



**Crayon Group Holding ASA**

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

**Listing of**

**FRN Crayon Group Holding ASA Senior Unsecured Open Callable NOK 600,000,000 Bonds 2019/2022  
ISIN NO0010868433**

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The information in this prospectus (the "**Prospectus**") relates to, and has been prepared in connection with the listing on Oslo Børs, a securities exchange operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"), of the FRN Senior Unsecured Open Callable Bond Issue 2019/2022 with ISIN NO0010868433 (together the "**Bonds**") issued by Crayon Group Holding ASA (the "**Issuer**" or "**Company**", and together with its subsidiaries the "**Group**" or "**Crayon**") on 21 November 2019, pursuant to a bond agreement dated 19 November 2019 between the Issuer and Nordic Trustee AS (the "**Bond Trustee**" or "**Trustee**") (the "**Bond Issue**").

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

Investing in the Issuer and the Bonds involves a high degree of risk. Prospective investors should read the entire document and, in particular, consider Section 2 "Risk factors" below when considering an investment in the Issuer and the Bonds.

## IMPORTANT INFORMATION

For the definition of certain capitalised terms used throughout this Prospectus, see Section 10 "Definitions and Glossary of Terms".

This Prospectus has been prepared by the Issuer in connection with the listing of the Bonds on the Oslo Stock Exchange and 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 2014/71/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.

This Prospectus has been prepared in accordance with the Norwegian Securities Trading Act, the EU Prospectus Regulation and the bond rules issued by Oslo Stock Exchange and comprises, inter alia, the information requested in (i) the checklist for registration documents applicable for Companies with shares admitted to trading on a regulated market and who issue non-equity securities (Annex 8) and (ii) the securities notes for retail non-equity securities (Annex 14).

The information contained herein is current as at the date hereof and subject to change, completion and amendment without notice. In accordance with article 23 of the EU Prospectus Regulation significant new factors, or material mistakes or inaccuracies relating to the information included in this Prospectus, which are capable of affecting the assessment by investors of the Bonds between the time of approval of this Prospectus by the NFSA and the listing of the Bonds on the Oslo Stock Exchange, will be included in a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus shall under any circumstances imply that there has been no change in the Crayon Group Holding ASA's affairs or that the information herein is correct as at any date subsequent to the date of this Prospectus.

No person is or has been authorized by the Company to give any information or to make any representation not contained in or not consistent with this Prospectus or any other information supplied in connection with the Bonds, and if given or made, such information or representation must not be relied upon as having been authorized by the Company.

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

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

This Prospectus shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo District Court (No. *Oslo tingrett*) as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Prospectus.

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## **APPENDICES**

APPENDIX A Bond Terms

## **1 SUMMARY**

This prospectus summary (the "**Summary**") has been prepared in accordance with Article 7 of the EU Prospectus Regulations, setting out the key information that investors need in order to understand the nature and the risks of the Issuer and the Bonds, and is to be read together with the other parts of this Prospectus to aid investors when considering whether to invest in the Bonds.

### **1.1 Introduction**

#### *1.1.1 The name and international securities identification number (ISIN) of the Bonds*

The Prospectus relates to the Crayon Group Holding ASA FRN senior unsecured open callable bond issue 2019/2022 with ISIN NO0010868433.

#### *1.1.2 The identity and contact details of the Issuer, including its legal entity identifier (LEI)*

The identity and contact details of the Issuer is as follows:

Crayon Group Holding ASA, business registration number 997 602 234, and registered office at Sandakerveien 114 A, NO-0484 Oslo, Norway. The LEI code of the Issuer is 5967007LIEEXZXI98043.

#### *1.1.3 The identity and contact details of the person asking for admission to trading on a regulated market*

The Issuer of the Bonds is asking for admission to trading on Oslo Stock Exchange, its identity and client details being: Crayon Group Holding ASA, business registration number 997 602 234, and registered office at Sandakerveien 114 A, NO-0484 Oslo, Norway. The LEI code of the Issuer is 5967007LIEEXZXI98043.

#### *1.1.4 The identity and contact details of the competent authority approving the Prospectus*

The competent authority approving the Prospectus is the Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*) (the "**NFSA**"), business registration number 840 747 972, and registered office at Revierstredet 3, 0107 Oslo, Norway.

#### *1.1.5 The date of approval of the Prospectus*

The Prospectus was approved by the NFSA on 2 April 2020.

#### *1.1.6 Applicable warnings*

- (i) This Summary should be read as an introduction to the Prospectus;
- (ii) Any decision to invest in the Bonds should be based on a consideration of the Prospectus as a whole by the investor;
- (iii) An investment in the Bonds involves inherent risk. Before making an investment decision, investors should carefully consider the risk factors and all information contained in the Prospectus, including the Financial Information. An investment in the Bonds 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, as all the invested capital can be lost;
- (iv) Where a claim relating to the Bonds or the 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;
- (v) 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 the Bonds;
- (vi) As an investment product the Bonds are not simple and may be difficult to understand.

### **1.2 Key information on the Issuer**

#### *1.2.1 Who is the Issuer of the Bonds?*

The Issuer is a private limited liability company organized and existing under the laws of Norway pursuant to the Norwegian Private Limited Companies Act. The Issuer was incorporated in Norway on 3 November 2011, and the Issuer's registration number in the Norwegian Register of Business Enterprises is 997 602 234.

The Issuer is an IT advisory firm in software and digital transformation services. With its IP tools and skilled employees, Crayon help optimize its clients' ROI from complex software technology investments. Crayon have long experience within volume software licensing optimization, digital engineering, predictive analytics and assists the clients through all phases of the process of a digital transformation. Headquartered in Oslo, Norway, the company has approximately 1,300 employees in 45 offices worldwide.

#### 1.2.1.1 The Issuer's major shareholders

Set out below is an overview of shareholders owning 5% or more of the shares in the Company:

#	Name of shareholder	Number of Shares	%
1	OEP ITS Holding B.V.	24,100,307	31.45
2	SIX SIS AG	10,993,758	14.34
3	KARBON INVEST AS	8,835,221	11.53
<b>Total top 3 shareholders:</b>		<b>43,929,286</b>	<b>57.32</b>
Other:		32,694,778	
<b>Total shareholders:</b>		<b>76,624,064</b>	<b>100.00</b>

#### 1.2.1.2 The identity of the Issuers' key managing directors

As at the date of this Prospectus, the Company's management team consists of the following individuals:

Name	Position	Served since
Torggrim Takle	CEO of Crayon Group Holding AS and Crayon Group AS	2013
Rune Syversen	Found and deputy CEO of Crayon Group AS	2002
Jon Birger Syvertsen	Chief Financial Officer of Crayon Group	2018
Bente Liberg	Chief Operating Officer of Crayon Group	2002
Mattias Ödlund	Chief Technology Officer of Crayon Group	2007

#### 1.2.1.3 The identity of the Company's statutory auditors

The Company's independent auditor is KPMG AS with registration number 935 174 627, and business address at Sørkedalsveien 6, N-0306 Oslo, Norway. KPMG AS is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants).

#### 1.2.2 What is the key financial information regarding the Issuer?

The selected historical consolidated financial information set out below has been derived from the Group's unaudited financial statements for the six-month period ended 30 June 2018 and 2019, as well as the unaudited interim financial statements for the three-month period ended 31 December 2019 and 2018.

The selected historical consolidated financial information for the Group set out below should be read in conjunction with the Financial Information in the Prospectus.

### Income Statement

<i>In thousands of NOK</i>	Six-month period ended 30 June 2019 <b>(unaudited)</b>	Six-month period ended 30 June 2018 <b>(unaudited)</b>	Three-month period ended 31 December 2019 <b>(unaudited)</b>	Three-month period ended 31 December 2018 <b>(unaudited)</b>
Operating profit/loss	79 400	65 499	-5 571	55 280

### Balance sheet

<i>In thousands of NOK</i>	Six-month period ended 30 June 2019 <b>(unaudited)</b>	Six-month period ended 30 June 2018 <b>(unaudited)</b>	Three-month period ended 31 December 2019 <b>(unaudited)</b>	Three-month period ended 31 December 2018 <b>(unaudited)</b>
Net financial debt	-94 568	291 163	237 048	135 510
Current ratio	0,88	0,99	0,95	1,00
Debt to equity ratio	7,45	4,92	6,14	4,86
Interest cover ratio	2,77	3,00	-0,36	5,42

### Cash Flow Statement

<i>In thousands of NOK</i>	Six-month period ended 30 June 2019 <b>(unaudited)</b>	Six-month period ended 30 June 2018 <b>(unaudited)</b>	Three-month period ended 31 December 2019 <b>(unaudited)</b>	Three-month period ended 31 December 2018 <b>(unaudited)</b>
Net cash flow from operating activities	474 429	-136 991	394 638	353 326
Net cash flow from financing activities	-11 214	-12 647	-162 404	-12 651
Net cash flow from investing activities	-126 004	-40 020	-30 967	-15 298

The Prospectus does not contain any profit forecasts or estimates, or any pro forma financial information. The audit reports do not include any qualifications.

#### *1.2.3 What are the key risks that are specific to the Issuer?*

Below is a brief description of the most material risk factors specific to the Issuer contained in the Prospectus:

- The Group's results of operations could be negatively affected if the Group cannot adapt, expand and develop its services in response to changes in technology or customer demand
- The Group's success depends upon its management team and highly skilled IT professionals and the Group's ability to hire, attract, motivate, retain and train these personnel
- The Group's success depends on its ability to retain customers and procure additional work from existing clients, and any failure to do so may have a material adverse effect on the Group's business, financial condition and prospects
- The Company's revenues, operating results and working capital may fluctuate significantly which could cause the Company to fail to meet or exceed the expectations of the market
- New markets and international sales pose additional risks to the Group's operations and if the Group is unsuccessful in sufficiently mitigating these risks, they may have an adverse material effect on the Group's business and operations

### 1.3 Key information on the Bonds

#### 1.3.1 What are the main features of the Bonds?

The Bonds are senior unsecured bonds, electronically registered in dematerialized form with the Norwegian central securities depository, Verdipapirsentralen ASA, and with ISIN NO0010868433. The Bond Issue is governed by the Norwegian law bond terms entered into on 19 November 2019 (the "**Bond Terms**") between the Issuer as issuer and Nordic Trustee AS as the bond trustee on behalf of the bondholders (the "**Bond Trustee**").

