2023 based on information extracted from the Company's shareholder list in VPS and information available in Euroclear.

#	Top 20 Shareholders	Number of Shares	% of shares
1	Vasastaden / Niclas Eriksson and related parties ¹	6,137,007	16.34 %
2	Erik Selin Fastigheter AB	4,000,000	10.65 %
3	Lars Windfeldt and related parties ²	1,943,439	5.18 %
4	Energetic AS	1,300,000	3.46 %
5	Avanza Pension	1,126,774	3.00 %
6	Jörgen Lantto	866,666	2.31 %
7	Coeli Wealth Management AB	782,991	2.09 %
8	Skandinaviska Enskilda Banken AB	572,731	1.53 %
9	Concito AS	568,260	1.51 %
10	Skandinaviska Enskilda Banken AB	562,843	1.50 %
11	Nordnet Pensionsförsäkring AB	543,408	1.45 %
12	Feat Invest AB and related parties	382,479	1.02 %

#	Top 20 Shareholders	Number of Shares	% of shares
13	Nordnet Bank AB	373,672	1.00 %
14	Banque Pictet & CIE (Europe) SA, W8IMY	327,690	0.87 %
15	Vätterleden AB.....	290,704	0.77 %
16	Avanza Bank AB	257,594	0.69 %
17	Telecom AS.....	255,000	0.68 %
18	Sundström, Per Fredrik	242,567	0.65 %
19	Prog Seed AS.....	241,338	0.64 %
20	Prinvest AS	240,307	0.64 %
	Total top 20 Shareholders	21,015,470	55.96 %
	Other shareholders	16 536 215	44,04 %
	Total shareholding	37,551,685	100%

1: Vasastaden / Niclas Eriksson owns shares through various companies and is also represented by family members.

2: Lars Windfeldt owns shares through various companies and is also represented by family members.

As the Shares are not listed on a regulated market in Norway, there are no requirements pursuant to Norwegian law for shareholders to notify on large shareholdings in the Company.

As all of the Shares provide equal rights, the major shareholders of the Company do not hold any separate voting rights.

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

The Company does not hold any Shares in treasury as at the date of this Prospectus.

The Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company. The Shares have not been subject to any public takeover bids since the Company's incorporation in 2009.

13.6 Board authorizations to issue new Shares

At the AGM held on 23 May 2022, the General Meeting resolved to grant the Board:

- (i) an authorization to increase the share capital to fulfil the Company's incentive program. The authorization allows for increases of the share capital of up to NOK 262,616.80, corresponding to 7% of the Company's share capital at the time of the AGM. The authorization may be used to issue shares to (i) employees, (ii) members of the Board of the Company or other corporate bodies as decided at the General Meeting and (iii) other key personnel of the Company in accordance with incentive schemes, provided that such schemes are approved by the Board. According to the terms of the authorization, the Board of Directors may set aside the preferential rights of the shareholders to subscribe to new Shares pursuant to section 10-4 of the Companies Act. The authorization is valid until the AGM in 2023, however not beyond 30 June 2023.
- (ii) an authorization to increase the share capital to strengthen the Company's equity. The authorization may be used to strengthen the Company's equity and allows for increases of the share capital with up to NOK 562,750.30, corresponding to 15% of the Company's registered share capital at the time of the resolution. According to the terms of the authorization, the Board may set aside the preferential rights of the shareholders to subscribe to new Shares pursuant to section 10-4 of the Companies Act. The authorization is valid until the AGM in 2023, however not beyond 30 June 2023.

13.7 Share-based incentive program

13.7.1 Overview

The Company has a share-based option programme covering all employees, and certain Board Members (the "SIP") introduced by the Board in November 2018 following a recommendation by the Compensation Committee, as replacement of the former share-based incentive program.

As of 31 December 2022, 1,982,410 options were issued under the SIP, whereof 33 persons were included in the option programme.

The SIP is based on the authorization that was granted to the Board by the AGM held on 22 May 2018. This authorization has later been replaced by the authorizations granted to the Board on General Meetings during the past years, most recently at the AGM held on 23 May 2022 (see Section 13.6(i) "Board authorizations to issue new Shares"). From 2020, the Company implemented a new policy for rewarding Board Members with a fixed board fee instead of a shared-based remuneration. The key terms of the SIP are described below.

The SIP was implemented on 30 November 2018 with a total of 1,149,500 options to acquire Shares. The SIP stood at 2,626,168 as of 31 December 2022, equivalent to 7% of the registered share capital at the time of the AGM on 23 May 2022. As of 31 December 2022, outgoing balance of the total granted options to employees or Board Members were 1,982,410. Further, as of 31 December 2022, the options have strike prices ranging from NOK 6.54 and 30.29. Weighted average strike price was as of 31 December 2022 NOK 17.90.

The table below summarizes the outgoing balance of the total granted options in the Company.

Overview of outstanding options	Options	Weighted average strike price
Outstanding opening balance (01.01.2022)	1,981,000	15.81
Granted	1,080,000	18.83
Exercised	-559,000	9.07
Forfeited	-349,590	0
Expired	-170,000	0
Outstanding closing balance (31. 12.2022) .	1,982,410	17.90
Vested closing balance	1,074,801	16.34

13.7.2 Key terms for the SIP

Under the SIP, the Group's employees etc. hold options to acquire Shares in the Company on the following conditions:

- Options may be granted to new employees and subject to the Compensation Committee's proposal, options may also be granted to existing employees for incentive purposes.
- Options are subject to a vesting period of three years with one-sixth of the options vesting every six months from the date the options are granted. Vesting requires that the option holder is and remains employed by the Group during the relevant six months period.
- Each option that has vested in accordance with the above, entitles the holder to acquire one (1) new share in the Company at a defined strike price based on market conditions at the time the options are granted.
- The options granted under the SIP may become subject to an accelerated vesting if a trigger event occurs. Such trigger events include: (i) the sale or other disposition of all or substantially all of the

Company's assets, property or business, (ii) a transfer of more than 50% of the shares in the Company to one or more third parties acting in concert (in one or several related transactions), or (iii) a merger or other combination of the Company with another company resulting in the stockholders of the Company immediately after the merger or combination, holding less than 50% of the stock of the surviving entity.

- The options are personal, and the holder may not sell or otherwise transfer the options.

13.8 Other financial instruments related to Shares

Other than the options set out in Section 13.7 "Share-based incentive programs" and the Subscription Rights in the Rights Issue, the Company has not issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such instrument to subscribe for or acquire any Shares.

13.9 Shareholder rights

The Shares are freely transferable, meaning that a transfer of Shares is not subject to the consent of the Board of Directors or rights of first refusal. The Company has one class of Shares in issue and, in accordance with the Companies Act, all Shares provide equal rights in the Company, including the right to one vote per Share and equal right to any dividends.

The rights attached to the Shares are described further in Section 13.10 "The Articles of Association and certain aspect of Norwegian law".

13.10 The Articles of Association and certain aspect of Norwegian law

13.10.1 The Articles of Association

The Articles of Association are incorporated by reference to this Prospectus. Below is a summary of the provisions of the Articles of Association.

13.10.1.1 Object of the Company

The object of the Company is to develop solutions that provide secure, fast and simple identification of persons by means of biometric (fingerprint) technology. The solutions may be used on various hardware platforms, such as cards, phones, computers or any other equipment where the solutions may be implemented. The Company may develop new solutions and will take part in investment, consulting and development activities as well as other activities within relevant markets.

13.10.1.2 Registered office

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

13.10.1.3 Share capital and nominal value

The Company's share capital is NOK 3,755,168.50, divided into 37,551,686 Shares, each Share with a nominal value of NOK 0.10. The Shares are registered with the Norwegian Central Securities Depository (VPS).

13.10.1.4 Board of Directors

The Board of Directors shall consist of a minimum of two and a maximum of nine Directors.

13.10.1.5 Authorization to sign on the Company's behalf and procuration

Each of the Chair of the Board and the CEO (severally and not jointly) as well as two Board Members jointly are authorised to sign on the Company's behalf.

The Board of Directors may grant powers of procuration; however, no such power of procuration has been granted by the Board of Directors at the date of this Prospectus.

13.10.1.6 The General Meetings

In accordance with the Articles of Association, the AGM is required to be held each year by the end of June.

The annual general meeting shall transact and decide the following matters:

1. Adoption of the profit and loss account and balance sheet
2. Use of the profit or coverage of loss pursuant to the adopted balance sheet, and distribution of dividend
3. Election of the board of directors
4. Any other business that, by law, is to be transacted at the general meeting.

13.10.1.7 Restrictions on transfer of Shares

The Articles of Association do not provide for any restrictions on the transfer of Shares, and stipulate that Shares are freely transferrable. Share transfers are not subject to the approval by the Board of Directors.

13.10.1.8 Electronic communication with the shareholders and advance voting on general meetings

Documents relating to matters to be dealt with by the General Meeting, including documents which by law shall be included in or attached to the notice of the General Meeting, do not need to be sent to the shareholders if such documents have been made available on the Company's website. A Shareholder may nevertheless request that documents which relate to matters to be dealt with at the General Meeting are sent to him/her. The company shall aim at sending notices and attachments, etc. relating to general meetings by e-mail to shareholders who have notified the company of their e-mail addresses. The board of directors may resolve that the shareholders may cast their votes in writing, including by electronic communication, in a period prior to the general meeting.

13.10.1.9 Nomination Committee

Pursuant to article 9 of the Articles of Association, the company shall have a Nomination Committee which shall be appointed by the general meeting. The duties of the Nomination Committee are further described above under Section 12.5.

13.10.1.10 Notice period to the general meeting

The notice period to the general meeting (annual and extraordinary) is seven (7) days.

13.10.2 Certain aspects of Norwegian corporate law

13.10.2.1 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 a written notice of annual general meetings setting forth the time of the venue for and the agenda of the meeting is sent to all shareholders with a known address no later than seven days before the annual general meeting of a Norwegian private limited liability company shall be held, unless the articles of association stipulate a longer deadline, which is not currently the case for the Company.

A shareholder may vote at the general meeting either in person or by proxy (the proxy holder is appointed at their own discretion). All of the Company's shareholders who are registered in the shareholders' register kept and maintained with VPS as of the date of the general meeting, or who otherwise have reported and documented ownership of Shares in the Company, are entitled to participate at general meetings, without any requirement of pre-registration.

Apart from the annual general meeting, extraordinary general meetings of shareholders may be held if the board of directors considers it necessary. An extraordinary general meeting of shareholders shall also be

convened if, in order to discuss a specified matter, the auditor or shareholders representing at least 10% of the share capital demands such in writing. The requirements for notice and admission to the annual general meeting also apply to extraordinary general meetings.

13.10.2.2 Voting rights – amendments to the articles of association

Each Share carries one vote. In general, decisions shareholders are entitled to make under Norwegian law or the articles of association may be made by a simple majority of the votes cast. In the case of elections or appointments (e.g. to the board of directors), the person(s) who receive(s) the greatest number of votes cast is elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe for shares in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the articles of association, to authorize an increase or reduction of the share capital, to authorize an issuance of convertible loans or warrants by the Company or to authorize the board of directors to purchase 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 the general meeting in question. Moreover, Norwegian law requires that certain decisions, i.e. decisions that 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.

There are no quorum requirements that apply to the general meetings of a Norwegian private limited liability company.

13.10.2.3 Additional issuances and preferential rights

If the Company issues new Shares, including bonus share issues, the Articles of Association must be amended, which requires the same vote as other amendments to the Articles of Association, i.e. 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. In addition, under Norwegian law, the shareholders have a preferential right to subscribe for new Shares issued by the Company. Preferential rights may be set aside by resolution in a General Meeting passed by the same vote required to amend 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 of Directors to issue new Shares, and to set aside the preferential rights of shareholders in connection with such issuances. Such authorization 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 authorization is registered with the Company Register.

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 affected 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 would not receive the rights at all.

13.10.2.4 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. Any of the shareholders may petition Norwegian courts to have a decision of the Board of Directors or the 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 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 10% or more of the Company's share capital have a right to demand in writing that the Board of Directors convene an EGM to discuss or resolve specific matters. In addition, any of the shareholders may in writing demand that the Company places 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.

13.10.2.5 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 of Directors has been granted an authorisation to do so by a 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. Treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorisation by the General Meeting cannot be granted for a period exceeding two years.

13.10.2.6 Shareholders vote on certain reorganizations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution of the shareholders passed by two-thirds of the aggregate votes cast at a General Meeting. A merger plan or demerger plan signed by the Board of Directors along with certain other required documentation, would have to be sent to all shareholders at least one month prior to the General Meeting.

13.10.2.7 Legal constraints on the distribution of dividends

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

- Section 8-1 of the Companies Act provides that the Company may distribute dividend to the extent that its net assets following the distribution covers (i) the share capital, (ii) the reserve for valuation variances and (iii) the reserve for unrealized gains. The total nominal value of own shares which the Company has acquired for ownership or as security prior to the balance sheet date, as well as credit and security which, pursuant to section 8-7 to section 8-10 of the Companies Act fall within the limits of distributable equity, shall be deducted from the distributable amount.

The calculation of the distributable equity shall be made on the basis of the balance sheet included in the approved annual accounts for the last financial year, provided, however, that the registered share capital as of

the date of the resolution to distribute dividend shall be applied. Following the approval of the annual accounts for the last financial year, the General Meeting may also authorize the Board of Directors to declare dividend on the basis of the Company's annual accounts. Dividend may also be resolved by the General Meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the General Meeting's resolution.

- Dividends can only be distributed to the extent that the Company's equity and liquidity following the distribution are considered sound.

The Companies Act does not provide for any time limit after which entitlement to dividends lapses. Subject to various exceptions, Norwegian law provides a limitation period of three years from the date on which an obligation is due. There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Sections 15.2.3 and 15.2.4.

13.10.2.8 Procedure for dividend payments

Any potential future payments of dividends on the Shares will be denominated in NOK and will be paid to the shareholders through the VPS. Payment to investors registered in the VPS whose address is outside Norway will be conducted by the Company's VPS Registrar based on information received from the VPS. Investors with an address outside Norway who have registered a valid bank account with the VPS will receive the dividend payment to the registered bank account while investors who have not registered a bank account with the VPS will receive the dividend payment as a check mailed to the address that the investor has registered in the VPS. Investors outside of Norway who hold their shares at a nominee account registered with Euroclear and through the arrangement with SIX SIS AG, will receive the dividend payment based on their agreement with the nominee, assumed to be paid by VPS via SIX SIS AG to Euroclear and further to the relevant nominee.