The Bonds are issued in Norwegian Kroner (NOK), each with an initial nominal amount of NOK 500,000. The initial amount of Bonds issued were NOK 300,000,000 within a maximum borrowing limit of NOK 600,000,000. The tenor of the Bond Issue is three (3) years, with Issue Date on 19 November 2019 and Maturity Date on 19 November 2022.

Each Bond will accrue interest at the rate of 3 months NIBOR plus 3.50 % p.a., and in addition the holders of the Bonds will have the right to require that the Issuer purchases all or some of the Bonds held by that bondholder at a price equal to 101.00 per cent. of the nominal amount in the event of a change of control in the Issuer.

The Bonds will constitute senior debt obligations of the Issuer. The Bonds will rank pari passu between themselves and will rank at least pari passu with all other obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application) and shall rank ahead of subordinated debt.

Subject to the restrictions set forth in Clause 11.1 and 11.2 of the Bond Terms, the Bonds are freely transferable and may be pledged. Bondholders may be subject to purchase or transfer restrictions with regard to the Bonds, as applicable from time to time under local laws to which a Bondholder may be subject (due e.g. to its nationality, its residency, its registered address, its place(s) for doing business). Each Bondholder must ensure compliance with local laws and regulations applicable at own cost and expense. Notwithstanding the above, a Bondholder which has purchased the Bonds in contradiction to mandatory restrictions applicable may nevertheless utilize its voting rights under the Bond Terms.

The Bonds are unsecured and there are no guarantees or security attached to the Bonds.

#### 1.3.2 Where will the securities be traded?

Pursuant to the Bond Terms the Issuer will apply for a listing of the Bonds on the Oslo Stock Exchange as soon as possible after the Prospectus has been approved by the NFSA, and admission to trading is expected shortly after the approval date of the Prospectus on 2 April 2020.

#### 1.3.3 What are the key risks that are specific to the Bonds?

Below is a brief description of the most material risk factors specific to the Bonds.

*The Bonds will be subordinated to the Issuer's secured debt and the debt of its subsidiaries:*

- The secured creditors of the Issuer will have priority over the assets securing their debt. In the event that such secured debt becomes due or a secured lender proceeds against the assets that secure the debt, the assets would be available to satisfy obligations under the secured debt before any payment would be made on the Bonds. Any assets remaining after repayment of the Issuer's secured debt may not be sufficient to repay all amounts owing to the bondholders.

*Bond terms impose significant operating and financial restrictions*

- The Bond terms will contain certain restrictions on the Issuer's activities. These restrictions may prevent the Issuer from taking actions that they believe would be in the best interest of the Issuer's and the Group's business, and may make it difficult for the Issuer to execute its business strategy successfully or compete effectively with companies that are not similarly restricted.

*The Bonds can be prepaid prior to maturity*

- Pursuant to the Bond terms, the Issuer may prepay the Bonds prior to their maturity date. The amount to be paid to each bondholder, if such option is exercised, equals the outstanding principal amount of the Bonds, plus accrued and unpaid interest to the date of redemption and a premium calculated in accordance with the terms and conditions of the Bond terms. The call option mechanisms may limit the market value of the Bonds.



*Issuer' ability to redeem the Bonds with cash in a change of control event may be limited*

- Upon the occurrence of a change of control event (as defined in the Bond terms), each individual bondholder have a right of pre-payment of the Bonds at a price of 101 per cent of par value plus all accrued and unpaid interest to the date of redemption. However, it is possible that the Issuer will not have sufficient funds at the time of the change of control event to make the required redemption of the Bonds. The Issuer's failure to redeem the Bonds would constitute an event of default under the Bond terms.

#### **1.4 Key information on the admission to trading on a regulated market**

##### *1.4.1 Under which conditions and timetable can I invest in the Bonds?*

The Bonds are freely transferable and have since the Issue Date on 19 November 2019 been available for trading on the secondary market through VPS.

Pursuant to the Bond Terms the Issuer will apply for a listing of the Bonds on the Oslo Stock Exchange as soon as possible after the Prospectus has been approved by the NFSA, and admission to trading is expected to be on or about 3 April 2020.

##### *1.4.2 Who is the offeror and/or the person asking for admission to trading?*

The Issuer is the person asking the Bonds to be admitted to trading.

##### *1.4.3 Why is this prospectus being produced?*

This Prospectus is being produced in connection with the Issuer's application for the admission to trading of the Bonds on Oslo Stock Exchange.

Pursuant to Clause 4 of the Bond Terms the Issuer shall, within 6 months of the Issue Date of the Bonds, apply for the Bonds to be listed on either Oslo Stock Exchange or any regulated market as such term is understood in accordance with the Markets in Financial Instruments Directive 2014/65/EU (MiFID II), as implemented into the Norwegian Securities Trading Act.

The application for admission to trading is put forward by the Issuer to satisfy the conditions of the Bond Terms.

##### (i) The use and estimated net amount of the proceeds

The Issuer will use the net proceeds from the issuance of the Bonds (net of legal costs, fees of the manager and the Bond Trustee and any other agreed costs and expenses) for part refinancing of the bond with ISIN NO 0010789985 (as has already taken place) and for general corporate purposes. The Issuer will use the net proceeds from any tap issue for general corporate purposes of the Group.

##### (ii) An indication of the most material conflicts of interest pertaining to the admission to trading

There are no material conflicts of interest pertaining to the admission to trading of the Bonds.

## **2 RISK FACTORS**

*An investment in the Bonds involves a high degree of financial risk. Potential investors should carefully consider all information in this Presentation, including the risks described below, before deciding to make an investment in the Bonds. If the risks materialise, individually or together with other circumstances, they may substantially impair the business of the Group and have material adverse effects on the Group's business prospects, financial condition or results of operations and the price of the Issuer's securities may decline, causing investors to lose all or part of their invested capital. As certain of the assets of the Group are held by the Issuer's subsidiaries, the risks associated with the group will also be relevant for the Issuer, and references to the "Group" shall mean the Issuer, its subsidiaries and the Crayon Group in general. Although the order in which the risk factors are presented is intended to reflect the importance or likelihood of occurrence, no assurance or confirmation can be given in respect of the ultimate precision of the ranking, as this is, to a large extent, based on subjective assumptions about future occurrences. An investment in the Issuer is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment. Furthermore, the risk factors presented herein are not exhaustive and other factors currently not known to the Issuer or which the Issuer currently does not deem to be material could also in the future have a material adverse effect on the Issuer.*

*The risks presented herein have been divided into six categories based on their nature. Within each category, the risk estimated to be the most material is presented first. However, the order in which the risk factors are presented after the first risk factor in each category is not intended to reflect either the relative probability or the potential impact of their materialization. The order of the categories does not represent any evaluation of the materiality of the risk within that category, compared to risks in another category.*

### **2.1 Risks related to the implementation of the Group's strategy**

*2.1.1 The Group's results of operations could be negatively affected if the Group cannot adapt, expand and develop its services in response to changes in technology or customer demand*

The market for the services offered by the Group is characterized by rapid technological changes, frequent new product introductions, technology enhancements, increasingly sophisticated customer requirements and evolving industry standards. The Group's future success depends on its ability to continue to provide high quality consulting services and to develop, market and implement services and solutions that are attractive, timely and cost-efficient for its existing and new customers. If the Group fails to keep up with technological changes or to convince customers of the value of its services, intellectual property ("**IT**") and solutions in light of new technologies or new offerings by competitors, the Group's business, results of operations, financial condition, cash flow and/or prospects could be materially and adversely affected.

*2.1.2 Any inability to manage the Group's growth could disrupt the Group's business and reduce the Group's profitability*

The future growth of the Group will depend on the successful implementation of the Group's business strategy. The Group's ability to achieve its business and financial objectives is subject to a variety of factors, many of which are beyond the Group's control. Any failure to manage growth effectively and integrate new personnel and consultants on a timely basis could have material adverse effect on the Group's business, operating results and financial condition.

*2.1.3 The markets in which the Group competes are highly competitive, and the Group might not be able to compete effectively*

The Group operates in a highly competitive and rapidly changing global marketplace and competes with a variety of organizations that offer similar services to those the Group offers, such as large multinational IT services providers; offshore ("**pureplay**") IT service providers in lower-cost locations; providers of cloud services and solutions; accounting and management consulting firms; and niche service providers and local competitors. In addition, existing vertically integrated companies that provide hardware, software or equipment and services, or those formed through industry consolidation, may be able to provide a more attractive integrated offering, particularly where services are standardized. If the Group is unable to compete successfully, the Group could lose market share and customers to competitors, which could adversely affect the Group's business, results of operations, financial condition, cash flows and/or prospects.

*2.1.4 Acquisitions, investments and other strategic transactions could result in operating difficulties and other negative consequences*

The Company does not exclude the possibility that it will make acquisitions or enter into other strategic transactions going forward. Such transactions involve significant challenges and risks, including that the transaction fails to advance the Company's business strategy, that the Company does not realize a satisfactory return on its investment, that it acquires unknown liabilities, or that it experiences difficulties in the integration of business systems and technologies, the integration and retention of new employees, or in the maintenance of key business and customer relationships in

the existing businesses it acquires, or diversion of Management's attention from the Company's other businesses. Events as these may harm the Company's operating results or financial condition.

## **2.2 Risk relating to operational activities**

### **2.2.1** *The Group's success depends upon its management team and highly skilled IT professionals and the Group's ability to hire, attract, motivate, retain and train these personnel*

The Group's success to date has depended to a significant extent upon, and the Group's future success will also depend upon, the Group's ability to attract and retain members of its management team who are able to challenge today's technology and implement the Group's business strategy, and thereby further develop the Group's business. Further, the Group must attract, train and retain appropriate numbers highly qualified IT professionals with diverse skills, including project managers, consultants, IT engineers and other senior technical personnel, in order to serve customer needs and grow the Group's business. If the Group is unable to do so, the Group's ability to develop new business and effectively lead the Group's current projects could be jeopardized. Additionally, and although the Group seeks to diversify its interactions with its customers and ensure that no customer relationship is managed by one employee only, the loss of key employees could negatively affect the Group's ability to maintain and renew existing customer relationships.

### **2.2.2** *The Group has been granted various licenses and authorizations, and a disadvantageous amendment or termination of any license agreement or authorization may have an adverse or even destructive effect on the Company's operations*

The Group is using third party technology and various licenses and authorizations to produce, develop, publish and distribute its products, for instance from Microsoft and other software vendors, which is essential for the Group in order to conduct its business in a profitable, even sustainable, manner. Any termination, non-renewal or renewal on disadvantageous terms and conditions, variation of fee structures or other contractual limitations in such reseller agreements, licenses or authorizations, could have a material adverse effect on the Group's business, results of operations, financial condition, cash flows and/or prospects.

### **2.2.3** *The Group could be subject to liabilities if the Group's strategic partners, software vendors, service providers or subcontractors do not perform their obligations or deliver their project contributions on time or at all*

The Group's ability to serve its customers and deliver and implement the Group's services and solutions in a timely manner depends on the ability of the Group's strategic partners, software vendors, service providers and subcontractors to perform their obligations and deliver their products and services in a timely manner and in accordance with contractual and project requirements. Changes in the pricing, incentives or other terms of the Group's agreements with its strategic partners, software vendors, service providers or subcontractors, or their failure to implement their services and deliverables in a correct and/or timely manner, could materially adversely affect the Group's ability to perform and subject the Group to additional liabilities, which could have a material adverse effect on the Group's business, results of operations, financial condition, cash flows and/or prospects.

### **2.2.4** *The Group's business and business strategy are tied to its intellectual property rights, however, no assurances can be given as to the adequacy of the protection of the Group's intellectual property rights*

The Group operates in a business segment that makes it dependable on copyright, trademark, industrial design, trade secret and other related laws and confidentiality procedures and contractual provisions to protect, maintain and enforce its proprietary technology and IP rights and will rely on such in all jurisdictions it will operate in, in the future. The Group's failure to process, obtain or maintain adequate protection of its IP rights for any reason in foreign jurisdictions, as well as in Norway, may have a material adverse effect on the Group's business, results of operations and financial condition.

### **2.2.5** *The Group is exposed to the risk of breaching international sanctions and anti-bribery/anti-corruption laws, any of which may have a negative impact to the Group's reputation and financial condition*

The Company is exposed towards risk relating to international sanctions, in particular sanctions on trade and import/export, anti-bribery/anti-corruption laws through its operations in and trade across multiple jurisdictions. Furthermore, sanctions imposed on certain countries, companies or individuals by international and regional bodies (e.g. the World Trade Organization, United Nations, the United States, the European Union (the "EU") etc.) and Great Britain could materially adversely affect the Group's ability to establish its operations in or trade with those sanctioned countries or companies and/or individuals linked with such countries. Any of these events may result in loss of revenues, increased costs or decreased cash flows.

*2.2.6 Collection, storage and use of consumer information means that the Group is subject to data privacy regulations, licenses etc. within all jurisdictions the Group operates, and any misapprehension of regulatory duties and obligations may harm the Group's business*

The Company receives, stores and processes personal information and other user data. There are numerous laws around the world regarding privacy and the storing, sharing, use, processing, disclosure and protection of personal information and other user data on the Internet platforms. The Group's (and its products') geographical presence determines which jurisdictions' data privacy laws it must comply with. Furthermore, the rate of privacy law-making is accelerating globally, and the interpretation and application of consumer protection and data privacy laws in Norway, Europe, the United States and the rest of the world are often uncertain, contradictory and in flux. It is possible that these laws are interpreted or applied in a manner that is adverse to the Group or otherwise inconsistent with the Group's practices, which could result in litigation, potential legal liability or oblige the Group to change its practices in a manner adverse to its business. As a result, the Group's reputation may be harmed, substantial costs may incur and consumers, customers and/or revenues may be lost.

*2.2.7 Any system failures could harm the Group's ability to provide its services and solutions, damage the Group's reputation or otherwise adversely affect the Group's business*

Certain of the IP-tools offered by the Group to its customers is hosted by the Group on the Group's servers, meaning that the Group must maintain continuous data center operations, including network, storage and server operations. Any significant disruption in operations and any major system failure could compromise the Group's ability to deliver services according to the Group's contracts or to complete projects for its customers on a timely basis (which could trigger penalty and/or damages payments by the Group), resulting in the loss of customers or curtailed operations, any of which could materially affect the Group's operating revenue and profitability.

*2.2.8 The Group may not be sufficiently prepared to manage cyber threats that have the potential to significantly disrupt the Group and its customers' services*

The Group and the Group's customers may become subject to attacks from cybercriminals and the sophistication and scope of cyber-attacks has developed such that cyber-attacks occur on a nearly daily basis. IT security breaches could lead to shutdowns or disruptions of the Group's systems and potential unauthorized disclosure of confidential information or data, including personal data. The Group may be required to expend significant capital or other resources to protect against the threat of security breaches or to alleviate problems caused by such breaches. The theft or unauthorized use or publication of the Group's, or the Group's customers', confidential information or other proprietary business information as a result of an IT security incident could adversely affect the Group's competitive position and reputation.

*2.2.9 Undetected errors or defects in the Group's products or in any third party products*

The Group's products, software or solutions, as well as hardware, software and services provided by strategic partners, software vendors and channel partners, could contain errors or defects that could adversely affect the performance of the products, software or solutions and negatively impact the demand therefor. Any such errors or defects could result in adverse client reactions and negative publicity, because many of the Group's clients and potential clients are highly sensitive to defects in the products, software or solutions they use. Any defects or errors in the Group's products, software or solutions could result in the loss of orders or a delay in the receipt of orders and could result in reduced operating revenue. Any claim brought against the Group could be expensive to defend and require the expenditure of significant resources, regardless of the result.

## **2.3 Risk relating to customer relationships and third parties**

*2.3.1 The Group's success depends on its ability to retain customers and procure additional work from existing clients, and any failure to do so may have a material adverse effect on the Group's business, financial condition and prospects.*

Several of the Group's customer contracts are long-term, but the contracts can usually be terminated by the customers without cause. The Group also enters into framework agreements, which typically relate to system development and consulting engagements. The Group's customers generally have no financial commitment or minimum spending requirement thereunder. Moreover, the Group's contracts generally do not give the Group a right to be the exclusive supplier of services and solutions to its customers. Consequently, the Group's results of operations in subsequent periods could be materially lower than expected.

*2.3.2 The Group's work with public sector customers exposes the Group to additional risks inherent in the public sector contracting environment*

The Group works with public sector entities, which include national, provincial, state and local governmental entities as well as state-owned entities. Projects involving public sector customers carry various risks inherent in the public sector

contracting process. These risks include onerous terms and conditions; limited or no room for negotiation; more publicity; public procurement rules and the risk of losing the public sector customer as a result of the tender process; and a higher risk of reduction in scope or termination.

*2.3.3 Any failure in a customer's infrastructure or applications as a result, or alleged result, of the Group's consulting services' failure could result in a claim for substantial damages against the Group or result in significant reputational harm, and the Group's liability insurance coverage may not cover all potential losses*

Many of the Group's engagements involve projects and services that are critical to the operations of the Group's customers' businesses and provide benefits that are difficult to quantify. Any failure in an infrastructure component or application that the Group designed, built, operates or supports, or operated or supported in the past, could result in a claim for substantial damages against the Group and significant reputational harm, regardless of the Group's responsibility for the failure. Although the Group has product liability insurance coverage and IT consulting insurance coverage, there can be no assurance that any such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

## **2.4 Risks relating to financing and accounts**

*2.4.1 The Company's revenues, operating results and working capital may fluctuate significantly which could cause the Company to fail to meet or exceed the expectations of the market*

The Company's results of operation and working capital are likely to fluctuate significantly in the future on a quarterly basis and on an annual basis due to a number of factors, many of which are beyond the Company's control. This problem is particularly acute for the Company because of the novelty and dynamics of the industry and markets in which the Company operates. Therefore, period-to-period comparisons of the Company's results of operations may not be meaningful, and investors should not rely on them as indications of the Company's future performance.

*2.4.2 The Company conducts its business in currencies other than its functional reporting currency, making its results of operations, financial position and future prospect vulnerable for currency fluctuations*

Because a significant part of the Company's business is conducted in currencies other than its functional reporting currency (NOK), the Company will be exposed to volatility associated with foreign currency exchange rates. Exchange rate fluctuations may affect the Group's financial results through translation of the profit and loss accounts and balance sheets of foreign subsidiaries into NOK. Currency risks may also arise when Group companies enter into transactions that are denominated in other currencies other than their functional currency.

*2.4.3 Interest rate fluctuations could affect the Group's cash flow and financial condition*

The Group faces interest rate risk from borrowings and deposits with a floating rate, to which it has a certain exposure. The Group has entered into certain hedging arrangements designed to fix or limit risk on a portion of these rates, but in the future such arrangements may not be available on commercially reasonable terms. If interest rates were to rise significantly the Group's interest expense would correspondingly increase, thus reducing free cash flow. Accordingly, fluctuations in interest rates could negatively affect the Group's business, results of operations, financial position and future prospects.

## **2.5 Risk relating to international and macroeconomic developments**

*2.5.1 New markets and international sales pose additional risks to the Group's operations and if the Group is unsuccessful in sufficiently mitigating these risks, they may have an adverse material effect on the Group's business and operations*

The Group has particularly since 2011 significantly expanded its geographical markets. The Group is subject to risks inherent in international business activities including the burdens of complying with a wide variety of foreign laws and regulations, import restrictions, tariffs and other trade barriers, difficulties in managing international operations and political and economic instability. Moreover if for any reason exchange or price controls or other restriction on conversion of foreign currencies were to be imposed, the Group's business could be adversely affected.

*2.5.2 The distribution of the Group's technology and applications across a wide variety of jurisdictions exposes the Group to risks inherent to operating internationally and in regions with political tension and/or surveillance of digital technology, any of which may negatively affect the Group's results of operations*

The Group currently has presence in multiple countries and it cannot be excluded that the Group will expand its geographical presence in the future. Any political involvement or local restrictions of the Group's operations may negatively affect the Group's results of operations in that jurisdiction, but also its overall financial performance.