13.10.2.9 Liability of Directors

The Board Members owe a fiduciary duty to the Company and the shareholders. Such fiduciary duty requires that each Board Member acts in the best interests of the Company when exercising his or her functions and exercises a general duty of loyalty and care towards the Company. The Board Members' principal task is to safeguard the interests of the Company.

Board Members may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the General Meeting to exempt any such person from liability, but the exemption is not binding if substantially correct and complete information was not provided at the General Meeting when the decision was made. If a resolution to grant such exemption from liability or not to pursue claims against such a person has been passed by a 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 (which is the case in respect of the Company), 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 it receives as a result of the action. If the decision to grant an exemption from liability or not to pursue claims is made by such a majority as is necessary to amend the Articles of Association, the minority shareholders cannot pursue the claim in the Company's name.

13.10.2.10 Indemnification of Directors and officers

Neither Norwegian law nor the Articles of Association contain any provision concerning indemnification by the Company of the Board of Directors. However, as of the date of this Prospectus, the Company has a directors and officers liability insurance program.

13.10.2.11 Liquidation and dissolution, as well as public administration and winding up

According to the Companies Act, the Company may be liquidated by a resolution in a General Meeting passed by a two-thirds majority of the aggregate votes cast as well as two thirds of the aggregate share capital represented at that General Meeting.

The Shares rank pari passu in the event of a return of capital by the Company upon a liquidation or otherwise.

In the event a resolution to liquidate the Company has been made, the Company's assets shall be transformed to cash in order to cover the Company's contractual obligations and for distribution to the shareholders as long as the shareholders have not accepted to receive the dividends in kind.

13.11 Dividend policy

Zwipe has not paid any dividends since its incorporation, and the Company does not anticipate paying any dividends in the short term. The Group is focusing on the development and commercialization of biometric technology products and does not anticipate paying any cash dividend until sustainable profitability is achieved.

13.12 Shareholders agreement

The Company are not aware of any shareholders agreement between the shareholders of the Company.

14 SECURITIES TRADING – EURONEXT GROWTH OSLO AND NASDAQ FIRST NORTH GROWTH MARKET

14.1 Introduction and overview

The Shares are dual listed on Euronext Growth Oslo in Oslo, Norway ("**Euronext Growth Oslo**"), and on Nasdaq First North Growth Market in Stockholm, Sweden ("**Nasdaq First North Growth Market**"). However and generally, Shares held by shareholders in Norway (and certain foreign shareholders) are listed and traded on Euronext Growth Oslo and Shares held by shareholders in Sweden (and certain other foreign countries) are listed on the Nasdaq First North Growth Market. Securities trading issues related to Euronext Growth Oslo are discussed in Section 14.2 and securities trading issues related to the Nasdaq First North Growth Market are discussed in Section 14.3.

The Company's dual listing makes the Company subject to the rules of Rulebook I and II of Euronext Growth Oslo, as well as the Rulebook of Nasdaq First North Growth Market as approved on 1 September 2019

14.2 Euronext Growth Oslo

14.2.1 Introduction

Euronext Growth Oslo is a multilateral trading facility operated by Oslo Børs. Oslo Børs was established in 1819 and offers the only regulated markets for securities trading in Norway through five different marketplaces; Oslo Børs, Euronext Expand, Euronext Growth Oslo, Nordic ABM and Oslo Connect.

Oslo Børs ASA is 100% owned Euronext Nordics Holding AS, a holding company established by Euronext N.V following its acquisition of Oslo Børs VPS Holding ASA in June 2019. Euronext owns seven regulated markets across Europe, including Amsterdam, Brussels, Dublin, Lisbon, London, Oslo and Paris.

14.2.2 Trading and settlement

Trading of equities on Oslo Børs, including Euronext Growth Oslo, is carried out in Euronext's electronic trading system Optiq. This trading system is in use by all markets operated by Euronext.

Official regular trading for equities on Oslo Børs, including on Euronext Growth Oslo, takes place between 09:00 hours (CET/CEST) and 16:20 hours (CET/CEST) each trading day, with pre-trade period between 07:15 hours (CET/CEST) and 09:00 hours (CET/CEST), a closing auction from 16:20 hours (CET/CEST) to 16:25 hours (CET/CEST) and a trading at last period from 16:25 hours (CET/CEST) to 16:30 hours (CET/CEST). Reporting of after exchange trades can be done until 17:30 hours (CET).

The settlement period for trading on Euronext Growth Oslo is two trading days (T+2). This means that securities will be settled on the investor's VPS account two days after the transaction, and that the seller will receive payment after two days. There is no clearing on Euronext Growth Oslo, only bilateral settlement through VPS.

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 a member state of the EEA 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 Oslo Børs except for the general obligation of investment firms that are members of Oslo Børs to report all trades in stock exchange listed securities.

14.2.3 Information, control and surveillance

Under Norwegian law, Oslo Børs is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of 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 Euronext Growth Oslo, or has applied for listing on such markets, 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. Oslo Børs may levy fines on companies violating these requirements.

14.2.4 The VPS and transfer of Shares

The Company's shareholder register is operated through the VPS, the Norwegian paperless centralized securities register. It is a computerized bookkeeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded.

All transactions relating to securities registered with the VPS are made through computerized 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, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

The entry of a transaction in the VPS is generally 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.

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 on-going 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.

14.2.5 Shareholder register

Under Norwegian law, shares are registered with the VPS in the name of the owner of the shares. Beneficial owners of the Shares that hold their Shares through a nominee (such as banks, brokers, dealers or other third parties), which includes the shareholders holding Shares listed on Nasdaq First North Growth Market, may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to any

General Meeting. 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 issuer 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 until 1 July 2023 when the Norwegian Private and Public Limited Companies Acts are amended vote on shares at general meetings on behalf of the beneficial owners. There is no assurance that beneficial owners of the Shares will receive the notice of any 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.

14.2.6 Foreign investment shares listed in Norway

Foreign investors may trade shares listed on Euronext Growth Oslo through any broker that is a member of Oslo Børs, whether Norwegian or foreign.

14.2.7 Insider trading, duty of confidentiality and due care in handling obligations

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 Euronext Growth Oslo, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in Article 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("**MAR**"), and as implemented in Norway in accordance with section 3-1 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

14.2.8 Compulsory acquisition

Pursuant to the Norwegian Private Limited Companies Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian private 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.

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.

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.

14.2.9 No mandatory offer requirement or disclosure obligation for owners

There is no mandatory offer requirement or disclosure obligation relating to ownership in respect of companies whose shares are listed on Euronext Growth Oslo, except for the duty to notify transactions by

persons discharging managerial responsibility (and persons closely affiliated to them) and that the Company must disclose shareholders it has knowledge of holding more than 50% or 90% of the shares in a company.

14.2.10 Foreign exchange controls

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a Norwegian issuer who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

14.3 Nasdaq First North Growth Market

14.3.1 Introduction

Nasdaq First North Growth Market is a registered SME growth market, in accordance with the Directive on Markets in Financial Instruments (EU 2014/65), operated by Nasdaq Stockholm.

As from 28 January 2020, the Shares have been listed on Nasdaq First North Growth Market.

All issuers with shares admitted to trading on Nasdaq First North Growth Market have a certified adviser who monitors that the rules are followed. FNCA Sweden AB acts as certified advisor for the Company, in accordance with the rules of the marketplace. FNCA Sweden AB does not hold any Shares or other financial instruments issued by the Company. The address of FNCA Sweden AB is Humlegårdsgatan 5, P.O. Box 5807, 102 48 Stockholm.

14.3.2 Trading and settlement

Trading in securities on Nasdaq First North Growth Market takes place in Swedish kronor. All price information is produced and published only in Swedish kronor. The round lot for all shares traded on Nasdaq First North Growth Market is one share.

Trading of equities on Nasdaq First North Growth Market is carried out in the electronic trading system INET. In INET, bids and offers are entered in the relevant order book and automatically matched to trades when price, volume and other order conditions are met. Official trading on Nasdaq First North Growth Market takes place between 09:00 CET and 18:00 each business day (Monday - Friday), with pre-trade period between 08:00 CET and 08:45 CET. Opening calls begins at 08:45 CET and ends at 09:00 CET. The closing call ends at approximately 17:30 CET when the closing prices are determined. Post-trading, during which contract transactions for shares can be registered as dealings after trading hours mainly within the price limits based on the trading day, takes place from 17:30 CET to 18:00 CET.

Settlement of trades take place through an electronic account-based security system administered by Euroclear. The settlement period for trading on Nasdaq First North Growth Market is two trading days (T+2). This means that the securities will be settled on the investor's account two days after the transaction, and that the seller will receive payment after two days.

14.3.3 Information, control and surveillance

Under Swedish law, Nasdaq Stockholm is required to perform a number of surveillance and control functions. Nasdaq Stockholm maintains a market supervision unit ("**Trading Surveillance**") that monitors trading on a "real time" basis, as described below.

Trading Surveillance monitors trading data for indications of unusual market activity and trading behaviour and continuously examines information disseminated by listed companies, such as earnings reports, acquisition and other investment plans and changes in ownership structure on a daily basis. When Trading Surveillance becomes aware of non-public price sensitive information, it monitors trading in the shares concerned to identify unusual trading activity indicating that persons may be trading on that information.

Issuers listed on Nasdaq First North Growth Market must comply with the Nasdaq First North Growth Market Rulebook. Pursuant to Section 4.1 of the Rulebook, the issuer shall disclose inside information in accordance with Article 17 of MAR, which means that the issuer 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). The issuer 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.

14.3.4 Euroclear and transfer of Shares

The Swedish book-entry securities system is centralized at Euroclear, a central securities depository and clearing organization under the Swedish Financial Instruments Account Act. (*Sw. lag (1998:1479) om kontoföring av finansiella instrument*) and the Swedish Securities Market Act. Euroclear maintains the register of shareholders in Swedish companies listed on Nasdaq First North Growth Market. Shares administered by Euroclear are registered in book-entry form on Securities account (VP accounts) and no share certificates are issued. Title to shares is ensured exclusively through registration with Euroclear. All transactions and other changes to accounts are entered in the system of Euroclear through banks or other securities institutions that have been approved as account operators by Euroclear. The register maintained by Euroclear also contains information on other interests in respect of shares, such as those of a pledgee.

14.3.5 Shareholder register

Euroclear will hold the shares in the company on behalf of the beneficial owners, as rightfully registered in VPS, in Euroclear's account with SIX SIS AG, acting as Euroclear's custodian. SIX SIS AG, in turn, has an operational link with VPS.

14.3.6 Foreign investment shares listed in Sweden

Non-Swedish investors may trade shares listed on Nasdaq First North Growth Market through any broker that is affiliated to Euroclear.

14.3.7 Insider trading, duty of confidentiality and due care in handling obligations

The Swedish Market Abuse Penal Act (*Sw. lag (2016:1307) om straff för marknadsmissbruk på värdepappersmarknaden*), implementing in part MAR, criminalizes and provides sanctions for insider trading and unlawful disclosure of inside information. The Swedish Market Abuse Penal Act also contains provisions prohibiting market manipulation, making illegal any action (in connection with trading on the securities market or otherwise) intended to unduly affect the market price or other conditions of trade in financial instruments, or otherwise mislead buyers or sellers of such instruments (such as through spreading false or misleading information). Market manipulation may also constitute fraud under Swedish law. The Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*) enforce compliance with the Swedish Market Abuse Penal Act and other insider trading rules. Criminal offenses charges are brought and tried in court by the Swedish National Economic Crimes Bureau (*Sw. Ekobrottsmyndigheten*).

14.3.8 Squeeze out

The Swedish rules on mandatory redemption of minority shares set out in the Swedish Companies Act (*Sw. aktiebolagslag (2005:551)*) do not apply to non-Swedish companies.

14.3.9 Mandatory offer requirement and disclosure obligation for owners

The rules regarding mandatory offers (*Sw. budplikt*) do not apply with respect to non-Swedish issuers. The rules regarding disclosure obligations relating to ownership changes (*Sw. flaggning*) do not apply with respect to companies whose shares are listed on Nasdaq First North Growth Market.

Pursuant to MAR, persons discharging managerial responsibility (and persons closely affiliated to them) must notify the issuer and the Swedish Financial Supervisory Authority of certain transactions in the shares of issuers listed on Nasdaq First North Growth Market. Such notifications shall be made promptly and no later than three business days after the date of the transaction.

14.3.10 Foreign exchange controls

There are currently no foreign exchange control restrictions in Sweden, other than in certain national crisis situations, that would restrict the payment of dividends to a shareholder outside Sweden, and there are currently no restrictions that would affect the right of shareholders who are not residents of Sweden to dispose of their Shares and receive the proceeds from a disposal of the shares outside of Sweden. There is no maximum transferable amount either to or from Sweden, although transferring banks are required to report to the Swedish tax authorities any transfers to or from Sweden exceeding SEK 150,000. Such information may also be forwarded to authorities in the countries in which the holder of the shares is resident.

15 NORWEGIAN TAXATION

15.1 Introduction

The tax legislation in the Company's jurisdiction of incorporation and the tax legislation in the jurisdiction in which the shareholders are resident for tax purposes may have an impact on the income received from the Shares.

The summary regarding Norwegian taxation set out in this Section 15 is based on the laws in force in Norway as of the date of this Prospectus, which may be subject to any changes in law, administrative practice or interpretation occurring after such date. Such changes could possibly be made on a retroactive 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 Shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be residents in Norway for tax purposes (under domestic tax law or under tax treaties) should specifically consult with and rely upon their own tax advisers 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.

15.2 Taxation of dividends

15.2.1 Norwegian Personal Shareholders

Dividends received by shareholders who are natural persons resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable as ordinary income currently at a rate of 22%, to the extent the dividends exceed a statutory tax-free allowance (Nw. *skjermingsfradrag*). The taxable amount is multiplied by a factor of 1.72, resulting in an effective tax rate of 37.84% (22% x 1.72).

The tax-free allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share (including expenses which are directly attributable to the acquisition, e.g. broker costs etc.) multiplied by a determined risk-free interest rate based on the effective rate of interest on treasury bills (Nw. *statskasseveksler*) with three months' maturity plus 0.5 percentage points, after tax. 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. The risk-free interest rate is published in January in the year following the income year. The risk-free interest rate for 2022 was 1.7%.

Norwegian Personal Shareholders who transfer Shares will thus not be entitled to deduct any calculated tax-free allowance related to the year of the transfer when determining the taxable amount in the year of transfer. Any part of the calculated tax-free allowance one year that exceeds the dividend distributed on a share ("**Excess Allowance**") may be carried forward and set off against future dividends received on, or gains upon realization of, the same share.

The Shares will not be qualified for a Norwegian investment savings account (Nw. *aksjesparekonto*) as the Shares are listed on Euronext Growth Oslo.

15.2.2 Norwegian Corporate Shareholders

Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are largely exempt from tax on dividends distributed from the Company, pursuant to the Norwegian participation exemption method (Nw. *fritaksmetoden*). However, unless the Norwegian Corporate Shareholder holds more than 90% of the shares

and the voting rights of the company, 3% of the dividend income distributed to the Norwegian Corporate Shareholder is taxable as ordinary income at a rate of 22%, resulting in an effective tax rate of 0.66% (22% x 3%).

15.2.3 Non-Norwegian Personal Shareholders

Dividends distributed to shareholders who are natural persons not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**") are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% 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 Section 15.2.1 "Norwegian Personal Shareholders" above). However, the tax-free allowance deduction 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 25% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder carries out business activities in or managed from Norway and the shares are, in effect, connected to such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Withholding tax is withheld by the company distributing the dividends. The Company will withhold tax at the general rate of 25%, unless certain documentation requirements have been fulfilled prior to the dividend distribution, usually entailing that the Non-Norwegian Personal Shareholders must at as a minimum present (i) a certificate of residence issued by the tax authorities in the shareholder's country of residence, and (ii) a conformation that they are the beneficial owner of the dividends, to their bank, custodian, or account operator.

If withholding tax has already been withheld, the Non-Norwegian Personal Shareholders who has 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. Certain documentation requirements must be met to be eligible for a refund.

Non-Norwegian Personal Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming a refund of withholding tax.

15.2.4 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 25%. The withholding tax rate of 25% 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 exempted from Norwegian withholding tax, provided that the shareholder is the beneficial owner of the shares and is considered to be "genuinely established and performs genuine economic activity" in the relevant EEA jurisdiction for Norwegian tax purposes.

If a Non-Norwegian Corporate Shareholder carries out business activities in or managed from Norway and the shares are, in effect, connected to such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Corporate Shareholder, as described above.

Withholding tax is withheld by the company distributing the dividends. The Company will withhold tax at the general rate of 25%, unless certain documentation requirements have been fulfilled prior to the dividend distribution. All Non-Norwegian Corporate Shareholders must document their entitlement to a reduced withholding tax rate by either (i) presenting an approved withholding tax refund application or (ii) present an approval from the Norwegian tax authorities confirming that the recipient is entitled to a reduced withholding tax rate. In addition, certain other documentation requirements must be met, and the relevant documentation must be provided to either the nominee or the account operator registered with the VPS.

If withholding tax has already been withheld, the Non-Norwegian Corporate Shareholders who has 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. The same will apply to Non-Norwegian Corporate Shareholders who have suffered withholding tax although qualifying for the Norwegian participation exemption method. Certain documentation requirements must be met to be eligible for a refund.

Non-Norwegian Corporate Shareholders should consult their own advisers regarding the possibility of effectively obtaining a reduced withholding tax rate pursuant to either an applicable tax treaty or the participation exemption method.

15.3 Taxation of capital gains on realization of shares

15.3.1 Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realization 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. Such capital gain or loss is included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is currently taxable at a rate of 22%. However, the taxable capital gain (after the tax-free allowance reduction, cf. below) or tax-deductible loss shall be adjusted by a factor of 1.72, resulting in a marginal effective tax rate of 37.84%.

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 realizations of the share. Norwegian Personal Shareholders are entitled to deduct a statutory tax-free allowance from any capital gain, provided that such allowance has not already been used to reduce taxable dividend income. Please refer Section 15.2.1 "Norwegian Personal Shareholders" above for a description of the calculation of the tax-free 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 realizations 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.

The Shares will not be qualified for a Norwegian investment savings account (Nw. *aksjesparekonto*) as the Shares are listed on Euronext Growth Oslo.

15.3.2 Norwegian Corporate Shareholders

Norwegian Corporate Shareholders are generally exempt from tax on capital gains derived from the realization of shares, pursuant to the Norwegian exemption method. Correspondingly, losses upon the realization and

costs incurred in connection with the purchase and realization of such shares are not deductible for tax purposes.

15.3.3 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 shares held by the Non-Norwegian Personal Shareholder are, in effect, connected to business activities carried out in or managed from Norway, or the shares are held by a Non-Norwegian Personal Shareholders who has been a resident of Norway for tax purposes with unsettled/postponed exit tax calculated on the shares at the time of cessation of Norwegian tax residency.

15.3.4 Non-Norwegian Corporate Shareholders

Capital gains derived from the sale or other realization of shares by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway unless the shares held by the Non-Norwegian Corporate Shareholder are, in effect, connected with business activities carried out in or managed from Norway.

15.4 Taxation of subscription rights

15.4.1 Norwegian Personal Shareholders

A Norwegian Personal Shareholder's subscription for shares pursuant to a subscription right is not subject to taxation in Norway. Costs related to the subscription for the shares, including the purchase price for any purchased subscription rights, will be added to the cost price of the shares.

Sale and other transfer of subscription rights are considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a realization of subscription rights is taxable or tax deductible in Norway and subject to the same taxation as a capital gain or loss generated through realization of shares, reference is made to Section 15.3 "Taxation of capital gains on realization of shares". In general, the cost price for the subscription right is the purchase price for the subscription rights, including costs incurred in relation to the acquisition of the subscription right. However, note that if the Norwegian Personal Shareholder has received a subscription right on the basis of already owning shares, the cost price for the subscription right is set to zero when calculating the taxable gain/deductible loss.

15.4.2 Norwegian Corporate Shareholders

A Norwegian Corporate Shareholder's subscription for shares pursuant to a subscription right is not subject to taxation in Norway. Costs related to the subscription for the shares will be added to the cost price of the shares including the purchase price for any purchased subscription rights.

Sale and other transfer of subscription rights are considered a realization for Norwegian tax purposes. Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realization of subscription rights qualifying for the Norwegian participation exemption. Losses upon the realization and costs incurred in connection with the purchase and realization of such subscription rights are not deductible for tax purposes.

15.4.3 Non-Norwegian Shareholders

A Non-Norwegian (Personal or Corporate) Shareholder's subscription for shares pursuant to a subscription right is not subject to taxation in Norway.

Capital gains derived by the sale or other transfer of subscription rights by Non-Norwegian Shareholders are not subject to taxation in Norway unless the Non-Norwegian Shareholder holds the subscription rights in connection with business activities carried out or managed from Norway. Such taxation may be limited according to an applicable tax treaty or other specific regulations.

15.5 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 net wealth tax rate is 1% of the value assessed that exceeds NOK 1.7 million. Further, if the value assessed exceeds NOK 20 million, the marginal net wealth tax rate is 1.1%. The value for assessment purposes for shares traded on Euronext Growth Oslo is per 2023 equal to 80% of their net wealth tax value on 1 January in the income year. The value for assessment purposes for subscription rights to shares is, however, not subject to a valuation discount.

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 may, however, be liable for Norwegian net wealth tax if the shareholding is, in effect, connected to business activities carried out in or managed from Norway.

15.6 VAT and transfer taxes

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

15.7 Inheritance tax

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

16 SELLING AND TRANSFER RESTRICTIONS

This Prospectus does not constitute an offer or grant of, or an invitation to purchase any of, the Subscription Rights or the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of Subscription Rights or Offer Shares to occur outside of Norway or Sweden. 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 laws and regulations. The Company and the Manager require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. The Subscription Rights and Offer Shares are 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.

16.1 General

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares offered or Subscription Rights granted hereby.

The grant of Subscription Rights and issue of Offer Shares to persons resident in or who are citizens of countries other than Norway and Sweden, may be affected by the laws of the relevant jurisdiction. Investors should consult with their professional advisors as to whether they require any governmental or other consents or need to observe any other formalities to enable them to exercise Subscription Rights and subscribe for Offer Shares.

Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal or restricted to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if an investor receives a copy of this Prospectus in any jurisdiction other than Norway or Sweden, the investor may not treat this Prospectus as constituting an invitation or offer to it, nor should the investor in any event deal in the Subscription Rights or Shares, unless, in the relevant jurisdiction, such an invitation or offer could lawfully be made to that investor, or the Subscription Rights or Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Prospectus, the investor should not distribute or send the same, or transfer Subscription Rights or Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

16.2 Selling restrictions

16.2.1 United States

The Subscription Rights and/or Offer Shares, as applicable, have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A; or (ii) to certain persons in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, the Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than to QIBs in the United States in accordance with Rule 144A or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Subscription Rights and/or Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 16.2.1 "United States".

Any offer or sale in the United States will be made broker-dealers registered under the U.S. Exchange Act. In addition, until 40 days after the commencement of the Rights Issue, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Rights Issue, may violate the registration

requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A of the U.S. Securities Act and in connection with any applicable state securities laws.

16.2.2 United Kingdom

This Prospectus and any other material in relation to the Rights Issue described herein is only being distributed to, and is only directed at persons in the United Kingdom who are qualified investors within the meaning of Article 2(e) of the EU Prospectus Regulation, as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018, that are also (i) investment professionals falling within Article 19(5) of the Order; (ii) high net worth entities or other persons falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom distributions may otherwise lawfully be made (all such persons together being referred to as Relevant Persons). The Subscription Rights and the Offer Shares are only available to, and any investment or investment activity to which this Prospectus relates is available only to, and will be engaged in only with, Relevant Persons). This Prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not Relevant Persons should not take any action on the basis of this Prospectus and should not rely on it.

16.2.3 European Economic Area

In relation to each Relevant Member State, no Subscription Rights or Offer Shares have been offered or will be offered to the public in that Relevant Member State, pursuant to the Rights Issue, except that Subscription Rights and Offer Shares may be offered to the public in that Relevant Member State at any time in reliance on the following exemptions under the EU Prospectus Regulation:

- a) to persons who are "qualified investors" within the meaning of Article 2(e) in the EU Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) per Relevant Member State, with the prior written consent of the Manager for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation;

provided that no such offer of Subscription Rights or Offer Shares shall require the Company or the Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purpose of this provision, the expression an "offer to the public" in relation to any Subscription Rights or Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Rights Issue and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares.

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any Subscription Rights or Offer Shares under, the Rights Issue contemplated hereby will be deemed to have represented, warranted and agreed to and with each of the Company and the Manager that it is a qualified investor within the meaning of Article 2(e) of the EU Prospectus Regulation.

This EEA selling restriction is in addition to any other selling restrictions set out in this Prospectus.

16.2.4 Additional jurisdictions

16.2.4.1 *Canada*

This Prospectus is not, and under no circumstance is to be construed as, a prospectus, an advertisement or a public offering of the Subscription Rights or Offer Shares in Canada or any province or territory thereof. Any offer or sale of the Subscription Rights or Offer Shares in Canada will be made only pursuant to an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable provincial securities laws or, alternatively, pursuant to an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made.

16.2.4.2 *Hong Kong*

The Subscription Rights and the Offer Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, and no advertisement, invitation or document relating to the Subscription Rights or the Offer Shares may be issued or may be in the possession of any person for the purposes of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Subscription Rights or Offer Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder.

16.2.4.3 *Singapore*

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Subscription Rights or Offer Shares, as applicable, may not be circulated or distributed, nor may they be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person, or any person pursuant to section 275(1A), and in accordance with the conditions, specified in section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

16.2.4.4 *Other jurisdictions*

The Subscription Rights and the Offer Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, Japan, Australia or any other jurisdiction in which it would not be permissible to offer the Subscription Rights or the Offer Shares.

In jurisdictions outside the United States and the EEA where the Rights Issue would be permissible, the Subscription Rights and the Offer Shares will only be granted or offered, as applicable, pursuant to applicable exceptions from prospectus requirements in such jurisdictions.

16.3 **Transfer restrictions**

16.3.1 *United States*

The Subscription Rights and/or Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a

transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this section.

Each person exercising Subscription Rights and each purchaser of Offer Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to exercise the Subscription Rights and consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Subscription Rights and the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is exercising Subscription Rights or acquiring the Offer Shares was located outside the United States at the time the buy order for the Subscription Rights or Offer Shares was originated and continues to be located outside the United States and has not purchased the Subscription Rights or Offer Shares for the benefit of any person in the United States or entered into any arrangement for the transfer of the Subscription Rights or Offer Shares to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate and is not in the business of buying and selling securities or, if it is in such business, it did not exercise the Subscription Rights or acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The purchaser is aware of the restrictions on the offer and sale of the Subscription Rights and the Offer Shares pursuant to Regulation S described in this Prospectus.
- The Subscription Rights and the Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the Offer Shares or exercise of Subscription Rights made other than in compliance with the above restrictions.
- The purchaser acknowledges that the Company, the Manager and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.
- Each purchaser of the Offer Shares or Subscription Rights within the United States pursuant to Rule 144A will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:
 - The purchaser is authorised to consummate the exercise of the Subscription Rights or purchase of the Offer Shares in compliance with all applicable laws and regulations.
 - The purchaser acknowledges that the Subscription Rights or Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
 - The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is exercising Subscription Rights or acquiring such

Offer Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution to the Subscription Rights or the Offer Shares.

- The purchaser is aware that the Subscription Rights and the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, as the case may be, such Shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate and is not in the business of buying and selling securities or, if it is in such business, it did not exercise the Subscription Rights or acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The Subscription Rights and the Offer Shares are "restricted securities" within the meaning of Rule 144(a) (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Subscription Rights or Offer Shares, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Offer Shares or exercise of Subscription Rights made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Manager and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

16.3.2 European Economic Area

Each person in a Relevant Member State (other than, in the case of paragraph a), persons receiving offers contemplated in this Prospectus in Norway or Sweden) who receives any communication in respect of, or who acquires any Subscription Rights or Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Manager and the Company that:

- a) it is a qualified investor within the meaning of Article 2(e) of the EU Prospectus Regulation; and
- b) in the case of any Subscription Rights or Offer Shares acquired by it as a financial intermediary, as that term is used in Article 5(1) of the EU Prospectus Regulation, (i) the Subscription Rights or Offer Shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Manager has been given to the offer or resale;

or (ii) where Subscription Rights or Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Shares to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purpose of this representation, the expression an "offer to the public" in relation to any Subscription Rights or Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Rights Issue and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Subscription Rights or Offer Shares.

17 SUMMARY - SWEDISH TRANSLATION (SAMMANFATTNING)

Denna sammanfattning är en svensk översättning av den engelska texten i avsnitt 1 "Summary" av detta prospekt.