## **2.6 Risks relating to the Bonds**

### *2.6.1 The Bonds are unsecured and rank behind certain lenders*

The Bonds are unsecured obligations ranking at least pari passu with all other unsecured obligations of the issuer and ahead of subordinated debt. Thus, the Bonds will not have any security over any of the Issuer's assets or be guaranteed by any other entity. Additionally, the Bonds are structurally subordinated to certain other financial indebtedness of the Group, as permitted by the Bond terms, including the Revolving Credit Facility. Because of the unsecured nature of the Bonds and other secured and structurally senior indebtedness of the Group, there is a risk that the bondholders' claims against the Issuer in an event of insolvency or liquidation may not be covered in full, partly or at all.

### *2.6.2 The Bond terms impose significant operating and financial restrictions*

The Bond terms will contain certain restrictions on the Issuer's activities. These restrictions may prevent the Issuer from taking actions that they believe would be in the best interest of the Issuer's and the Group's business, and may make it difficult for the Issuer to execute its business strategy successfully or compete effectively with companies that are not similarly restricted.

### *2.6.3 The Bonds can be payed prior to maturity*

Pursuant to the Bond terms, the Issuer may prepay the Bonds prior to their maturity date. The amount to be paid to each bondholder, if such option is exercised, equals the outstanding principal amount of the Bonds, plus accrued and unpaid interest to the date of redemption and a premium calculated in accordance with the terms and conditions of the Bond terms. The call option mechanisms may limit the market value of the Bonds.

### *2.6.4 Issuer' ability to redeem the Bonds with cash in a change of control event may be limited*

Upon the occurrence of a change of control event (as defined in the Bond terms), each individual bondholder have a right of pre-payment of the Bonds at a price of 101 per cent of par value plus all accrued and unpaid interest to the date of redemption. However, it is possible that the Issuer will not have sufficient funds at the time of the change of control event to make the required redemption of the Bonds. The Issuer's failure to redeem the Bonds would constitute an event of default under the Bond terms.

### *2.6.5 Debt service and upstream capacity*

Applicable law as well as contractual limitations may limit the amounts that some of the members of the Group will be permitted to pay as dividends or distributions on their equity interests and the timing for such payments. Limitations on the ability to transfer cash among entities within the Group may mean that even though the entities in aggregate may have sufficient resources to meet their obligations, the Issuer may not be permitted to make the necessary transfers within the Group or to itself and hence not be able to pay its debts when due. Failure to pay any debt due under the Bond terms, including any interest payment, constitute an event of default. Similarly, failure by any other member of the Group to pay its debt when due may result in a cross default against the Bonds.

### *2.6.6 Limited secondary market*

There is no existing market for the Bonds, and no assurances can be provided as regards the future development of a market for the Bonds, and, therefore, the liquidity of the Bond and the volume it is traded in cannot be guaranteed. This may apply even if the Bonds are listed and there are no market-makers agreements in place or intended to be established in order to secure a liquid market for the Bonds after the Issue date.

### *2.6.7 Resale restrictions*

The Bonds are being offered and sold pursuant to an exemption from registration under United States and applicable state security laws. Therefore, the Bonds may be transferred or resold in the United States only in a transaction registered under or exempt from the registration requirements of the securities act and applicable state securities law, and the seller may be required to bear the risk of holding the Bond investment for an indefinite period of time.

### **3 RESPONSIBILITY FOR THE PROSPECTUS**

This Prospectus has been prepared in connection with the listing of the Bonds on the Oslo Stock Exchange.

The Company is responsible for the information contained in this Prospectus. The Company confirms that, after having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of the Company's knowledge, in accordance with the facts and contains no omission likely to affect its import.

Oslo, 1 April 2020

**On behalf of Crayon Group Holding ASA**

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Torggrim Takle  
Chief Executive Officer

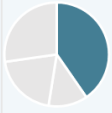
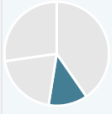
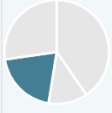
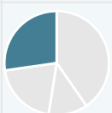
## 4 BUSINESS OF THE GROUP

### 4.1 Overview of the Group's business activities

#### 4.1.1 Introduction

Crayon is a full fledged IT advisory firm which provides its clients with tools and solutions to optimize the client's return on investments in complex technology. Crayon's core business has always been a client-centric approach using Software Asset Management ("**SAM**") as its key go to market strategy to provide optimal license offerings for its clients, compared to more traditional software resellers. However, due to the growing IT complexity and the evolving digital transformation driven by cloud technology, SAM and consulting services have increasingly become the focus area for Crayon in addition to software licensing. Although the Group's is a "one-stop shop" where both software and services are offered to the clients, the Group operates for internal purposes with two main business divisions; **the services division ("Services")** and **the software division ("Software")**.

The figure below provides an illustration of the two business divisions and the four underlying business areas of the Group:

Division	Business segment	Description	Value proposition	% of GP <sup>1</sup>
Software	Software (direct)	<ul style="list-style-type: none"> <li>Software license offering from partners (e.g. Microsoft, Adobe, Symantec, Citrix, VMware, Oracle, IBM etc.)</li> <li>Standard software important for critical processes</li> <li>Revenues from software sales</li> </ul>	<ul style="list-style-type: none"> <li>Lower total software costs</li> <li>Simplify usage/consumption reporting to software vendors</li> </ul>	 40%
	Software (indirect)	<ul style="list-style-type: none"> <li>Crayon's service offering towards "hosters" which includes license advisory/optimization, software license sale and access to Crayon's reporting portal</li> <li>Revenues from software sales through partners</li> </ul>	<ul style="list-style-type: none"> <li>Lower total software costs</li> <li>Simplify usage/consumption reporting to software vendors</li> </ul>	 12%
Services	Software Asset Management ("SAM")	<ul style="list-style-type: none"> <li>SAM focuses on license spend optimization and support for clients in vendor audits</li> <li>Revenues from consulting/advisory, recurring services and licensing subscription</li> </ul>	<ul style="list-style-type: none"> <li>Reduce software cost</li> <li>Stay compliant</li> <li>Eliminate risk and substantial penalties from vendors for being under-licensed</li> </ul>	 20%
	Consulting	<ul style="list-style-type: none"> <li>Consulting services is related to deployment and application services</li> <li>IT infrastructure services and tailored software</li> <li>Revenues from consulting hours</li> </ul>	<ul style="list-style-type: none"> <li>Resolve complex IT problems/issues that the client can not solve internally</li> </ul>	 27%

1. Based on 2019 LTM figures. Due to Admin, the figure should not be deemed as a comprehensive representation.



The business divisions Services and Software are equally important to Crayon's business and complement each other to make Crayon a full service IT advisor throughout the IT value chain, from the software vendors to the customers. As illustrated in the figure below, Crayon is able to bridge the gap from services to software and as a result Crayon is positioned to provide customers with a full-fledged offering throughout the IT advisory chain:



Crayon has a global presence with operations in 27 countries,<sup>1</sup> reaching about 80% of the global IT Addressable Market. The Group's headquarter is in Oslo, Norway. Crayon is a "people business" with its employees being its greatest asset, and the Group currently has over 1,300 employees spread out in the various jurisdictions in which it operates. The Company is of the view that Crayon's investment in the skills and expertise of internal teams and its customer enablement platforms and IP differentiates Crayon's business from other more transactional competitors, enabling Crayon to deliver greater technical and strategic capabilities and value for customers.

Crayon operates within the following four geographic market clusters<sup>2</sup>:

- **Nordic Markets:** The Nordic Market consists of Norway, Sweden, Denmark, Iceland and Finland, and has a 10 to 15 years' track-record. As such, the Nordic Market is based on a mature organization with well-established customer relationships and is a market that has shown a strong growth in the gross profit development since Crayon was founded in 2002.
- **Growth Markets:** The Growth Markets is composed by Germany, France, the United Arab Emirates ("UAE"), Saudi Arabia and the United Kingdom. The Growth Markets represents the first phase of Crayon's international expansion, and the market cluster is characterized by continued revenue and gross profit growth.
- **Start-up Market:** The Start-up market is markets entered into after 2014 (Netherlands, Singapore, Austria, India, Malaysia, Iceland, Portugal, Spain, Switzerland, Sri Lanka, Philippines, Serbia, Mauritius, Macedonia, Australia and South Africa) which are at an earlier stage of their growth journey, with correspondingly higher growth rates for revenue and gross profit.
- **USA:** The USA represents the business conducted through Anglepoint (acquired in September 2015) and Crayon US, which was established in 2015 as well. Crayon has invested significantly into growth in the US market, and has, as a consequence, delivered strong revenue and gross profit growth.

Crayon's business model has proven to be applicable, competitive and sustainable across geographic areas. Crayon will especially focus on SAM and Software Indirect (as further explained below) in the U.S. Market.

#### 4.1.2 The business divisions

The Group's offerings may be categorized into the two following business divisions:

##### Services:

- Applying proprietary tools and IP to analyse customers' IT status
- Gathering of software vendor information into one framework, interpreting license agreement and providing negotiations support

<sup>1</sup> Norway, Sweden, Denmark, Finland, Iceland, Germany, Saudi Arabia, United Arab Emirates (UAE), France, United Kingdom, Netherlands, Singapore, Austria, India, Malaysia, Iceland, Portugal, Spain, USA, Switzerland, Sri Lanka, Philippines, Serbia, Mauritius, Macedonia, Australia and South Africa.

<sup>2</sup> Please note that the Group has redefined its market clusters as set out in the consolidated interim Q4 financial report, incorporated by reference into this Prospectus, cf. Section 9.3 "Incorporation by reference".

- Planning and analysis support on larger IT upgrade projects, as well as, cloud migration and application development

**Software:**

- Delivering license offering to customers from software vendors
- Emphasis on standard software that is used consistently by customers
- Providing customers with license advisory and optimization tools, and further access to Crayon's reporting portal

As mentioned above, the two business divisions complement each other and make Crayon a full service IT advisor throughout the value chain, from the software vendors to the customers. Customers are offered services and products from both divisions in order to achieve the optimum result for the customer. Traditionally, the Software business division was Crayon's core business. However, as IT complexity has grown and the evolving digital transformation into the cloud, the Service business division has increasingly become the focus area for Crayon. Both business divisions are nevertheless equally important to Crayon's business.

Within the Services business division Crayon has two principal business areas:

**Software Asset Management**, which relates to IT cost optimization to improve customer's return on its IT investment by using proprietary tools and IP to analyse the customers' IT status.

**Consulting**, which consists of cloud and solutions consulting services related to cloud migration and software deployment and follow-up of applications:

- Cloud consulting: Generic support and services on universal technology platforms
- Solutions consulting: Bespoke application development tailored to customer needs

Within the Software business segment Crayon has two principal business areas:

**Software Direct**, which relates to software licensing where Crayon has direct customer relations:

- Focus on standard software that customers use consistently year after year, and which plays a key role in their technological platforms and critical commercial processes
- License advisory and transactional support is also conducted with regards to sale of third-party party software

**Software Indirect**, which relates to software licensing where Crayon has to an indirect customer relations through channel partners:

- Including license advisory and optimization, software license sale and access to Crayon's reporting portal
- Crayon is not the customer's direct point-of-contact. Hence, Crayon's revenue is generated through channel partner networks, such as TeleComputing, TDC Hosting, CGI, Tata Consultancy, Braathe Gruppen etc.

#### 4.1.3 Customers

Crayon delivers a wide range of offerings from SAM, consulting and software licensing to its customers enabling them to achieve greater technical capabilities and value on their IT investments. With its customer enablement platforms and IP tools and a highly skilled and competent team of both consultants and technicians, Crayon is recognized by being able to bridge the gap from services to software for its customers and as a result, Crayon provides customers with a full-fledged offering throughout the IT advisory chain. Based on Crayon's product offering, the Group holds a position as a trusted advisor for customers in their digital transformation journey.

Crayon has a large and growing customer base, growing from approximately 8,000 customers in 2018 to 9,500 in 2019 (number of unique transacting customers during the year). The Company has a well-diversified and solid customer

portfolio, consisting of both public sector customers and private customers, which typically are characterized as renowned, large multinational companies with diverse end-market exposure.

#### 4.1.4 *Strategic partnerships and vendors*

Crayon has entered into strategic partnerships and reseller agreements with a number of software vendors, including Microsoft, IBM, Amazon Web Services, Oracle, Google, Workplace by Facebook, Box, VMware, Adobe and Citrix.

## **4.2 Material contracts**

In 22 November 2019, the Issuer's subsidiary, Crayon Group AS, entered into an amendment and restatement agreement regarding a super senior multicurrency revolving credit facility with Danske Bank A/S as agent and lender (the "**RCF**"), providing for a revolving NOK 350,000,000 loan. The RCF can be applied towards general corporate and working capital purposes and other short-term financing purposes. As at 31 January 2020, the undrawn amount on the RCF was NOK 286,186,560 million. The Company has guaranteed the payment, discharge and punctual performance of the secured obligations under the RCF.

The security granted under the RCF includes (i) a first priority share pledge over the guarantors (other than the Company), (ii) floating charges over operational assets and trade receivables of the Guarantors incorporated in Norway, (iii) a first priority pledge over intercompany loans and (iv) a first priority charge over certain accounts.

The RCF contains a financial covenant which entails that the net total leverage ratio, defined as the ratio of net interest bearing debt (interest bearing debt less cash) to EBITDA, on a consolidated basis for the Group shall at all times be below certain levels (to be tested quarterly).

Further, the RCF contains certain other customary information undertakings and general covenants, which, amongst other things, includes a negative pledge, and restrictions relating inter alia to disposals and acquisitions, mergers and demergers, financial support and new financial indebtedness, each of the restrictive covenants being subject to certain exceptions and qualifications. The Issuer is not entitled to make any distribution (including distribution of dividend), save for ordinary repurchase of own shares for the purpose of customary employee share programs.

The RCF contains customary change of control provisions.

Apart from the RCF, there are no material contracts which could result in any Group member being under an obligation or entitlement that is material to a Group member's ability to meet its obligation to holders of securities in respect of the issued Bonds.

## **5 FINANCIAL INFORMATION**

### **5.1 Financial Statements**

The Group's condensed consolidated interim financial report for the six-month period ended 30 June 2019 and 2018, as well as the condensed consolidated interim financial report for the three-month period ended 31 December 2019 and 2018 (the "**Financial Statements**") have been incorporated by reference into this Prospectus, see Section 9.3 "*Incorporation by reference*". The audited annual financial statements for the year 2018 have been incorporated by reference into this Prospectus, see Section 9.3 "*Incorporation by reference*".

The Financial Statements have been prepared in accordance with International Financial Reporting Standards, IAS 34, as adopted by the European Union ("**IFRS**"). For more information regarding the basis of preparation and estimates, and significant accounting principles, please see Note 2 and 3 in the interim financial report for the three month-period ended 31 December 2019, which have been incorporated by reference into the Prospectus, see Section 9.3 "*Incorporation by reference*".

The Company has not changed its accounting reference date during the period for the historical financial information incorporated by reference into this Prospectus.

### **5.2 Auditor and audit report**

The Company's independent auditor is KPMG AS ("**KPMG**") with registration number 935 174 627, and business address at Sørkedalsveien 6, N-0306 Oslo, Norway. KPMG is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants). KPMG has been the Company's auditor since August 2018.

KPMG's audit report on the financial statements as at and for the year ended 31 December 2018 is included in the Company's annual report, incorporated by reference into this Prospectus, cf. Section 9.3 "*Incorporation by reference*". KPMG has not audited, reviewed or produced any other information provided in this Prospectus.

The selected consolidated financial information included in this Prospectus should be read in connection with, and is qualified in its entirety by reference to, the Financial Statements incorporated into this Prospectus by reference, cf. Section 9.3 "*Incorporation by reference*".

### **5.3 Statements of no significant changes**

There has been no significant changes in the Group's financial position which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been published.

There has been no significant change in the financial performance of the group since 31 December 2019 to the date of this Prospectus.

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

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

## 6 INFORMATION ABOUT THE COMPANY AND THE GROUP

### 6.1 The Company

The Company's registered and commercial name is Crayon Group Holding AS. The Company is a private limited company organized and existing under the laws of Norway pursuant to the Norwegian Private Limited Liabilities Companies Act. The Company's registered office is in the municipality of Oslo, Norway. The Company was incorporated in Norway on 3 November 2011. The Company's organization number in the Norwegian Register of Business Enterprises is 997 602 234, and the Bonds are registered with the VPS under ISIN NO 0010868433. The Company is registered with LEI-code 5967007LIEEXZXI98043. The Company's VPS register is administrated by DNB.

The Company's registered office is located at Sandakerveien 114 A, N-0484 Oslo, Norway and the Company's main telephone number at that address is +47 22 89 10 00 and its e-mail is [info@crayon.com](mailto:info@crayon.com). The Company's website can be found at [www.crayon.com](http://www.crayon.com).

According to the Company's articles of association, the purpose of the Company is to invest in and hold shares, other financial securities and ownership interests in other entities, participation in and operation of entities, as well as run any business naturally related hereto.

### 6.2 Legal and arbitration proceedings

From time to time, the Company and other companies in the Group are involved in litigation, disputes and other legal proceedings arising in the normal course of its business.

Nonetheless, neither the Company nor any other company in the Group is, nor has been, during the course of the preceding twelve months, involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, material adverse effects on the Company's and/or the Group's financial position or profitability, and the Company is not aware of any such proceedings which are pending or threatened.

### 6.3 Major shareholders

As registered in the VPS as of the date on or about this Prospectus, the Company has a total of 2592 registered shareholders. The Company's largest shareholder is OEP ITS Holding B.V., holding approximately 31% of the issued shares. All shares in the Company, including shares held by the Company's major shareholders, have equal voting rights.

The top 20 registered shareholders with the largest shareholdings as registered in the VPS as of the date on or about this Prospectus are listed below:

#	Name of shareholder	Number of Shares	%
1	OEP ITS Holding B.V.	24,100,307	31.45
2	SIX SIS AG	10,993,758	14.34
3	KARBON INVEST AS	8,835,221	11.53
4	HUMLE SMABOLAGSFOND	2,161,295	2.82
5	Nordnet Bank AB	2,071,122	2.70
6	Danske Invest Norge Vekst	1,870,333	2.44
7	ARCTIC FUNDS PLC	1,383,670	1.80
8	HSBC TTEE MARLB EUROPEAN TRUST	1,323,615	1.72
9	Goldman Sachs & Co. LLC	1,273,629	1.66
10	The Bank of New York Mellon SA/NV	1,053,414	1.37
11	Danske Bank A/S	918,860	1.19
12	VERDIPAPIRFONDET FONDSFINANS NOR	917,192	1.19
13	UBS Switzerland AG	794,933	1.03
14	The Bank of New York Mellon	783,287	1.02
15	Nordea Bank Abp	736,419	0.96
16	VERDIPAPIRFONDET DNB SMB	732,277	0.95
17	CARUCEL HOLDING AS	669,715	0.87
18	Interactive Brokers LLC	502,581	0.65
19	RBC INVESTOR SERVICES BANK S.A.	500,000	0.65
20	Skandinaviska Enskilda Banken AB	468,693	0.61
	<b>Total top 20 shareholders:</b>	<b>62,090,321</b>	<b>80,95</b>
	Other:	14,533,743	19,05
	<b>Total shareholders:</b>	<b>76,624,064</b>	<b>100.00</b>

Shareholders owning 5% or more of the shares have an interest in the Company's share capital which is noticeable pursuant to the Norwegian Securities Trading Act. See 6.4 "Disclosure obligations" for a description of the disclosure obligations under the Norwegian Securities Trading Act.

As of the date of this Prospectus, the following shareholders are registered in the VPS as owning more than 5% of the shares in the Company: Karbon Invest AS, SIX SIS AG and OEP ITS Holding B.V. The Company is not aware of any other shareholders or consolidated groups of shareholders owning more than 5% of the shares. To the extent known to the Company, there are no single persons or entities other than OEP ITS Holding B.V. that, directly or indirectly, exercise or could exercise control over the Company.

The Company is not aware of any arrangements which may at a subsequent date result in a change of control of the Company. The shares have not been subject to any public takeover bids.