Varning	Denna sammanfattning bör betraktas som en introduktion till Prospektet. Varje beslut om att investera i värdepapperen ska baseras på en bedömning av Prospektet i dess helhet från investerarens sida. En investering i Bolagets Aktier eller i Teckningsrätterna är till sin natur behäftad med risker och en investerare kan förlora hela eller delar av sitt investerade kapital. Om talan väcks i domstol angående informationen i Prospektet kan den investerare som är kârändande enligt nationell rätt bli tvungen att stå för kostnaderna för översättning av Prospektet innan de rättsliga förfarandena inleds. Civilrättsligt ansvar kan endast åläggas de personer som har lagt fram sammanfattningen, inklusive översättningar därav, men endast om sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av Prospektet eller om den inte, tillsammans med andra delar av Prospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i sådana värdepapper.
Värdepapper	Bolaget har ett aktieslag emitterat. De befintliga Aktierna är kontoförda i, och de Erbjudna Aktierna kommer vid emittering att kontoföras i avstämningsregister fört av VPS och Euroclear med International Securities Identification Number ("ISIN") NO 001 0721277.
Emittent	Bolagets namn är Zwipe AS och dess registrerade företagsadress är Rådhusgata 24, NO-0151 Oslo, Norge, och telefonnummer: +47 991 661 35. Bolagets webbplats är www.zwipe.com
Erbjudar(e)	Ej tillämpligt. Bolaget erbjuder Erbjudna Aktier (såsom definierat häri).
Behörig myndighet	Detta prospekt har godkänts av Finanstilsynet i egenskap av behörig myndighet, med organisationsnummer 840 747 972, och registrerad adress Revierstredet 3, NO-0151 Oslo, Norge, telefonnummer: +47 22 93 98 00, och e-postadress: post@finansstilsynet.no . Prospektet godkändes den 1 mars 2023.

Nyckelinformation om emittenten

Vem är emittent av värdepapperen?

Företagsinformation	Zwipe AS är ett norskt privat aktiebolag, bildat och existerande under norsk rätt i enlighet med den norska privata aktiebolagslagen av den 13 juni 1997 (" aktiebolagslagen "). Bolaget bildades den 8 september 2009 och det registrerades hos det norska bolagsverket (norska: "Foretaksregisteret") den 8 oktober 2009, under organisationsnummer 994 553 607. Bolagets LEI-kod är 5493006AMNMWEM49PY42. Bolaget är moderbolag i koncernen som består av Bolaget och dess fem helägda dotterbolag (Zwipe America Inc., Zwipe Germany GmbH, Zwipe Singapore Ltd, Zwipe UK Ltd. och Zwipe Sweden AB, tillsammans med Bolaget, " Zwipe " eller " Koncernen ").
Huvudsaklig verksamhet ..	Zwipe är en teknologikoncern för biometrisk autentisering. Genom Zwipes två huvudsakliga verksamheter - Zwipe Pay för biometriska betalningslösningar och Zwipe Access för biometriska lösningar för åtkomstkontroll - strävar Bolaget efter att göra det bekväma tryggt och säkert. De två verksamheterna bygger på samma kärnteknologi, som omfattar ett komplett biometriskt system på kort, inklusive hårdvara, mjukvara, energiskörd och ledningssystem, biometriska algoritmer, tillverkning och metoder för paketering. Utöver biometriska smartkort tillhandahåller Koncernen lösningar för enrolment, mervärdestjänster, teknisk rådgivning, go-to-market support och implementeringsstöd till andra aktörer i båda värdekedjorna. Zwipes produkterbjudande kombinerar bekvämligheten med kontaktlös teknologi med säkerheten med autentisering - med hjälp av en individs unika fingeravtryck för personlig identifiering istället för PIN-kod eller lösenord.
Större aktieägare	Eftersom Bolagets aktier inte är noterade på en reglerad marknad i Norge finns det inga krav enligt norsk lag för aktieägare att anmäla större aktieinnehav i Bolaget.

Zwipe AS - Prospectus

Viktigare administrerande direktörer	Zwipes ledningsgrupp består av Robert Puskaric (President och CEO), Danielle Glenn (CFO och Head of IR), Eric Mercer (COO), Patrice Meilland (CSPO), Robert Mueller (CTO) och Jens Hansen (Vice President Head of Customer Success).
Lagstadgad revisor	Bolagets lagstadgade revisor är BDO AS, med organisationsnummer 993 606 650 och registrerad adress Munkedamsveien 45A, 0250 Oslo Norge.

Finansiell nyckelinformation för emittenten**Koncernens resultaträkning**

<i>Belopp i TNOK</i>	Räkenskapsåret			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Rörelseintäkter	3,929	2,541	1,837	1,522
Rörelsekostnader	108,081	85,537	63,736	96,776
Årets resultat	-104,229	-83,471	-62,073	-95,154
Vinst per aktie före/efter utspädning	-2.79	-2.45	-2.27	-6.13

Koncernens balansräkning

<i>Belopp i TNOK</i>	Räkenskapsåret			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Summa tillgångar	69,413	163,414	137,363	110,840
Summa eget kapital	55,360	148,547	122,599	80,426

Koncernens kassaflödesanalys

<i>Amounts in TNOK</i>	Räkenskapsåret			
	2022 <i>(unaudited)</i>	2021 <i>(audited)</i>	2020 <i>(audited)</i>	2019 <i>(audited)</i>
Nettokassaflöden använda i den löpande verksamheten	-108,079	-76,693	-59,831	-80,361
Nettokassaflöden använda i investeringsverksamheten	-1,099	-1,712	-2,259	-4,636
Nettokassaflöden från finansieringsverksamheten	5,095	105,245	164,475	97,426
Nettokassaflöde	-101,879	27,090	102,020	12,439

Specifika nyckelrisker för emittenten

- **Koncernen inriktar sig på framväxande marknader där en meningsfull kommersialisering ännu inte har förverkligats.** Koncernens Zwipe Pay-lösningar säljs till smartkortstillverkare av betalkort ("SCMs"), som integrerar dem i sina erbjudanden och därefter säljer korten till banker som utfärdare av dessa betalkort ("Utfärdare"). Tillverkare av smarta kort (SCMs), Utfärdare och Koncernen strävar alla efter att skapa en stor marknad för biometriska betalkort och Koncernen siktar på att nå en väsentlig andel av denna potentiella marknad. Ingen kommersiell volym-marknad finns emellertid ännu för biometriska betalkort. Samtidigt som Koncernen anser att det finns en efterfrågan på biometri inom åtkomstkontroll, är biometriska passerkort som Zwipe Access fortfarande en ny lösning med låg marknadskännet. Om kommersiellt gångbara marknader för Zwipe Pay respektive Zwipe Access skulle misslyckas att materialiseras, att materialiseras långsammare än förväntat eller att materialiseras vid lägre volymer än förväntat kan det få en väsentlig negativ effekt på Koncernens utsikter, orsaka motsvarande förseningar i Koncernens förmåga att uppnå break-even i kassaflöde i tid och medföra att Bolaget behöver ytterligare finansiering för sin uppskalningsfas.
- **Koncernen har ännu inte uppnått stabila och betydande intäkter och storleken på ytterligare kapital som fordras är osäker.** De marknader som Zwipe verkar på har ännu inte realiserats, och följaktligen har Koncernen inte etablerat några positiva kassaflöden. Om Koncernen inte kan, eller bedömer det osannolikt att den kommer att

generera stabila och förutsägbara positiva kassaflöden vid ett datum som inträffar senare än 12 månader efter datumet för detta Prospekt, kan Koncernen tvingas att anskaffa ytterligare kapital genom ny finansiering med eget kapital för att uppfylla dess ekonomiska förpliktelser när de förfaller. Storleken på ytterligare kapital som kan komma att fordras är osäker och beror på Koncernens kommersiella dragkraft. Ytterligare källor till kapital kommer kanske inte finnas tillgängliga på acceptabla villkor när finansiering behövs. Osäkerhet kring eventuella framtida finansieringsbehov kan få en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.

- **Marknaderna för Zwipe Pay och Zwipe Access är mycket konkurrensutsatta.** Det finns en risk att Koncernen inte kommer att kunna uppnå en ledande position till följd av konkurrensen. Konkurrerande produkter existerar och ytterligare produkter kan komma att lanseras och få dragkraft på marknaden. Det finns också en möjlighet att Koncernens produkter kan kräva ytterligare produktutveckling eller förbättring av tillverkningsprocessen för att uppnå masskommersialisering, och att detta sker efter att konkurrenter redan har etablerat marknadsandelar. Konkurrens kan ha en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.
- **Alternativ teknik skulle kunna få spridning på marknaden och ersätta Koncernens produkter.** Det finns en risk att alternativa tillvägagångssätt för att säkra betalning eller introduktion av ny teknologi kan göra att Koncernens befintliga produkter blir mindre attraktiva för dess kunder eller blir tekniskt obsoleta. Detta kan till exempel inträffa om konkurrerande betalningsformer som digitala plånböcker, QR-betalningar eller andra digitala former skulle bli allmänt accepterade. Bred acceptans av alternativ teknologi kan ha en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.
- **Kommersialisering av Zwipe Pay är beroende av certifiering från betalningssystem för både Koncernens produkter och dess SCM-kunders produkter.** På grund av den snabba utvecklingen på marknaden för biometrisk betalning finns det en risk att Koncernens teknologi i kombination med SCM:s betalningssystem kommer att behöva vidareutvecklas för att uppfylla de föränderliga certifieringskraven från betalningssystemen, såsom MasterCard och VISA. Oförmåga att uppfylla kraven för certifiering eller förseningar under en längre tidsperiod kan få en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.
- **Koncernen är föremål för risker hänförliga till leverantörskedjan.** Koncernens produkter kräver tillverkning i stora volymer för att uppnå Koncernens önskvärda lönsamhet. Tillverkningen hanteras för närvarande genom tillverkningsavtal med tredje part. Om Koncernen misslyckas med att upprätthålla relationerna med dess tillverkningspartners, eller om dess tillverkningspartners drabbas av förseningar, störningar, kapacitetsbegränsningar, kvalitetsproblem eller några andra problem som påverkar dess förmåga att driva sin verksamhet, kan punktligheten för leverans av produkter till Koncernens kunder påverkas. Risken är särskilt hög i de fall då Koncernen är beroende av en enskild leverantör och dess komponenter, eftersom Koncernen i sådana fall inte har fördelen av dubbla inköpskällor. Vidare kan pågående generella störningarna i leverantörskedjan vara en av flera orsaker till att Koncernens leverantörer tar högre priser för sina produkter och tjänster än vad Koncernen tidigare har betalat och budgeterat för. Koncernen har även ingått kommersiella avtal med leverantörer, partners, licensgivare etc. och Koncernen har ett starkt beroende av vissa leverantörer och partners. Om nyckelleverantörer och partners inte fortsätter att tillhandahålla Koncernen med konkurrenskraftiga produkter på grund av orsaker såsom produktbrister, leveransbegränsningar eller finansiella begränsningar eller underlåtenhet av sådana leverantörer och partners att förnya eller omförhandla avtal till kommersiellt gångbara villkor kan leda till kostnadsökningar, produktionsförseningar eller att Koncernen inte kan tillhandahålla lösningar till sina kunder.
- **Koncernen är föremål för risker relaterade till prissättning av produkter och kostnadsutveckling.** Koncernens förmåga att erhålla lämpliga priser för sina lösningar med attraktiva bruttomarginaler är viktig för Koncernens förmåga att lyckas. De pågående generella störningarna i leveranskedjan och andra faktorer kan också leda till att vissa av Koncernens leverantörer tar högre priser för produkter och tjänster än vad Koncernen tidigare har betalat och budgeterat för. Press nedåt på Koncernens försäljningspriser, och/eller press uppåt på komponentpriserna, kan få en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.
- **Koncernen är föremål för risker relaterade till teknologi och immateriella rättigheter.** Trots Koncernens ansträngningar för att skydda sin egen teknik, företagshemligheter och immateriella rättigheter, kan obehöriga

parter försöka missbruka, använda så kallad "reverse engineering" eller på annat sätt få åtkomst till och utnyttja dessa. Koncernen kan misslyckas med att fastställa omfattningen av obehörig användning eller intrång i deras produkter, teknologier eller immateriella rättigheter. Vidare, finns det risker som till sin natur är relaterade till delandet av teknologi med tredje parter med syftet att integrera dennes komponenter med Koncernens, medan samma tredje parter samtidigt utvecklar en konkurrerande produkt. Det finns en risk att Koncernen inte kan hävda sin rätt till immateriella rättigheter i fall där den som stått för intrång i rättigheterna befinner sig i jurisdiktioner som inte respekterar sådana rättigheter, eller i fall där kostnaderna är omotiverat höga för att vidta nödvändiga mått och steg för att hävda Koncernens immateriella rättigheter. Misslyckande med att skydda och upprätthålla Koncernens immateriella rättigheter kan ha en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.

- **Koncernen kan komma att påverkas negativt av globala ekonomiska förhållanden.** Globala centralbanker som bekämpar stigande inflation med högre räntor har redan sett en period av ekonomisk nedgång. Det finns en risk att det kan bli en period av mer utdragen, betydande nedgång i världsekonomin än den nuvarande konjunktturnedgången, och en åtföljande omfattande negativ effekt på banksektorn. Om banksektorn upplevde en omfattande nedgång liknande den som bevitnades under 2007-2009, kan Utfärdare vara mindre benägna att gå vidare med nya produkter som biometrisk betalkort. Dessa risker kan ha en väsentlig negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.
- **Koncernen är exponerad för valutakursförändringar.** Med verksamhet i Sverige, Tyskland, Singapore, Storbritannien och USA, administration i Norge, försäljning i Europa, Nord- och Sydamerika, Mellanöstern och Afrika samt Asien, är Koncernen exponerad mot valutakursförändringar. Detta inkluderar de fall när rörelseintäkter och rörelsekostnader är denominerade i olika valutor. Vidare har Bolaget nettofordringar på sina utländska dotterbolag i olika valutor. Med olika funktionella valutor kommer Koncernen att vara exponerad mot valutavinster och valutaförluster på skulder och fordringar mellan bolagen, vilket kommer att påverka dess redovisade vinst eller förlust. Valutakursförluster kan få en väsentlig negativ effekt på Koncernens utsikter och dess förmåga att uppnå break-even i kassaflöde i tid.
- **Koncernens verksamhet är föremål för risker hänförliga till rättstvister.** Om Koncernen blir part i några rättsliga tvister eller rättsliga förfaranden kan detta ha en negativ effekt på Koncernens utsikter och förmåga att uppnå break-even i kassaflöde i tid.