#### **6.4 Disclosure obligations**

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

#### **6.5 Regulatory disclosures**

The following section includes a summary of regulatory disclosures made by the Company pursuant to, inter alia, Regulation 596/2014 (Market Abuse Regulation) over the last 12 months which is relevant at the date of this Prospectus. Disclosures relating to financial reports, as well as notice of general meetings and minutes from general meetings has not been included below.

The relevant disclosures have been divided into the following categories; (i) disclosures relating to financing, (ii) disclosures relating to contracts and acquisitions and (iii) disclosures relating to mandatory notifications of primary insider trades.

##### *Disclosures relating to the COVID-19 virus:*

- On 30 March 2020, the Company provided an update on COVID-19 and the impact it may have on the Group. The Company announced that in terms of economic impact, Crayon has a robust business model that has not been significantly affected by the COVID-19 situation. Although the Company has a strong position, it also disclosed that the situation brings along some potential short term risks to the Group's business.

##### *Disclosures relating to financing:*

- On 29 October 2019, the Company announced that it had mandated Danske Bank and SpareBank 1 Markets in connection with the issuance of the Bonds (as defined in Section 7 "Information about the Bonds and the Listing").
- On 6 November 2019, the Company announced the successful placement of bonds in the amount of NOK 300,000,000, with a NOK 600,000,000 borrowing limit. It was further announced that the net proceeds from the bond issue will be used to refinance CRAYON02 (ISIN NO 0010789985) and for general corporate purposes.
- On 7 November 2019, the Company announced that it had exercised a call option in the CRAYON02 (ISIN NO 0010789985) bond agreement with Nordic Trustee AS.

##### *Disclosures relating to major contracts and acquisitions:*

- On 8 May 2019, the Company announced that it had agreed to purchase 100% of the shares in Sequent, a leading Dutch IT channel software service provider, at an approximate equity value of NOK 40,000,000.
- On 4 July 2019, the Company announced that it had entered into a NOK 1,300,000,000 license agreement over five years with one of the largest counties in the United States. It was further announced that the agreement leverages Microsoft technologies to help the county remain at the forefront of innovation and efficiency.
- On 5 July 2019, the Company announced that it had entered into a NOK 2,300,000,000 multi-cloud frame agreement over up to six years with Norsk Helsenett SF, a government-owned company responsible for delivering IT infrastructure to the Norwegian healthcare sector.

- On 9 September 2019, the Company announced that it had entered into a multi-million NOK agreement with an undisclosed Scandinavian insurance services company for a full Internet of Things solutions. The agreements relates to monitoring and reporting of environmental parameters for houses and other buildings that have been damaged by water.
- On 23 September 2019, the Company announced that it had won an annual recurring agreement valued at USD 100,000,000 with undisclosed global IT infrastructure provider based in the US. The agreement is based on Crayon's core belief in the combination of software and cloud licensing and cloud analytics consulting services to identify and optimize existing IT spend.

*Disclosures relating to mandatory notifications of primary insider trades*

- On 23 December 2019, the Company announced that Bente Liberg (COO) had sold 100,000 shares at an average price of NOK 51.40 per shares, and that she owns 415,898 shares in the Company following the transaction.
- On 12 March 2020, the Company announced that Bente Liberg (COO) had acquired 13,492 shares at an average price of 32.7154 per share, and that she owns 429,390 shares in the Company following the transaction.

## **7 INFORMATION ABOUT THE BONDS AND THE LISTING**

### **7.1 The terms and details of the Bonds**

The Bond Issue is governed by the Norwegian law bond agreement entered into on 19 November 2019 (the "**Bond Terms**") between the Issuer as issuer and Nordic Trustee AS as the bond trustee on behalf of the bondholders (the "**Bond Trustee**"). A copy of the Bond Terms is attached to this Prospectus in Appendix 1.

In this Section 7.1 "*The terms and details of the Bonds*" capitalised terms used and not defined herein shall have the same meaning as in the Bond Terms.

<b>ISIN code:</b>	ISIN NO0010868433
<b>The Bond Issue:</b>	FRN Crayon Group Holding ASA Senior Secured Bonds 2019/2022
<b>Issuer:</b>	Crayon Group Holding ASA, reg. no. 997 602 234 (Norway)
<b>Security type:</b>	Senior unsecured open callable bond issue with floating interest rate.
<b>Maximum loan amount:</b>	NOK 600,000,000
<b>Outstanding amount:</b>	NOK 300,000,000 (the "Initial Bond Issue"). The Issuer may, provided that the Incurrence Test and certain other conditions are met, at one or more occasions issue additional bonds (each a "Tap Issue") until the nominal amount of all additional bonds equals in aggregate the maximum loan amount less the nominal amount of any previously redeemed bonds. Each Tap Issue will be subject to identical terms as the Bonds issued pursuant to the Initial Bond Issue in all respects as set out in the Bond Agreement, except that Additional Bonds may be issued at a different price than for the Initial Bond Issue and which may be below or above the Nominal Amount.
<b>The initial nominal amount of each bond:</b>	NOK 500,000
<b>Currency:</b>	NOK
<b>Securities form:</b>	The Bonds are electronically registered in dematerialized form with VPS.
<b>Issue Date:</b>	21 November 2019
<b>Interest bearing from and including:</b>	Issue Date
<b>Interest bearing until:</b>	Maturity Date
<b>Maturity Date:</b>	19 November 2022 (three years after the Issue Date)
<b>Interest Rate:</b>	The Reference Rate for the relevant Interest Period plus the Margin.
<b>Margin:</b>	3.50% per annum
<b>Reference Rate:</b>	The Reference Rate means NIBOR; (Norwegian Interbank Offered Rate) being the interest rate fixed for a period comparable to the relevant Interest Period on Oslo Børs' webpage at approximately 12.15 (Oslo time) on the Interest Quotation Day or, on days on which Oslo Børs has shorter opening hours (New Year's Eve and the Wednesday before Maundy Thursday), the data published at approximately 10.15 a.m. (Oslo time) on the Interest Quotation Day shall be used. In the event that such page is no longer available, has been removed or changed such that the quoted interest rate no longer represents, in the opinion of the Bond Trustee, a correct expression of the relevant interest rate, an alternative page or other electronic source which in the opinion of the Bond Trustee and the Issuer gives the same interest rate shall be used. If this is not possible, the Bond Trustee shall calculate the relevant interest rate based on comparable quotes from



major banks in Oslo. If any such rate is below zero, NIBOR will be deemed to be zero.

**Current interest rate (pr. 20 March 2020):**

5.26%

**Current yield:**

Calculation: Current interest rate (5.26%) divided by the nominal value of a Bond (NOK 500,000,000) (assuming the Bond price is 100% of par value) which equals NOK 26,300.

Basis of calculation: annual return on the nominal value of each Bond (assuming a par value of 100 pr. Bond) based on the current interest rate).

**Interest Period:**

Subject to adjustment in accordance with the Business Day Convention, the period between 21 February, 21 May, 21 August and 21 November each year, provided however that an Interest Period shall not extend beyond the Maturity Date.

**Calculation of interest:**

Interest shall be calculated on the basis of the actual number of days in the Interest Period in respect of which payment is being made divided by 360 (actual/360-days basis). The Interest Rate will be reset at each Interest Quotation Day by the Bond Trustee.

**Interest Quotation Day:**

Means, in relation to any period for which Interest Rate is to be determined, two (2) Quotation Business Days before the first day of the relevant Interest Period.

**Interest Payment Date:**

Interest is payable at the last day of each Interest Period and the last Interest Payment Date being the Maturity Date.

**First Interest Payment Date:**

21 February 2020 (three months after Issue Date).

**Business Day:**

A day on which both the VPS settlement system is open and the relevant Bond currency settlement system is open (Norwegian business day).

**Business Day Convention:**

Means that if the last day of any Interest Period originally falls on a day that is not a Business Day, the Interest Period will be extended to include the first following Business Day unless that day falls in the next calendar month, in which case the Interest Period will be shortened to the first preceding Business Day.

**Maturity:**

The Outstanding Bonds will mature in full on the Maturity Date and shall be redeemed by the Issuer on the Maturity Date at a price equal to 100% of the Nominal Amount.

**First call date:**

Means the Interest Payment Date falling in May 2021.

**Voluntary early redemption - Call Option:**

The Issuer has the right to early redemption in accordance with the following, i.e. voluntary early redemption:

- a) The Issuer may redeem all but not only some of the Outstanding Bonds on any Business Day from and including:
  - (i) The Issue Date to, but not including, the First Call Date at a price equal to the Make Whole Amount;
  - (ii) The First Call Date to, but not including, the Interest Payment Date falling in November 2021 at a price equal to 102.67% of the Nominal Amount of the redeemed Bonds;
  - (iii) The Interest Payment Date falling in November 2021 to, but not including, the Interest Payment Date falling in May 2022 at a price equal to 101.76 per cent. of the Nominal Amount of the redeemed Bonds;
  - (iv) the Interest Payment Date falling in May 2022 to, but not including, 21 October 2022 at a price equal to

100.85 per cent. of the Nominal Amount of the redeemed Bonds; and

- (v) 21 October 2022 to, but not including, the Maturity Date at a price equal to 100.00 per cent. of the Nominal Amount of the redeemed Bonds.
- b) Any redemption of Bonds pursuant to (a) above shall be determined based upon the redemption prices applicable on the Call Option Repayment Date.
- c) The Call Option may be exercised by the Issuer by written notice to the Bond Trustee at least 10 Business Days prior to the proposed Call Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date. Any notice given by the Issuer in respect of redemption of any Bonds shall be irrevocable but may, at the Issuer's discretion, be subject to the satisfaction of one or more conditions precedent, provided that such conditions precedent shall have to be fulfilled or waived by the Issuer no later than 3 Business Days prior to the relevant Call Option Repayment Date or the redemption notice shall immediately become null and void.
- d) Any Call Option exercised in part will be used for pro rata payment to the Bondholders in accordance with the applicable regulations of the VPS.

**Put Option Event:**

Change of Control Event.

**Mandatory repurchase - Put Option:**

In the event of a Change of Control, each Bondholder has the right to require the following:

- a) Upon the occurrence of a Put Option Event, each Bondholder will have the right (the "Put Option") to require that the Issuer purchases all or some of the Bonds held by that Bondholder at a price equal to 101.00 per cent. of the Nominal Amount.
- b) The Put Option must be exercised within 15 Business Days after the Issuer has given notice to the Bond Trustee and the Bondholders that a Put Option Event has occurred pursuant to Clause 12.3 (Put Option Event). Once notified, the Bondholders' right to exercise the Put Option is irrevocable and will not be affected by any subsequent events related to the Issuer.
- c) Each Bondholder may exercise its Put Option by written notice to its account manager for the CSD, who will notify the Paying Agent of the exercise of the Put Option. The Put Option Repayment Date will be the 5th Business Day after the end of 15 Business Days exercise period referred to in paragraph (b) above. However, the settlement of the Put Option will be based on each Bondholders holding of Bonds at the Put Option Repayment Date.
- d) If Bonds representing more than 90.00 per cent. of the Outstanding Bonds have been repurchased pursuant to this Clause 10.3 (Mandatory repurchase due to a Put Option Event), the Issuer is entitled to repurchase all the remaining Outstanding Bonds at the price stated in paragraph (a) above by notifying the remaining Bondholders of its intention to do so no later than 10 Business Days after the Put Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date.

**Listing Failure Event:**

There is a Listing Failure Event if (i) the Bonds have not been admitted to listing on an Exchange within six months following the Issue Date, or (ii) in case of a successful listing, that a period of six months has elapsed since the Bonds ceased to be admitted to listing on an Exchange. Upon the occurrence of a Listing Failure Event and for as long as such Listing Failure Event is continuing, the interest on any principal amount outstanding under these Bond Terms will accrue at the Interest Rate plus 1 percentage point per annum.

**Change of Control Event:**

Change of Control Event means if any person, or group of persons acting in concert, obtains Decisive Influence over the Issuer

"Decisive Influence" means a person having, as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly): (a) a majority of the voting rights in that other person; or (b) a right to elect or remove a majority of the members of the board of directors of that other person.

**Status of the bonds and security:**

The Bonds constitute unsecured senior debt obligations of the Issuer. The Bonds rank (i) pari passu between themselves and (ii) at least pari passu with all other unsecured obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application) and shall rank ahead of subordinated debt.

**Undertakings:**

Several information and general undertakings apply to the Issuer, including but not limited to the undertaking of the Issuer to not distribute dividends, but with certain exceptions. See Clause 12 and 13 of the Bond Agreement for more information.

**Listing:**

An application will be made for the Bonds to be listed on the Oslo Stock Exchange (within six months of the Issue Date). The Bonds shall remain listed on an Exchange until the Bonds have been redeemed in full.

**Approvals:**

The Bonds have been issued in accordance with the Issuer's Board approval.

**Use of proceeds:**

The net proceeds will be used to repay an existing bond loan (with ISIN NO 001 0789985, pursuant to a bond agreement dated 4 April 2017). Further, the Issuer will use net proceeds from issuance of any additional bonds for general corporate purposes.

**Bond Terms:**

The Bond Terms has been entered into by the Issuer and the Bond Trustee. The Bondholders shall be bound by the terms and conditions of these Bond Terms and any other Finance Document without any further action or formality being required to be taken or satisfied.

The Bond Trustee is always acting with binding effect on behalf of all the Bondholders.

**Finance Documents:**

Means (i) the Bond Terms, (ii) any subordination agreement with respect to a Subordinated Loan, (iii) the Bond Trustee Fee Agreement, and (vi) any other document designated by the Issuer and the Bond Trustee as a Finance Document.

**Bondholders' Meeting:**

At the Bondholders' Meeting each Bondholder (or person acting for a Bondholder under a power of attorney) has one vote for each Bond he/she owns. The Issuer's Bonds shall not carry any voting rights.

At least 50% of the Voting Bonds must be represented at a Bondholders' Meeting for a quorum to be present.

Resolutions shall be passed with a simple majority of the votes represented at the Bondholders' Meeting, except as set forth below.

In the following matter, approval of at least 2/3 of the votes represented at the Bondholders' Meeting is required: approval of any

waiver or amendment of any provision of the Bond Agreement, including a change of Issuer and change of Bond Trustee.

For further details of the Bondholders' Meeting's authority, procedures, voting rules and written resolutions, see Clause 14 of the Bond Agreement.

**Availability of documentation:**

[www.crayon.com](http://www.crayon.com) and [www.stamdata.no](http://www.stamdata.no)

**Bond Trustee:**

Nordic Trustee AS, business registration number 963 342 624, P.O.Box 1470 Vika, N-0116 Oslo, Norway.

**Managers:**

SpareBank 1 Markets AS, Olav Vs gate 5, N-0161 Oslo, Norway.  
Danske Bank, Norwegian Branch, Søndre gate 15, N-7011 Trondheim, Norway.

**Paying Agent:**

Danske Bank, NUF N-977 074 010 Oslo, Norway.

**Transfer of Bonds:**

Certain purchase or selling restrictions may apply to Bondholders under applicable local laws and regulations from time to time. Neither the Issuer nor the Bond Trustee shall be responsible to ensure compliance with such laws and regulations and each Bondholder is responsible for ensuring compliance with the relevant laws and regulations at its own cost and expense.

A Bondholder who has purchased Bonds in breach of applicable restrictions may, notwithstanding such breach, benefit from the voting rights pursuant to these terms of the Bond Agreement, provided that the Issuer shall not incur any additional liability by complying with its obligations to such Bondholder.

**Legislation under which the Securities have been created:**

Norwegian law.

**Fees and Expenses:**

The Bondholders shall pay any public fees levied on the trade of Bonds in the secondary market, unless otherwise is provided by law or regulation. The Issuer shall not be responsible for reimbursing any such fees.

**Prospectus:**

This Prospectus dated 2 April 2020.

## **7.2 Advisors**

Advokatfirmaet Schjødt AS is acting as legal adviser to the Company in relation to the Listing.

## **7.3 Listing**

The Company will apply for a listing of the Bonds on the Oslo Stock Exchange as soon as possible after this Prospectus has been approved by the NFSA (as defined below in section 7.6), and admission to trading of the Bonds with ISIN NO0010868433 is expected shortly after the approval date of this Prospectus on 2 April 2020. Neither the Company nor any other members of the Group have securities of the same class of the bonds listed on any EEA regulated market.

The total costs of the Company in connection with the issuance of the Bonds and the Listing is approximately NOK 4,162,440 (incl. VAT). The net proceeds from the Bond issue was NOK 295,837,560.

## **7.4 Interest of natural and legal persons involved in the Bond Issue**

The involved persons in the Company have no interest, nor conflicting interests, that is material to the Bond Issue.

## **7.5 Reasons for the application for the admission to trading**

This Prospectus is being produced in connection with the Company's application for the admission to trading of the Bonds on Oslo Stock Exchange.

Pursuant to the Bond Terms the Company shall, within 6 months of the Issue Date of the Bonds, apply for the Bonds to be listed on either Oslo Stock Exchange or any regulated market as such term is understood in accordance with the

Markets in Financial Instruments Directive 2014/65/EU (MiFID II), as implemented in the Norwegian Securities Trading Act.

The application for admission to trading is put forward by the Company to satisfy the conditions of the Bond Terms.

#### **7.6 Approval of the Prospectus and other relevant information**

This Prospectus was approved by the Financial Supervisory Authority of Norway (*Nw: Finanstilsynet*) (the "NFSA") on 2 April 2020, as competent authority under the EU Prospectus Regulation.

The NFSA 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. The NFSA has not checked or approved the accuracy or completeness of the information included in this Prospectus. The approval by the NFSA only relates to the information included in accordance with pre-defined disclosure requirements. The NFSA has not conducted any form of review or approval relating to corporate matters described in or referred to in this Prospectus.

This Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129.

#### **7.7 Authorisation to issue the Bonds**

The Bonds were issued pursuant to a resolution by the Company's Board of Directors on 15 November 2019.

#### **7.8 Tax Warning**

Potential investors should be aware that changes in the tax legislation of the investors' and of the Issuer's country of incorporation may have an impact on the income received from the Bonds. There can be changes in the applicable tax legislation, increased taxation by national, local or foreign authorities, new or modified taxation rules and requirements, including requirements relating to the timing of any tax payments, which may have an impact on the on the income received from the Bonds.

#### **7.9 Credit Rating**

There are no credit ratings assigned to the Company at the request or with the cooperation of the Company in the rating process.

## 8 BOARD OF DIRECTORS AND MANAGEMENT

### 8.1 Board of Directors

#### 8.1.1 Overview of the Board of Directors

The names and positions of the Board Members are set out in the table below:

<u>Name</u>	<u>Position</u>	<u>Served since</u>	<u>Term expires</u>
Jens Rugseth	Chairman of the Board	22 May 2015	
Eivind Roald	Board member	21 May 2016	April 2020 <sup>1</sup>
Dagfinn Ringås	Board member	28 October 2016	April 2020 <sup>1</sup>
Grethe Helene Viksaas	Board member	18 October 2017	April 2020 <sup>1</sup>
Camilla Elisabeth Magnus	Board member	18 October 2017	April 2020 <sup>1</sup>
Bjørn Henry Rosvoll	Board member	8 November 2017	April 2021
Brit Bergersen Smestad	Board member	8 November 2017	April 2021
Jan Henrik Emanuelsen	Board member	8 November 2017	April 2021

1. Terms to expire at the Annual General Meeting to be held on 24 April 2020

The Company's registered business address at Sandakerveien 114 A, N-0484 Oslo, Norway, serves as the business address for the Board Members in relation to their directorship of the Company.

#### 8.1.2 Brief biographies of the Board Members

##### **Jens Rugseth, Chairman of the Board**

Jens Rugseth was a co-founder of Crayon Group AS in 2002. He has been a serial founder of a number of companies within the IT-sector over the past 25 years. Mr. Rugseth has also held the position a chief executive officer in some of the largest IT-companies in Norway, including ARK ASA, Cinet AS and Skrivervik Data AS. Mr. Rugseth studied business economics at the Norwegian School of Management. Jens Rugseth is a Norwegian citizen, currently residing in Oslo, Norway.