Nyckelinformation om värdepapperen

Värdepapperens viktigaste egenskaper

Typ, slag och ISIN	Samtliga emitterade aktier i Bolaget är stamaktier och emitterade enligt den norska privata aktiebolagslagen. Aktierna är kontoförda i avstämningsregister fört av VPS och Euroclear. De befintliga Aktierna är kontoförda i, och de Erbjudna Aktierna kommer vid emittering att kontoföras i avstämningsregister fört av VPS och Euroclear med ISIN-kod NO 001 0721277.
Valuta, kvotvärde och antal värdepapper.....	Per dagen för detta Prospekt är Bolagets aktiekapital 3 755 168,50 NOK, fördelat på 37 551 685 aktier, envar med ett kvotvärde om 0,10 NOK.
Rättigheter som sammanhänger med värdepapperen	Bolaget har ett aktieslag emitterat och i enlighet med den norska privata aktiebolagslagen ger alla aktier i det aktieslaget lika rättigheter i förhållande till Bolaget. Varje aktie berättigar till en röst.
Överlåtelsebegränsningar....	Aktierna i Bolaget är fritt överlåtbara. Bolagets bolagsordning innehåller inga inskränkningar i överlåtbarheten av aktier, eller förköpsrätt för aktierna. Överlåtelse av aktier är inte föremål för godkännande av styrelsen.
Utdelning och utdelningspolicy.....	Bolaget har tidigare inte betalat ut utdelning. Koncernen fokuserar på utveckling och kommersialisering av biometrisk teknologiprodukter och förväntar sig inte att betala ut någon kontantutdelning till dess att hållbar lönsamhet har uppnåtts.

Vilka nyckelrisker är specifika för värdepapperen?

- Om Företrädesemissionen dras tillbaka, kommer alla Teckningsrätter att förfalla utan värde och sådant förfall av Teckningsrätter kommer inte att påverka giltigheten av eventuella affärer med Teckningsrätter, och investerare kommer inte att få någon återbetalning eller ersättning avseende Teckningsrätter som har köpts i marknaden.
- Aktierna är noterade på Euronext Growth Oslo och Nasdaq First North Growth Market, som inte har samma legala status som en reglerad marknad. Istället är de föremål för en mindre omfattande uppsättning regler och föreskrifter anpassade för små tillväxtbolag. Överlag är investeringar i bolag som handlas på dessa marknadsplatser förknippade med högre risk jämfört med investeringar i bolag som handlas på en reglerad marknad. Denna risk är hänförlig både till övervakning av marknadsplatsen samt volatiliteten för handeln på marknadsplatsen.
- Det finns en risk att Bolaget i framtiden kan komma att avnotera sina Aktier från Euronext Growth Oslo vilket lämnar Aktierna noterade enbart på Nasdaq First North Growth Market i Sverige. En avnotering från Euronext Growth Oslo kan försvåra ägandet av Aktier för norska aktieägare, eftersom marknadsplatsen är lokaliserad i Sverige istället för Norge.
- Per dagen för detta Prospekt har Bolaget emitterat totalt 1 982 410 teckningsoptioner till anställda i Koncernen, inklusive medlemmar i ledningen och styrelseledamöter. Om dessa teckningsoptioner nyttjas och/eller konverteras till Aktier kommer det innebära en mindre utspädning för aktieägare i förhållande till deras aktieäande och antal röster i Bolaget.

Nyckelinformation om erbjudandet av värdepapper till allmänheten och/eller upptagandet till handel på en reglerad marknad

På vilka villkor och enligt vilken tidsplan kan jag investera i detta värdepapper?

Villkor för erbjudandet..... Företrädesemissionen består av ett erbjudande av Bolaget om 20 862 047 nya aktier (de "Erbjudna Aktierna") till en teckningskurs om 4,80 NOK per Erbjuden Aktie ("Teckningskursen"), och tillför därigenom en bruttolikvid på 100 137 825,60 NOK. De Erbjudna Aktierna har ett nominellt värde på 0,10 NOK vardera. Befintliga Aktieägare kommer att tilldelas överlåtbara teckningsrätter i Företrädesemissionen ("Teckningsrätter") som ger företrädesrätt att teckna och tilldelas Erbjudna Aktier till Teckningskursen i Företrädesemissionen. Varje Befintlig Aktieägare kommer att tilldelas en (1) Teckningsrätt för varje befintlig aktie som sådan Befintlig Aktieägare är registrerad som aktieägare för per den 27 februari 2023 (och är registrerad som sådan i Euronext Securities Oslo, den norska värdepapperscentralen ("VPS") eller i Euroclear Sweden AB genom överenskommelsen med SIX SIS AG ("Euroclear") vid utgången av 1 mars 2023 ("Avstämningsdagen"). Nio (9) Teckningsrätter ger rätt att teckna och tilldelas fem (5) nya aktier. Överteckning och teckning utan Teckningsrätter är tillåtet. Teckningsperioden inleds kl. 09:00 (CET) den 6 mars 2023 och avslutas kl. 16:30 (CET) den 20 mars 2023 ("Teckningsperioden"). Teckningsperioden får inte förkortas, men styrelsen kan förlänga Teckningsperioden och i så fall, enligt EU:s Prospektförordning, offentliggöra ett tillägg till detta Prospekt. Teckningsrätterna kommer att registreras på varje Befintlig Aktieägars VPS-konto under ISN NO 0012818048 eller Euroclear-konto, under ISIN SE 001 9891334, så som tillämpligt, omkring 6 mars 2023. Teckningsrätterna kommer att delas ut utan kostnad till Befintliga Aktieägare. Teckningsrätterna kommer att vara noterade och handlas på Euronext Growth Oslo under kortnamnet "ZWIPT" eller på Nasdaq First North Growth Market, under kortnamnet "ZWIPE TR", såsom tillämpligt, från och med kl. 09:00 (CET) den 6 mars 2023 till stängningen av handeln på Euronext Growth Oslo (vid kl. 16:30 (CET)) och på Nasdaq First North Growth Market (vid kl. 17:30 (CET)) den 14 mars 2023. Teckningsrätter som inte utnyttjas för att teckna Erbjudna aktier före Teckningsperiodens utgång eller som inte sålts före stängningen av handeln den 14 mars 2023 kommer att sakna värde och kommer att förfalla utan ersättning till innehavaren. Innehavare av Teckningsrätter (oavsett om de tilldelas eller förvärvas) bör notera att teckning av Erbjudna Aktier måste göras i enlighet med de förfaranden som anges i detta Prospekt och att förvärvet av Teckningsrätter inte i sig utgör en teckning av Erbjudna Aktier. Betalningsdagen för Erbjudna Aktier förväntas vara omkring den 24 mars 2023. Leverans av Erbjudna Aktier i VPS förväntas ske omkring den 29 mars 2023 och leverans av Erbjudna Aktier i Euroclear förväntas ske omkring den 31 mars 2023.

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Tidplan för Tidtabellen nedan anger vissa nyckeldatum för Företrädesemissionen: erbjudandet.....

Sista dag för handel med Aktierna inklusive Teckningsrätt.....	27 februari 2023
Första dag för handel med Aktierna exklusive Teckningsrätt.....	28 februari 2023
Avstämningsdag.....	1 mars 2023
Teckningsperioden inleds.....	6 mars 2023
Handel med Teckningsrätter inleds på Euronext Growth Oslo och Nasdaq First North Growth Market.....	6 mars 2023
Handeln med Teckningsrätter avslutas.....	Förväntas ske omkring den 14 mars 2023
Teckningsperioden avslutas.....	Förväntas ske omkring den 20 mars 2023
Tilldelning av Erbjudna aktier.....	Förväntas ske omkring den 21 mars 2023
Distribution av beslut om tilldelning.....	Förväntas ske omkring den 22 mars 2023
Betalningsdag.....	Förväntas ske omkring den 24 mars 2023
Registrering av aktiekapitalökningen hos Foretaksregisteret.....	Förväntas ske omkring den 28 mars 2023
Notering och inledande av handel med Erbjudna Aktier på Euronext Growth Oslo.....	Förväntas ske omkring den 28 mars 2023
Leverans av Erbjudna Aktier i VPS.....	Förväntas ske omkring den 29 mars 2023
Leverans av Erbjudna Aktier i Euroclear.....	Förväntas ske omkring den 31 mars 2023
Notering och inledande av handel med Erbjudna Aktier på Nasdaq First North Growth Market.....	Förväntas ske omkring den 31 mars 2023

Upptagande till handel..... Bolagets aktierär, och de Erbjudna aktierna kommer, när de emitteras, att vara noterade på Euronext Growth Oslo eller på Nasdaq First North Growth Market, såsom tillämpligt. De Erbjudna Aktierna kommer att noteras på Euronext Growth Oslo så snart aktiekapitalökningen hänförlig till Företrädesemissionen har registrerats i Foretaksregistret och Erbjudna Aktier har registrerats i VPS. Detta förväntas äga rum omkring den 28 mars 2023. Erbjudna Aktier som ska noteras på Nasdaq First North Growth Market kommer att noteras så snart som möjligt därefter, vilket förväntas äga rum omkring den 31 mars 2023.

Plan för tilldelning Tilldelning av Erbjudna Aktier kommer att äga rum omkring den 21 mars 2023 i enlighet med följande kriterier:

- (i) Tilldelning av aktier till tecknare kommer att ske i enlighet med tilldelade och förvärvade Teckningsrätter som giltigt har utnyttjats under Teckningsperioden. Nio (9) Teckningsrätter ger rätt att teckna och tilldelas fem (5) nya aktier.
- (ii) Om inte alla Teckningsrätter giltigt har utnyttjats, kommer tecknare som har utnyttjat sina Teckningsrätter och som har övertecknat att tilldelas ytterligare nya aktier pro rata i förhållande till antalet Teckningsrätter som utnyttjas av varje sådan tecknare. I den mån tilldelning enligt pro rata inte är möjlig kommer Bolaget att fastställa tilldelningen genom lottnings.
- (iii) Erbjudna Aktier som inte tilldelas i enlighet med punkterna (i) o (ii) ovan kommer att tilldelas tecknare som inte innehar Teckningsrätter. Tilldelning kommer att göras pro rata i förhållande deras respektive teckningsbelopp.
- (iv) Eventuella Erbjudna Aktier som inte har tilldelats på basis av punkterna (i) till (iii) ovan, kommer att tilldelas, Emissionsgaranterna.

Inga delar av Erbjudna aktier kommer att tilldelas. Bolaget förbehåller sig rätten att avrunda, avvisa eller minska teckning av Erbjudna Aktier som inte omfattas av Teckningsrätter (dvs. överteckning och teckning utan Teckningsrätter) och kommer endast att tilldela sådana Erbjudna Aktier i den utsträckning som Erbjudna Aktier är tillgängliga för att täcka överteckning baserad på Teckningsrätter. Tilldelning av färre Erbjudna Aktier än vad en tecknare tecknat kommer inte att påverka tecknarens skyldighet att betala för det antal Erbjudna Aktier som tilldelats tecknaren. Eventuella Erbjudna Aktier som inte har tecknats vid slutet av Teckningsperioden kommer att tecknas av Emissionsgaranterna i enlighet med deras garantiåtagande.

Utspädning.....	Bolagets totala antal aktier kommer att öka med 20 862 047 nya Aktier efter Företrädesemissionen, vilket resulterar i totalt 58 413 732 utestående Aktier, vilket innebär en utspädning på cirka 35,7 % för Befintliga Aktieägare som inte deltar i Företrädesemissionen.
Uppskattning av de totala kostnaderna för erbjudandet.....	De totala kostnaderna och utgifterna för, och i samband med, Företrädesemissionen, inklusive garantiersättningen, beräknas uppgå till cirka 15,5 miljoner NOK. Inga kostnader eller skatter kommer att debiteras tecknarna i Företrädesemissionen av Bolaget eller Managern.

Varför upprättas detta prospekt?

Motiv till erbjudandet.....	Detta Prospekt tas fram i samband med erbjudandet av Erbjudna Aktier i Företrädesemissionen.
Användning av likvid.....	Nettolikviden från Företrädesemissionen kommer att användas för att stärka Bolagets finansiella ställning och möjliggöra övergången från uppstart till uppskalning och storskalig kommersialisering av bolagets Zwipe Pay- och Zwipe Access-erbjudanden.
Garanti.....	Bruttolikviden av Företrädesemissionen har till fullo garanterats av vissa aktieägare som ingått teckningsåtaganden (" Aktieägare som ingått teckningsåtaganden ") och vissa emissionsgaranter som också är aktieägare (" Emissionsgaranterna "). Efter teckningsperiodens utgång kommer alla Erbjudna Aktier som inte har tecknats och tilldelats i Företrädesemission att tecknas och betalas till Teckningskursen av Emissionsgaranterna, i enlighet med villkoren i garantiåtagandena som ingåtts mellan Bolaget och var och en av Emissionsgaranterna, daterade den 22 november 2022 (" Garantiåtagandena "). Garantierna kommer att upphöra att gälla i händelse av att den relevanta Emissionsgaranten inte underrättas om någon tilldelning enligt Garantiåtagandet inom den 30 april 2023.
Intressekonflikter..	Emissionsgaranterna är aktieägare i Bolaget och kommer att erhålla Teckningsrätter för alla aktier de innehar på Avstämningsdagen och kan utöva sin rätt att utnyttja sådana Teckningsrätter och förvärva Erbjudna Aktier. Vidare, kommer varje Emissionsgarant i enlighet med Garantiåtagandena erhålla en garantiersättning motsvarande 14 % av respektive Emissionsgarants garantibelopp. Managern eller närstående företag till Managern har från tid till annan tillhandahållit, och kan i framtiden tillhandahålla, investerings- och kommersiella banktjänster till Bolaget och dess närstående företag i dess löpande verksamhet, för vilka de kan ha erhållit och fortsättningsvis kan komma att erhålla sedvanliga avgifter och provision. Managern, dess anställda och närstående företag kan äga Aktier i Bolaget. Vidare kan Managern, dess anställda och närstående företag som agerar som investerare för egen räkning, i samband med Företrädesemissionen erhålla Teckningsrätter (om de är Befintliga Aktieägare) och kan utöva sin rätt att utnyttja sådana Teckningsrätter och förvärva Erbjudna Aktier, och kan i denna kapacitet behålla, köpa eller sälja Teckningsrätter eller Erbjudna Aktier och annat värdepapper i Bolaget eller andra investeringar för egen räkning och kan erbjuda eller sälja sådana värdepapper (eller andra investeringar) på annat sätt än i samband med Företrädesemissionen. Managern har inte för avsikt att offentliggöra omfattningen av sådana investeringar eller transaktioner på annat sätt än i enlighet med legala eller regulatoriska skyldigheter på sådant offentliggörande. Utöver det ovan nämnda, är Bolaget inte medvetet om några intressen, inklusive intressekonflikter, för fysiska och juridiska personer som är involverade i Företrädesemissionen, som är väsentliga för Företrädesemissionen.

18 ADDITIONAL INFORMATION

18.1 Documents available

Copies of the following documents will be available for inspection at the Company's offices at Rådhusgata 24, 0151 Oslo, Norway during normal business hours from Monday to Friday each week (except public holidays) and on the Company's website www.zwipe.com/investors for a period of twelve months from the date of this Prospectus:

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

18.2 Documents incorporated by reference

The information incorporated by reference to this Prospectus should be read in connection with the cross-reference table set out below. Except as provided in this Section 18.2, no information is incorporated by reference into this Prospectus.

Sections in the Prospectus	Disclosure requirement	Reference document and link	Page of reference document
Sections 4.3.1, 10.1 and 11.2	Annex 1 item 18	Annual Report 2021: https://www.zwipe.com/reports/annual-report-2021	35 – 54 (Accounts and notes)
		Annual Report 2020: https://www.zwipe.com/reports/annual-report-2020	27 - 45 (Accounts and notes)
		Annual report 2019: https://www.zwipe.com/reports/annual-report-2019	24 – 39 (Accounts and notes)
Section 4.3.1 and 10.1 and 10.2	Annex 1, item 18.1.1	Audit Report 2021: https://www.zwipe.com/reports/annual-report-2021	55 - 58
		Audit Report 2020: https://www.zwipe.com/reports/annual-report-2020	46 - 49
		Audit report 2019: https://www.zwipe.com/reports/annual-report-2019	40 - 43
Section 4.3.1, and 10.1	Annex 1, item 18.1.1 and 18.2.1	H2 2022 Interim Financial Statements: https://www.zwipe.com/reports/zwipe-h2-2022-report	23 – 37 (Accounts and notes)
Section 13.10	Annex 1, Item 19	Articles of Association (English office translation): https://www.zwipe.com/investors/share-information	1 - 2

19 DEFINITIONS AND GLOSSARY

AGM	An annual general meeting of shareholders in the Company
Articles of Association.....	Zwipe's articles of association
Anti-Money Laundering Legislation.....	The Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 no. 1324
Audited Financial Statements.....	The Company's audited consolidated financial statements for the years ended 31 December 2021, 2020 and 2019
BDO.....	BDO AS (company registration number 993 606 650)
BPC.....	Biometric payment card
Biometric algorithm.....	Signal processing, extraction and matching algorithms that when combined enable a biometric system to recognize an individual by his or her physical or behavioral characteristics
Biometric payment card.....	payment card with a fully embedded fingerprint sensor and on-card biometric comparison system enabling biometric user authentication as an alternative to PIN or signature
Biometric payment card value chain	Zwipe sources components such as secure element and fingerprint sensors from upstream partners. Zwipe integrates these components alongside its' proprietary technology platform, which it sells to downstream customers who are the Card manufacturers. The Card manufacturers integrate the Zwipe technology platform into a finished BSoC, and personalize these cards with payment application profiles and cardholder details before selling the payment cards to the Issuers who issue the cards to consumers
Board of Directors or Board	The Company's board of directors
Board Members.....	The members of the Board of Directors
BSoC	Biometric System-on-Card; a system architecture of a smart card comprising a biometric capture device, signal processing, feature extraction, storage of biometric reference data, and comparison (= matching) between biometric reference data and biometric probe data
BTA	Non-tradeable share subscribed and paid for
CCS.....	Component Conformity Statement
CEO	Chief Executive Officer
CET.....	Central European Time
CEST	Central European Summer Time
CFO.....	Chief Financial Officer
COGS.....	Cost of Goods Sold
Companies Act.....	The Norwegian Private Limited Liability Companies Act of 13 June 1997 no. 44
Company	Zwipe AS (company registration number 994 553 607)
Contactless card.....	A contactless smart card with embedded antenna enabling near field communication with a contactless interfacing device such as, e.g. a payment terminal

Contactless payment.....	Transaction that uses near field communication between a payment device like a contactless card and a contactless payment terminal to make secure payments. The embedded chip and antenna onto the payment card (or similar portable device) enable consumers to wave their card over the point of sale terminal to perform a transaction
COO	Chief Operating Officer
CSPO	Chief Strategy and Product Officer
CTO	Chief Technology Officer
Data Protection Laws	Data protection and data privacy laws and regulations
Dual interface payment cards.....	Payment card with a chip embedded in an ISO contact plate module and with an antenna enabling both contact transactions (inserted into a payment terminal) and contactless transactions (waved at a payment terminal).
EEA	The European Economic Area
EGM	An extraordinary general meeting of shareholders in the Company
EMV	A payment method based upon a technical standard for smart payment cards and for payment terminals and automated teller machines that can accept them. EMV stands for Europay, Mastercard and Visa, the three institutions that created said standard.
EMV module	The EMV payment chip embedded into a module with ISO contact plate
Enrolment solution.....	Solution allowing the initial fingerprint data to be registered to a biometric system such as, e.g. a BSoC
EPO	European Patent Office
EU	The European Union
EU Prospectus Regulation.	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, and as implemented in Norway in accordance with section 7-1 of the Norwegian Securities Trading Act
EUR.....	Euro, the official currency for the European Union (EU)
Euroclear.....	Euroclear Sweden AB, through the arrangement with SIX SIS AG
Euronext Growth Oslo.....	A multilateral trading facility operated by Euronext through Oslo Børs ASA
Excess Allowance	Any part of the calculated allowance one year exceeding the dividend distributed on the share
Existing Shareholder	Shareholder who is registered in the Company's shareholder register in the VPS and Euroclear as of the Record Date (1 March 2023)
Financial Information.....	The Audited Financial Statements and the H2 2022 Interim Financial Statements
Finansinspektionen.....	The Swedish Financial Supervisory Authority (Swedish: <i>Finansinspektionen</i>)
FinTech	New technology and innovation that aims to compete with traditional financial methods in the delivery of financial services

Forward-Looking Statements.....	Forward-looking statements and forward-looking information
General Meeting(s).....	mean the AGM and EGM in the Company; and "General Meeting" means any one of them
GDPR.....	General Data Protection Regulation
GLEIF.....	The Global Legal Identifier Foundation
Group.....	The Company and its subsidiaries taken together
H1.....	First half year
H2.....	Second half year
ICCN.....	Integrated Circuit Card Number; a unique identifier assigned to a security chip by EMVCo
Idemia.....	Idemia France SAS
Inlay.....	Electronic circuit making up the antenna and interconnections in a smart card. The inlay is planarized into a prelaminated before lamination into a card body
Inlay provider.....	Manufacturer and distributor of inlays
Ineligible Shareholder(s)...	Existing Shareholders resident in jurisdictions where the Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for Offer Shares
IP.....	Intellectual Property
IPR.....	Intellectual property rights
ISIN.....	International Securities Identification Number
ISO.....	International Organization for Standardization
Issuer.....	A bank or credit union who offers payment cards
LEI.....	Legal Entity Identifier
LoA.....	Letter of Approval
Management.....	The members of the senior management of the Group
Manager.....	Erik Penser Bank AB
MAR.....	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse
MCU.....	Micro controller unit
Nasdaq First North Growth Market.....	The registered SME growth market in Stockholm, Sweden, operated by Nasdaq Stockholm
NGAAP.....	The Norwegian Generally Accepted Accounting Principals
NCI.....	National Client Identifier
NOK.....	Norwegian Kroner, the lawful currency of Norway
Nomination Committee.....	The nomination committee appointed by the General Meeting

Non-Norwegian Corporate Shareholders	Shareholders that are limited liability companies not resident in Norway for tax purposes
Non-Norwegian Individual Shareholders	Shareholders who are individuals not resident in Norway for tax purposes
Norwegian Corporate Governance Code.....	The Norwegian Code of Practice for Corporate Governance, dated 14 October 2021
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. <i>Finanstilsynet</i>)
Norwegian Personal Shareholders	Shareholders who are natural persons resident in Norway for tax purposes
Norwegian Securities Trading Act.....	The Norwegian Securities Trading Act of 29 June 2007 no. 75 (Nw. <i>verdipapirhandelloven</i>)
NRE.....	Non-Recurring Engineering expense
Offer Share(s).....	The 20,862,047 new Shares in the Company with a nominal value of NOK 0.10, offered for subscription in the Rights Issue
Order.....	The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005
POS.....	Point of sale
P01.....	Zwipe's EPO patent for the method of manufacturing an electronic card
Payment card	Smart cards enabled to execute payments on behalf of the cardholder. The cards are issued by Issuers to customers, enabling the cardholder to access the funds in the cardholder's designated account and authorize payments.
Payment card industry	Refers to the industries related to automated teller machines (ATMs), point of sale terminals, credit, debit, prepaid and electronic money cards, and other associated industries.
Payment card manufacturer	Payment Scheme certified card manufacturer
Payment Date.....	On or about 24 March 2023, the day the payment for Offer Shares allocated to a subscriber falls due
Payment ecosystem.....	A system enabling payment transactions, comprising Payment Schemes, component suppliers, Card manufacturer, issuers, merchants, payment transaction acquirers, Regulators and Governments and consumers
Payment Scheme	A body that sets the rules and technical standards for the execution of payment transactions using the underlying payment systems. Such as Visa, Mastercard etc.
PCT.....	Patent Cooperation Treaty of 19 June 1970
PIN	Personal identification number
Power harvesting.....	Cordless collection of power from the point-of-sale terminal to the payment card
Prospectus.....	This Prospectus dated 1 March 2023

Zwipe AS - Prospectus

H2 2022 Interim Financial Statement.....	The Company's unaudited consolidated interim financial statements as of and for the six and twelve months' periods ended 31 December 2022 including comparative financial information for the same periods in the prior financial period
QIB	A qualified institutional buyer as defined in Rule 144A under the U.S. Securities Act
R&D	Research and development
Record Date	1 March 2023
Regulation S	Regulation S under the U. S. Securities Act
Relevant Member State	Each member state of the EEA other than Norway and Sweden
Relevant Persons	"qualified investors" within the meaning of Article 2(e) of the EU Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018
Remuneration Committee	The compensation committee appointed by the Board
RFID.....	Radio-Frequency Identification uses electromagnetic fields to automatically identify and track tags attached to objects
Rights Issue.....	The rights issue raising gross proceeds of NOK 100,137,825.60 by the issuance of the Offer Shares with Subscriptions Rights for Existing Shareholders.
Rule 144A	Rule 144A under the U.S. Securities Act
SCMs.....	Smart Card Manufacturers
SEK.....	Swedish Kroner, the lawful currency of Sweden
SFA.....	Securities and Futures Act, Chapter 289 of Singapore
Share(s)	"Shares" mean the existing and new shares in the Company; and "Share" means any one of them
SIP	Share-based incentive program resolved in November 2018
Smart Card Manufacturers	Manufacturers of smart cards like payment cards and access cards. The card manufacturer integrates and laminates the Zwipe BSoC platform into a finished card. Payment cards are personalized by the card manufacturer or a dedicated personalization bureau and sold to an issuer.
Subscription Period.....	The subscription period for the Rights Issue commencing on 09:00 hours CET on 6 March 2023 and ending at 16:30 hours (CET) on 20 March 2023
Subscription Price.....	NOK 4.80 per Offer Share
Subscription Rights	Preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price in the Rights Issue
Subscription Form	The subscription form for Offer shares in the Rights Issue, attached hereto as Appendix A "Subscription form for the Rights Issue"
Swedish Corporate Governance Code.....	The Swedish Corporate Governance Code, revised on 1 January 2020
SFA.....	Securities and Futures Act of Singapore
Trading Surveillance.....	Nasdaq Stockholms Market Supervision Unit

Zwipe AS - Prospectus

Underwriters.....	The persons who, pursuant to the Underwriting Agreements have, on a firm commitment basis, undertaken, severally and not jointly, and otherwise on the terms and conditions set out in the Underwriting Agreement to underwrite the Rights Issue for a total underwriting amount of NOK 65,612,198.40
Underwriting Agreements	Agreements entered into between the Company and each of the Underwriters dated 22 November 2022
U.S.	United States of America
U.S. Securities Act.....	The United States Securities Act of 1933 as amended
UK.....	United Kingdom
USD	U.S. dollars, the lawful currency of the U.S.
VAT	Value added tax
VPS.....	Euronext Securities Oslo, the Norwegian Central Securities Depository
VPS Registrar	DNB Bank ASA, Registrar's Department
Zwipe	The Group
Zwipe Access	A card used as a credential in access control systems to authenticate a person's identity, determine the appropriate level of access, and provide access to the physical resource or logical asset
Zwipe Core Technology	Differentiating technologies specifically fit for constrained environments like ultra-thin and ultra-low power environments. Zwipe core technology comprises packaging solutions, energy harvesting and power management systems, enrolment solutions, all designed for ultra-thin and ultra-low power high performance embedded applications and biometric and payment system integrations
Zwipe expertise.....	Integration, design and manufacturing expertise for both payment and access control applications, combined with an understanding of customers' needs for card manufacturing, enrolment and deployment
Zwipe Pay	Technology platform and commercial product for biometric payment cards; Zwipe Pay comprises a secure element delivered in an ISO plate package, a fingerprint sensor available on a 35mm tape and an inlay for manufacturing a BSoC plus enrolment solutions.
Zwipe Technology	The Zwipe Technology consists of the dedicated package components and passive inlay and various patents, hereunder energy harvesting patents, both issued and applied for, as well as other IP rights and associated technologies and manufacturing methods.
Zwipe Technology Platform.....	A technology and solutions platform combining Zwipe's Expertise and know-how with Zwipe Core Technology and IP

APPENDIX A

SUBSCRIPTION FORM FOR THE RIGHTS ISSUE

ZWIPE AS

Rights issue

SUBSCRIPTION FORM

Securities number: ISIN NO 001 0721277

General information: The terms and conditions of the rights issue (the "**Rights Issue**") of 20,862,047 new shares (the "**Offer Shares**") in Zwipe AS (the "**Company**") pursuant to a resolution by the Company's extraordinary general meeting held on 15 February 2023 are set out in the prospectus dated 1 March 2023 (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meaning in this subscription form (the "**Subscription Form**"). The notice of, and the minutes from, the extraordinary general meeting held on 15 February 2023 (with appendices), the Company's articles of association and the annual accounts and directors' reports for the last two years are available at the Company's registered office at Rådhusgata 24, 0151 Oslo, Norway. The resolution from the extraordinary general meeting on 15 February 2023 regarding the Rights Issue is included on page 3 of this Subscription Form.

Subscription procedure: The subscription period for the Rights Issue will commence at 09:00 hours Central European Time ("**CET**") on 6 March 2023 and end at 16:30 hours (CET) on 20 March 2023 (the "**Subscription Period**"). The Board of Directors may extend the Subscription Period and, if so required by the EU Prospectus Regulation, make public a supplement to this Prospectus. Correctly completed Subscription Forms must be received by DNB Bank ASA, Registrar's Department, (the "**VPS Registrar**") no later than on 20 March 2023 at 16:30 hours (CET) at the following address DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or by email to retail@dnb.no, or in case of online subscriptions be registered, no later than 16:30 hours (CET) on 20 March 2023. The subscriber is responsible for the correctness of the information included in the Subscription Form. Subscription Forms received after the end of the Subscription Period and/or incomplete or incorrect Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company without notice to the subscriber.

Subscribers who are Norwegian residents with a Norwegian personal identity number (Nw. "**fødselsnummer**") may subscribe for Offer Shares through the VPS online subscription system (or by following the link available at <https://www.zwipe.com/investors/reports>, which will redirect the subscriber to the VPS online subscription system). Subscriptions made through the VPS online subscription system must be duly registered before the end of the Subscription Period.

Neither the Company or the VPS Registrar may be held responsible for postal delays, unavailable internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the VPS Registrar. Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after being received by the VPS Registrar, or in the case of subscriptions through the VPS online subscription system, upon registration of the subscription. By signing and submitting this Subscription Form or registering a subscription through the VPS online subscription system, the subscriber confirms and warrants to have read the Prospectus and to be eligible to subscribe for Offer Shares under the terms set forth therein.

Subscription Price: The subscription price in the Rights Issue is NOK 4.80 per Offer Share (the "**Subscription Price**").

Subscription Rights: The shareholders of the Company as of 27 February 2023 (and being registered as such in VPS at the expiry of 1 March 2023 (the "**Record Date**") pursuant to VPS' two days' settlement procedure (the "**Existing Shareholders**")), will be granted transferable subscription rights in the Rights Issue (the "**Subscription Rights**") that, subject to applicable law, provide preferential right to subscribe for, and be allocated, Offer Shares at the Subscription Price. Each existing Shareholder will be granted one (1) Subscription Right for each existing share registered as held by such Existing Shareholder as of the Record Date. The Subscription Rights will be registered on each Existing Shareholder's VPS account on or about 6 March 2023. Nine (9) Subscription Rights will, subject to applicable law, give the holder the right to subscribe for, and be allocated, five (5) Offer Shares in the Rights Issue. The Subscription Rights will be listed and tradable on Euronext Growth Oslo under the ticker code "**ZWIPT**" and on Nasdaq First North Growth Market under the ticker code "**ZWIPE TR**" from 09:00 hours CET on 6 March 2023 to close of trading on Euronext Growth Oslo (at 16:30 hours (CET)) and on Nasdaq First North Growth Market (at 17:30 hours (CET)), respectively, on 14 March 2023, i.e. four business days prior to the end of the Subscription Period. Over-subscription (i.e., subscription for more Offer Shares than the number of Subscription Rights held by the subscriber) and subscription without Subscription Rights is permitted. However, in each case, there can be no assurance that Offer Shares will be allocated for such subscriptions. **Subscription Rights that are not used to subscribe for Offer Shares before the expiry of the Subscription Period on 20 March 2023 at 16:30 hours (CET) or not sold before close of trading on 14 March 2023 will have no value and will lapse without compensation to the holder.**

Allocation of Offer Shares: The Offer Shares will be allocated to the subscribers based on the allocation criteria set out in the Prospectus. No fractional Offer Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for Offer Shares not covered by Subscription Rights (i.e., over-subscription or subscriptions made without Subscription Rights) and will only allocate such Offer Shares to the extent that Offer Shares are available to cover over-subscription based on Subscription Rights or subscriptions made without Subscription Rights. Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated. Notifications of allocated Offer Shares and the corresponding subscription amount to be paid by each subscriber are expected to be distributed through the VPS on or about 22 March 2023. Subscribers having access to investor services through their VPS account manager are assumed to be able to check the number of Offer Shares allocated to them on or about 22 March 2023. Subscribers who do not have access to investor services through their VPS account manager may contact the VPS Registrar (on +47 23 26 80 20 on or about 22 March 2023 to obtain information about the number of Offer Shares allocated to them.

Payment: The payment for Offer Shares allocated to a subscriber falls due on or about 24 March 2023 (the "**Payment Date**"). By signing this Subscription Form, subscribers having a Norwegian bank account provide the VPS Registrar with a one-time irrevocable authorisation to debit the bank account specified below for the subscription amount payable for the Offer Shares allocated to the subscriber. The VPS Registrar is only authorised to debit such account once but reserves the right to make up to three debit attempts, and the authorisation will be valid for up to seven working days after the Payment Date. The subscriber furthermore authorises the VPS Registrar to obtain confirmation from the subscriber's bank that the subscriber has the right to dispose over and draw on the specified account and that there are sufficient funds in the account to cover the payment. If there are insufficient funds in a subscriber's bank account or if it for other reasons is impossible to debit such bank account when a debit attempt is made pursuant to the authorisation from the subscriber, the subscriber's obligation to pay for the Offer Shares will be deemed overdue. Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the Offer Shares allocated to them is made on or before the Payment Date. Prior to any such payment being made, the subscriber must contact the VPS Registrar on +47 23 26 80 20 for further details and instructions. Should any subscriber have insufficient funds on his or her account, should payment be delayed for any reason, if it is not possible to debit the account or if payments for any other reasons are not made when due, overdue interest will accrue, and other terms will apply as set out under the heading "Overdue and missing payments" below.

PLEASE SEE PAGE 2 OF THIS SUBSCRIPTION FORM FOR OTHER PROVISIONS THAT ALSO APPLY TO THE SUBSCRIPTION

DETAILS OF THE SUBSCRIPTION

Subscriber's VPS account	Subscriber's LEI code (20 digits)	Number of Subscription Rights	Number of Offer Shares subscribed (incl. over-subscription)	(For broker: Consecutive no.)
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SUBSCRIPTION RIGHTS' SECURITIES NUMBER: ISIN NO 001 2818048

Subscription Price per Offer Share:

Subscription amount to be paid:

NOK 4.80 x number of Offer Shares subscribed =

NOK _____

IRREVOCABLE AUTHORISATION TO DEBIT ACCOUNT (MUST BE COMPLETED BY SUBSCRIBERS WITH A NORWEGIAN BANK ACCOUNT)

Norwegian bank account to be debited for the payment for Offer Shares allocated (number of Offer Shares allocated x NOK 4.80).										
	(Norwegian bank account no.)									

In accordance with the terms and conditions set out in the Prospectus and this Subscription Form, I/we hereby irrevocably subscribe for the number of Offer Shares specified above and grant the VPS Registrar authorisation to debit (by direct debiting or manually as described above) the specified bank account for the payment of the Offer Shares allocated to me/us. By signing this Subscription Form, subscribers subject to direct debiting accept the terms and conditions for "Payment by Direct Debiting – Securities Trading" set out on page 2 of this Subscription Form.

Place and date

Must be dated in the Subscription Period

Binding signature

The subscriber must have legal capacity. When signed on behalf of a company or pursuant to an authorisation, documentation in the form of a company certificate or power of attorney should be attached.

INFORMATION ON THE SUBSCRIBER

First name:	
Surname / company:	
Street address:	
Post code / district / country:	
Personal ID number / company registration number:	
Legal Entity Identifier ("LEI") / National Client Identifier ("NCI"):	
Nationality:	
E-mail address:	
Daytime telephone number:	

ADDITIONAL GUIDELINES FOR THE SUBSCRIBER

Regulatory Issues: In accordance with the Markets in Financial Instruments Directive (MiFID II) of the European Union, Norwegian law imposes requirements in relation to business investments. In this respect the VPS Registrar must categorise all new clients in one of three categories: eligible counterparties, professional and non-professional clients. All subscribers in the Rights Issue who are not existing clients of the VPS Registrar will be categorised as non-professional clients. Subscribers can by written request to the VPS Registrar ask to be categorised as a professional client if the subscriber fulfils the applicable requirements of the Norwegian Securities Trading Act. For further information about the categorisation, the subscriber may contact the VPS Registrar. **The subscriber represents that he/she/it is capable of evaluating the merits and risks of an investment decision to invest in the Company by subscribing for Offer Shares, and is able to bear the economic risk, and to withstand a complete loss, of an investment in the Offer Shares.**

The Manager will receive a consideration from the Company and will in conducting its work have to take into consideration the requirements of the Company and the interests of the investors subscribing under the Rights Issue and the rules regarding inducements pursuant to the requirements of the Norwegian MiFID II Regulations (implementing the European Directive for Markets in Financial Instruments (MiFID II)).

Selling and Transfer Restrictions: The attention of persons who wish to acquire Subscription Rights and/or subscribe for Offer Shares is drawn to Section 16 of the Prospectus "Selling and transfer restrictions". The making or acceptance of the Rights Issue to or by persons who have registered addresses outside Norway, or who are resident in, or citizens of, countries outside Norway, may be affected by the terms of the Rights Issue and the laws of the relevant jurisdiction. Those persons should read Section 16 of the Prospectus and consult their professional advisers as to whether they are eligible to acquire Subscription Rights and/or subscribe for Offer Shares or require any governmental or other consents or need to observe any other formalities to enable them to acquire Subscription Rights and/or subscribe for Offer Shares. It is the responsibility of any person outside Norway wishing to acquire Subscription Rights and/or subscribe for Offer Shares under the Rights Issue to satisfy himself/herself/itself as to the full observance of the terms and conditions of the Rights Issue and the laws of any relevant jurisdiction in connection therewith, including obtaining any governmental or other consent which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. The Subscription Rights and the Offer Shares have not been registered and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities law of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, delivered or transferred, directly or indirectly, within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer of the Subscription Rights and the Offer Shares in the United States. Notwithstanding the foregoing, the Offer Shares may be offered to and the Subscription Rights may be exercised by or on behalf of, persons in the United States reasonably believed to be "qualified institutional buyers" (QIBs) as defined by the U.S. Securities Act, in offerings exempt from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, provided such persons satisfy to the Company that they are eligible to participate on such basis. Persons in the United States exercising Subscription Rights to acquire Offer Shares who are permitted to do so in accordance with the foregoing will be required to execute an investor letter in a form acceptable to the Company and the VPS Registrar. **Other than persons who are QIBs, no person in the United States may purchase Subscription Rights or otherwise acquire Offer Shares by exercise of Subscription Rights.** The Subscription Rights and the Offer Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, the Hong Kong Special Administrative Region of the People's Republic of China, South Africa or Japan and may not be offered, sold, resold or delivered, directly or indirectly, in or into Australia, Canada, the Hong Kong Special Administrative Region of the People's Republic of China, South Africa or Japan except pursuant to an applicable exemption from applicable securities laws. This Subscription Form does not constitute an offer to sell or a solicitation of an offer to buy Offer Shares in any jurisdiction in which such offer or solicitation is unlawful. Subject to certain exceptions, the Prospectus will not be distributed in the United States, Australia, Canada, the Hong Kong Special Administrative Region of the People's Republic of China, South Africa or Japan. Except as otherwise provided in the Prospectus, the Subscription Rights and the Offer Shares may not be transferred, sold or delivered in the United States, Australia, Canada, the Hong Kong Special Administrative Region of the People's Republic of China, South Africa or Japan. A notification of exercise of Subscription Rights and subscription of Offer Shares in contravention of the above restrictions may be deemed to be invalid.

Execution Only: The VPS Registrar will treat the Subscription Form as an execution-only instruction. The VPS Registrar is not required to determine whether an investment in the Offer Shares is appropriate or not for the subscriber. Hence, the subscriber will not benefit from the protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

VPS Account and Mandatory Anti-Money Laundering Procedures: The Rights Issue is subject to the Norwegian Money Laundering Act No. 23 of 1 June 2018 and the Norwegian Money Laundering Regulations No. 1324 of 14 September 2018 (collectively, the "**Anti-Money Laundering Legislation**"). Subscribers who are not registered as existing customers of the VPS Registrar must verify their identity to the VPS Registrar in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the Subscription Form are exempted, unless verification of identity is requested by the VPS Registrar. Subscribers who have not completed the required verification of identity prior to the expiry of the Subscription Period will not be allocated Offer Shares. Further, in participating in the Rights Issue, each subscriber must have a VPS account. The VPS account number must be stated on the Subscription Form. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the European Economic Area (the "**EEA**"). Non-Norwegian investors may, however, use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Financial Supervisory Authority of Norway. Establishment of a VPS account requires verification of identity to the VPS registrar in accordance with the Anti-Money Laundering Legislation.

Personal data: The subscriber confirms that it has been provided information regarding the VPS Registrar's processing of personal data, and that it is informed that the VPS Registrar will process the subscriber's personal data in order to manage and carry out the Rights Issue and the subscription from the subscriber, and to comply with statutory requirements.

The data controller who is responsible for the processing of personal data is the VPS Registrar. The processing of personal data is necessary in order to fulfil the application and to meet legal obligations. The Norwegian Securities Trading Act and the Anti-Money Laundering Legislation require that the VPS Registrar processes and store information about clients and trades, and control and document activities. The subscriber's data will be processed confidentially, but if it is necessary in relation to the purposes, the personal data may be shared between the VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes and will subsequently be deleted unless there is a statutory duty to keep it. If the VPS Registrar transfers personal data to countries outside the EEA, that have not been approved by the EU Commission, the VPS Registrar will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses.

As a data subject, the subscribers have several legal rights. This includes, inter alia, the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the subscribers will have the right to impose restrictions on the processing or demand that the information is deleted. The subscribers may also complain to a supervisory authority if they find that the VPS Registrar's processing is in breach of the law. Supplementary information on processing of personal data and the subscribers' rights can be found at the VPS Registrar's websites.

Terms and Conditions for Payment by Direct Debiting - Securities Trading: Payment by direct debiting is a service the banks in Norway provide in cooperation. In the relationship between the payer and the payer's bank the following standard terms and conditions will apply:

- a) The service "Payment by direct debiting – securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.
- b) Costs related to the use of "Payment by direct debiting – securities trading" appear from the bank's prevailing price list, account information and/or information given by other appropriate manner. The bank will charge the indicated account for costs incurred.
- c) The authorisation for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.
- d) In case of withdrawal of the authorisation for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Norwegian Financial Contracts Act, the payer's bank shall assist if the payer withdraws a payment instruction that has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
- e) The payer cannot authorise payment of a higher amount than the funds available on the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall immediately be covered by the payer.
- f) The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorisation for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorisation has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.
- g) If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Norwegian Financial Contracts Act.

Overdue Payment: Overdue payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 10.75% per annum as of the date of this Prospectus. If a subscriber fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Norwegian Private Limited Liability Companies Act, not be delivered to such subscriber. The Company reserve the right (but have no obligation) to have the Manager advance the subscription amount on behalf of subscribers who have not paid for the Offer Shares allocated to them within the Payment Date. The non-paying subscribers will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of any such payment by the Manager.

National Client Identifier and Legal Entity Identifier: In order to participate in the Rights Issue, subscribers will need a global identification code. Physical persons will need a so-called National Client Identifier ("**NCI**") and legal entities will need a so-called Legal Entity Identifier ("**LEI**"). *NCI code for physical persons:* Physical persons will need a NCI code to participate in a financial market transaction, i.e. a global identification code for physical persons. For physical persons with only a Norwegian citizenship, the NCI code is the 11-digit personal ID (Nw. "*fødselsnummer*"). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Subscribers are encouraged to contact their bank for further information. *LEI code for legal entities:* Legal entities will need a LEI code to participate in a financial market transaction. A LEI code must be obtained from an authorized LEI issuer and obtaining the code can take some time. Subscribers should obtain a LEI code in time for the subscription. For more information visit www.gleif.org. Further information is also included in Section 5.28.1 ("NCI code and LEI number") of the Prospectus.

RESOLUTION BY THE COMPANY'S EXTRAORDINARY GENERAL MEETING ON 15 FEBRUARY 2023 TO CARRY OUT THE RIGHTS ISSUE:

- | | |
|--|--|
| <p>(i) Aksjekapitalen forhøyes med NOK 2 086 204,70 ved utstedelse av 20 862 047 nye aksjer, hver pålydende NOK 0,10, med bruttoproveny på NOK 100 137 825,60.</p> <p>(ii) Tegningskursen er NOK 4,80 per aksje.</p> <p>(iii) De nye aksjene tilbys selskapets eksisterende aksjonærer i henhold til fortrinnsretten jf. aksjeloven § 10-4 (1) ("Fortrinnsrettsemisjonen"). Aksjeeiere i selskapet per 27. februar 2023, som er registrert i selskapets aksjeeierregister i VPS den 1. mars 2023 ("Registreringsdatoen"), vil få tildelt én tegningsrett per aksje registrert på tidspunktet, hvor ni (9) tegningsretter gir rett til å tegne og bli tildelt fem (5) nye aksjer i selskapet.</p> <p>(iv) Tegningsrettene vil være omsettelige og registrert i VPS. Det vil ikke bli utstedt tegningsretter for aksjer som eventuelt eies av selskapet. Tegningsrettene kan omsettes fra begynnelsen av tegningsperioden, frem til klokken 16.30 fire (4) handelsdager før utløpet av tegningsperioden. Overtegning og tegning uten tegningsrett er tillatt.</p> <p>(v) Selskapet utarbeider for Fortrinnsrettsemisjonen et prospekt ("Prospektet") som skal godkjennes av Finanstilsynet. Når Prospektet er godkjent av Finanstilsynet, er det styrets intensjon at det norske Finanstilsynet skal bistå ved grensekryssing av Prospektet til Sverige for bruk i det svenske markedet. På nåværende tidspunkt foreligger ingen andre planer for å få Prospektet registrert ved eller godkjent av noen annen utenlandsk prospektmyndighet. De nye aksjene kan ikke tegnes av investorer i jurisdiksjoner der slik tegning ikke er tillatt, eller av personer som ikke lovlig kan tildeles slike aksjer. Selskapet eller selskapets representant skal ha rett (men ikke plikt) til å selge tegningsretter for aksjeeiere som etter selskapets oppfatning ikke lovlig kan tegne seg for nye aksjer, enten grunnet begrensninger i lov eller annen regulering i jurisdiksjonen hvor vedkommende aksjeeier bor eller er statsborger, mot overføring av netto proveny fra salget til aksjeeieren.</p> <p>(vi) Tegningsperioden begynner 6. mars 2023 kl. 9.00 og avsluttes 20. mars 2023 kl. 16.30 ("Tegningsperioden"). Tegningsperioden kan ikke bli avsluttet tidligere, men styret kan forlenge tegningsperioden, eventuelt ved å publisere tillegg til Prospektet. Dersom Prospektet ikke er godkjent tidnok for den angitte tegningsperioden, skal tegningsperioden begynne den første handelsdagen på Euronext Growth Oslo og Nasdaq First North Growth Market som etterfølger godkjenningen av prospektet, og avsluttes klokken 16.30 to uker deretter. Aksjene tegnes på en separat tegningsblankett forut for utløpet av tegningsperioden.</p> <p>(vii) Tegningsbeløpet skal innbetales til selskapet ved konto etablert av DNB Bank ASA i selskapets navn. Betaling for de nye aksjene skal finne sted 24. mars 2023 eller tidligere, eller den tredje handelsdagen på Euronext Growth Oslo og Nasdaq First North Growth Market etter utløpet av tegningsperioden dersom tegningsperioden er utsatt eller forlenget grunnet underpunkt (vi) over. Tegnere som har en norsk bankkonto må, og vil, ved å signere tegningsblanketten, gi en engangs ugjenkallelig fullmakt til å trekke tegningsbeløpet for de aksjene som er allokert til tegneren, fra en spesifisert norsk bankkonto. Det beløpet som skal betales, vil bli trukket fra den spesifiserte bankkontoen på eller omkring betalingsdatoen. Tegnere som ikke har en norsk bankkonto, må sørge for at endelig betaling for de nye aksjene som er tildelt dem, er mottatt på eller før betalingsdatoen.</p> <p>(viii) De nye aksjene skal tildeles av styret. Følgende tildelingskriterier skal gjelde:</p> <p>a) Tildeling av aksjer til tegnere vil bli foretatt i samsvar med tildelte og ervervede tegningsretter som har blitt gyldig utøvet i løpet av tegningsperioden. Ni (9) tegningsretter gir rett til å tegne seg for og bli tildelt fem (5) nye aksjer i selskapet.</p> <p>b) Dersom ikke alle tegningsrettene er gyldig utøvet, vil tegnere som har utøvet sin tegningsrett og som har overtegnet, bli tildelt aksjer i tillegg til dem som er tildelt på forholdsmessig basis, basert på antall tegningsretter utøvet av hver tegner. I den grad forholdsmessig tildeling ikke er mulig, vil selskapet avgjøre tildelingen ved loddtrekning.</p> <p>c) Nye aksjer som ikke tildeles etter a) og b) over, vil bli tildelt til tegnere som ikke innehar tegningsretter. Styret vil bestrebe seg på å tildele forholdsmessig basert på de relevante tegningsbeløpene.</p> <p>d) Nye aksjer som ikke er tildelt i henhold til a) til c) over, vil bli tildelt Garantistene, jf. punkt (xi) under.</p> | <p>(i) The share capital is increased with NOK 2,086,204.70 by issuance of 20,862,047 new shares, each with a nominal value of NOK 0.10, raising gross proceeds of NOK 100,137,825.60.</p> <p>(ii) The subscription price is NOK 4.80 per share.</p> <p>(iii) The new shares will be offered to the company's existing shareholders according to the pre-emptive right in Section 10-4 (1) of the Norwegian Private Limited Liability Companies Act (the "Rights Issue"). Shareholders in the company as per 27 February 2023 who are registered in the company's shareholders' register in the VPS on 1 March 2023 (the "Record Date") shall be offered one subscription right for each share registered at the time, where nine (9) subscription rights give the right to subscribe for and be allocated five (5) new shares in the company.</p> <p>(iv) The subscription rights will be tradable and registered in the VPS. No subscription rights will be issued for any shares held in treasury by the company. The subscription rights shall be tradable from commencement of the subscription period and until 16:30 (CET) four (4) trading days prior to the end of the subscription period. Over-subscription and subscription without subscription rights is permitted.</p> <p>(v) The company is for the Rights Issue preparing a prospectus (the "Prospectus") that shall be approved by the Norwegian Financial Supervisory Authority ("Norwegian FSA"). When the Prospectus has been approved by the Norwegian FSA, it is the intention of the board of directors that the Norwegian FSA shall assist with border-crossing the prospectus to Sweden for use in the Swedish market. Currently, there are no other plans to have the Prospectus registered with or approved by any other foreign prospectus authority. The new shares may not be subscribed for by investors in jurisdictions where such subscription is not permitted or to whom the new shares cannot lawfully be offered. The company, or anyone appointed or instructed by the company, shall have the right (but no obligation), for shareholders who in the company's opinion are not entitled to subscribe for new shares due to limitations set out in law or other regulations in the jurisdiction where the shareholder is resident or a citizen, to sell the relevant shareholder's subscription rights against transfer of the net proceeds from the sale to the shareholder.</p> <p>(vi) The subscription period shall commence on 6 March 2023 at 9:00 (CET) and expire at 16:30 (CET) on 20 March 2023 (the "Subscription Period"). The Subscription Period may not be shortened, but the board of directors may extend the Subscription Period, if relevant through the publication of a supplement to the Prospectus. If the Prospectus is not approved in time to uphold this Subscription Period, the Subscription Period shall commence on the first trading day on Euronext Growth Oslo and Nasdaq First North Growth Market following the approval and expire at 16:30 (CET) two weeks thereafter. Subscription for shares shall be made on a separate subscription form prior to the expiry of the Subscription Period.</p> <p>(vii) The subscription amount shall be paid to the company on an account established by DNB Bank ASA in the company's name. Payment for the new shares shall be made on or prior to 24 March 2023, or the third trading day on Euronext Growth Oslo and Nasdaq First North Growth Market after the expiry of the Subscription Period if the Subscription Period is postponed according to subparagraph (vi) above. Subscribers who have a Norwegian bank account must, and will, by signing the subscription form, provide a one-time irrevocable authorization to debit a specified Norwegian bank account for the amount payable for the shares which are allocated to the subscriber. The allocated amount will be debited from the specified bank account on or around the payment date. Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the new shares allocated to them is received on or before the payment date.</p> <p>(viii) The new shares shall be allocated by the Board. The following allocation criteria shall apply:</p> <p>a) Allocation of shares to subscribers will be made in accordance with granted and acquired subscription rights which have been validly exercised during the Subscription Period. Nine (9) subscription rights will give the right to subscribe for and be allocated five (5) new shares.</p> <p>b) If not all subscription rights have been validly exercised, subscribers having exercised their subscription rights and who have over-subscribed, will be allocated additional new shares on a pro rata basis based on the number of subscription rights exercised by each such subscriber. To the extent that pro rata allocation is not possible, the company will determine the allocation by the drawing of lots.</p> <p>c) New shares not allocated pursuant to a) and b) above will be allocated to subscribers not holding subscription rights. Allocation will be sought made on a pro rata basis based on the relevant subscription amounts.</p> <p>d) Any new shares not having been allocated on basis of item a) to c) above, will be allocated to the Underwriters, cf. item (xi) below.</p> |
| <p>(ix) De nye aksjene gir rettigheter i selskapet, inkludert rett til utbytte, fra det tidspunkt kapitalforhøyelsen er registrert i Foretaksregisteret.</p> <p>(x) Vedtektenes § 4 endres etter kapitalforhøyelsen for å reflektere den nye aksjekapitalen og det nye antallet aksjer.</p> <p>(xi) Tegning i Fortrinnsrettsemisjonen er sikret på to ulike grunnlag. For det første har styret innhentet forhåndstegninger fra enkelte aksjonærer som dekker ca. 34,48 % av Fortrinnsrettsemisjonen, dvs. for til sammen ca. NOK 34,53 millioner (de "Forhåndskommitterte Aksjonærene"). Videre foreligger tegningsgaranti fra tre av selskapets hovedaksjonærer, Vasastaden Holding AB (NOK 30 306 099,20), Erik Selin Fastigheter AB (NOK 30 306 099,20) og Arcanum Eiendom AS (Lars Windfeldt) (NOK 5 000 000) på det gjestående beløpet, dvs. ca. 65,52 % av Fortrinnsrettsemisjonen til et samlet beløp på ca. NOK 65,61 millioner ("Garantistene"). Aksjer som ikke har blitt tegnet av og allokert til andre tegnere i Fortrinnsrettsemisjonen ved utløpet av Tegningsperioden, skal allokere til Garantistene pro rata etter den innbyrdes størrelsen av garantien. Slike aksjer skal bli tegnet av Garantistene senest på betalingsdato i Fortrinnsrettsemisjonen. Til sammen er 100 % av Fortrinnsrettsemisjonen forhåndskommittert.</p> <p>(xii) Selskapets kostnader knyttet til Fortrinnsrettsemisjonen er foreløpig estimert til om lag NOK 15,5 millioner, inkludert en garantiprovisjon på ca. NOK 9,2 millioner, jf. punkt (xi) over samt utarbeidelsen av Prospektet og noteringen av tegningsrettene i Norge og i Sverige.</p> | <p>(ix) The new shares will carry rights in the company, including the right to dividend, from the time of registration of the share capital increase with the Norwegian Register of Business Enterprises.</p> <p>(x) Section 4 of the company's articles of association is amended to reflect the new share capital and the new number of shares following the share capital increase.</p> <p>(xi) Subscription in the Rights Issue has been secured through two different arrangements. Firstly, the Board has obtained subscription commitments from certain shareholders covering approx. 34.48% of the Rights Issue, in the total amount of approx. NOK 34.53 million (the "Pre-committed Shareholders"). The Board has further obtained underwriting commitments from three of the company's main shareholders, Vasastaden Holding AB, (NOK 30,306,099.20), Erik Selin Fastigheter AB (NOK 30,306,099.20) and Arcanum Eiendom AS (Lars Windfeldt) (NOK 5,000,000) for the balance, equal to approx. 65.52% of the Rights Issue in the total amount of approx. NOK 65.61 million (the "Underwriters"). Shares which have not been subscribed for and allocated to other subscribers in the Rights Issue at the expiry of the Subscription Period, shall be allocated to the Underwriters pro rata to their commitments (internally). Such shares shall be subscribed for by the Underwriters at the latest on payment date for the Rights Issue. In total, 100% of the Rights Issue has been pre-committed.</p> <p>(xii) The costs payable by the company in connection with the Rights Issue are provisionally estimated to be approximately NOK 15.5 million, including a guarantee compensation of approx. NOK 9.2 million, cf. item (xi) above and the preparation of the Prospectus and the listing of the subscription rights in Norway and Sweden.</p> |