*Current Directorships and senior management positions .....* Crayon Group Holding ASA (Chairman) Rugz AS (Chairman), Rugz II AS (Chairman), Link Mobility Group ASA (Chairman), Rift Labs AS (Chairman), Freshco AS (Chairman), Norsk Førstehjelp AS (Chairman), Bull's Eye Club AS (Chairman) Oche Oslo AS (Chairman), Petworld Oslo AS (Chairman), Kastel AS (Chairman), Grünerløkka Helsebygg AS (Board member), Porter AS (Board member), Mailundveien 23 AS (Board member), Techstep ASA (Board member), Canem Pets AS Canem Pets AS (Chairman), Karbon Invest AS (Chairman), Drammensveien 35 AS (Chairman), European Shuffleboard AS (Chairman), Karbon Eiendom AS (Board member), Karbon Eiendon Utvikling AS (Board member), Petxl Group AS (Board member), Victory Partners Viii Norway Holding AS (Board member) and Victory Partners Viii Norway AS (Board member)

##### **Eivind Roald, Board member**

Eivind Roald is a Senior Industrial Advisor with Altor Equity Partners, supporting their portfolio companies in commercial and digital transformations. Prior to this Mr. Roald was the Executive Vice President and Chief Commercial Officer at SAS (Scandinavian Airlines System) for six years, Managing director of HP Norway for seven years and has also held several positions in Accenture as partner. Mr. Roald started his career in the managing consulting company Railo International. Eivind Roald holds a bachelors' degree in Business and administration from the Norwegian School of Management, with focus on strategy and developing performance. Eivind Roald is a Norwegian citizen, currently residing in Asker, Norway.

*Current Directorships and senior management positions .....* CR Holding AS (Board member and owner), Altor Equity Partners AS (Board member), Transcom AB (Board member), Sats ASA (Board member), Noa Midco AS (Board member) and Sats Group AS (Board member).

### **Dagfinn Ringås, Board member**

Dagfinn Ringås is the Group CEO of SYSCO, a Nordic technology company specialized in the Energy sector. Mr. Ringås has more than 20 years of experience from the IT-industry, with various leadership roles at Microsoft and as Country President of Schneider Electric Norway. He has an MBA from Sydney Business School, an Executive Leadership Program from Instead and a bachelors' degree in American studies and political science from the University of Oslo. Dagfinn Ringås is a Norwegian citizen, currently residing in Asker, Norway.

*Current Directorships and senior management positions .....* Crayon Group Holding ASA (Board member), CDR Invest (Chairman) Sysco AS (Group CEO), Sysco Finans AS (Group CEO), Sysco Middelware AS (Group CEO), CDR Holding AS (Group CEO) and Bicon AS (Group CEO).

### **Grethe Helene Viksaas, Board member**

Since May 2017, Grethe Viksaas has served as board member in the board of directors of Telenor ASA. Ms. Viksaas has had a long career in the Northern European-managed service provider Basefarm AS, first as founder and chief executive officer, then from 2016 as working chair of the board of directors. Prior to her career in Basefarm, Viksaas served as CEO for SOL System AS and Infostream ASP. Viksaas has experience from numerous board positions, including Zentel Group and Inmeta-Crayon. Ms. Viksaas currently serves as the chair of the board of directors in the foundation Norsk Regnesentral and as a board member of the organization IKT-Norge. She is also serves as board member in various start-up companies. Ms. Viksaas has a master's degree in computer science from the University of Oslo. She is a Norwegian citizen, currently residing in Oslo, Norway.

*Current Directorships and senior management positions .....* Eisblink Holding AS (Owner), House of Nerds Holding AS (Indirect owner), Farmforce AS (Indirect owner), Factlines AS (Indirect owner), Telenor ASA (Board member), Basefarm AS (Board member), Viksaas Holding AS (Chairman), Minmemoria AS (Chairman), Scale AS (Chairman), Norsk Regnesentral (Chairman), Polight ASA (Board member) and Vio Invest 1 DA (Owner)

### **Camilla Elisabeth Magnus, board member**

Camilla Magnus is a lawyer and a partner of the Norwegian law firm Advokatfirmaet Selmer DA and head the Corporate and Finance Department. Ms. Magnus also serves on the board of directors of TechStep ASA, a position she has held since November 2016. Ms. Magnus' area of expertise includes M&A, contract law and corporate law. She regularly holds lectures and seminars on transaction related legal subjects for Norwegian and foreign lawyers, the business community and students. Ms. Magnus has a master's degree in law from the University of Oslo. She is a Norwegian citizen, currently residing in Oslo, Norway

*Current Directorships and senior management positions .....* Crayon Group Holding ASA (Board member) Advokatfirmaet Selmer AS (Partner), Virkelyst AS (Chairman), Hhh Invest (Board member).

### **Bjørn Henry Rosvoll , Employee representative**

Bjørn Henry Rosvoll is an employee of Crayon, working as COO for Inmeta Consulting AS. Mr. Rosvoll has previous experience as Sales Director in Q-Free, EMGS, Aptomar, Lithicon and Rapp Marine. Mr. Rosvoll have previously been employee representative in the board of directors in Q-Free ASA (1999-2000) and EMGS ASA (2008-2009). Mr. Rosvoll has a bachelor's degree in computer software engineering from Trondheim School of Engineering. Mr. Rosvoll is a Norwegian citizen, residing in Trondheim, Norway

*Current Directorships and senior management positions .....* Crayon Group Holding AS (board member), Crayon Group AS (board member), Rosvoll AS (Owner) and ANS Capella (partner).

### **Brit Bergersen Smestad, Employee representative**

Brit Smestad is an employee of Crayon AS, where she currently is Customer Success Manager. Before this, she has worked since 2002 as Bid Manager and Key Account Manager at Crayon AS. She is a Norwegian citizen, currently residing in Slattum, Norway.

Current Directorships and senior management positions ..... Crayon Group Holding AS (Board member) and Crayon Group AS (Board member)

## Jan Henrik Emanuelsen, Employee representative

Jan Henrik Emanuelsen is Director Delivery & Cloud Services. He has more than 20 years experience from the IT industry, where he previously has worked as a consultant and various roles with IT transformation and operations for large enterprises and public organizations. Emanuelsen worked in Telecomputing AS with establishing, standardizing and automating repeatable services from a centralized managed services perspective long before cloud computing was a defined term. In Crayon, Emanuelsen has worked as a consultant, and has covered multiple management roles with strong technical authority within both traditional infrastructure and modern cloud technology. Emanuelsen has the last years worked actively in Crayons development towards customers and the global hyperscale vendors.

Current Directorships and senior management positions ..... Crayon Group Holding ASA (Board member) and Crayon Group AS (Board member)

## 8.2 Management

### 8.2.1 Overview of the Management

The Group's senior management team consists of five 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:

Name	Position	Employed since
Torgrim Takle <sup>1</sup> .....	Chief Executive Officer ("CEO")	2013
Rune Syversen .....	Founder and deputy CEO of Crayon Group AS	2002
Jon Birger Syvertsen.....	Chief Financial Officer ("CFO")	2017
Bente Liberg <sup>2</sup> .....	Chief Operating Officer ("COO")	2002
Mattias Ödlund .....	Chief Technology Officer ("CTO")	2007

1. Mr. Takle was CFO from 2013 to 2015, when he was appointed CEO.

2. Appointment as Chief Operating Officer in 2010 prior to this, her position in the Company was as a consulting manager and director of HR & Business Development.

The Company's registered business address at Sandakerveien 114 A, N-0484 Oslo, Norway, serves as the business address for the Board Members in relation to their directorship of the Company.

### 8.2.2 Brief biographies of Management

#### Torgrim Takle, Chief executive officer

Torgrim Takle joined Crayon in September 2013 as the Company's CFO before he became the CEO of the Company and Crayon Group AS in 2015. Prior to 2013, Mr. Takle served as CFO of Thin Film Electronics ASA (a publicly listed technology company in Norway). Previously, Mr. Takle was an Associate Principal at McKinsey & Company which he joined in 2004, managing corporate finance-related projects for clients across Europe and the USA. Mr. Takle has ten years of experience with the industry and management. Mr. Takle holds a Master of Science degree from the Norwegian University of Science and Technology's Department of Industrial Economics and Technology Management. He is a Norwegian citizen, residing in Oslo, Norway.

Current Directorships and senior management positions ..... Crayon Group Holding AS (CEO), Crayon Group AS (CEO) and various subsidiaries of the Group.

#### Rune Syversen, Founder and chief executive officer

Rune Syversen co-founded Crayon in 2002. Mr. Syversen is the deputy CEO of the Company. Prior to leading the establishment of Crayon, he held a number of senior positions in the Telenor group in Norway and Sweden as well as establishing several companies involved with IT and financing. Mr. Syversen has over 20 years of experience with the industry and management. Mr. Syversen studied at the Norwegian School of Management. He is a Norwegian citizen, residing in Oslo, Norway.

Current Directorships and senior management positions ..... Sevencs AS (chairman), Camp 1 Kvitfjell AS (chairman), Karbon Eiendom AS (chairman), Karbon Eiendon Utvikling AS (chairman), Mailundveien 23 AS (chairman), Lucky7 AS (board member), She Community AS (board member), Victory Partners Viii Norway Holding AS (board member), Victory Partners Viii Norway AS (board member), Karbon



*Invest AS (board member), Lucky7 Fitness & Rehab AS (board member), Drammensveien 35 AS (board member), Crayon Group AS (deputy CEO) and various subsidiaries of the Group.*

#### **Jon Birger Syvertsen, Chief financial officer**

Jon Birger Syvertsen joined Crayon in March 2018 as CFO of Crayon Group. Before joining Crayon, Mr. Syvertsen was the CFO of Kebony AS and held management/business development roles at FMC Health and Nutrition and Epax AS. Prior to this he was an Engagement Manager at McKinsey&Company, where he was a member of the Corporate Finance practice and served clients in multiple industries across Europe. Mr. Syvertsen holds a Master of Science degree in Industrial Economics and Technology Management from the Norwegian University of Science and Technology and Universität St. Gallen in Switzerland. He is a Norwegian citizen, residing in Oslo, Norway.

*Current Directorships and senior management positions ..... Crayon Group Holding ASA (CFO) and various subsidiaries of the Group*

#### **Bente Liberg, Chief operating officer**

Bente Liberg joined Crayon in March 2002 and has held various positions in the Company, first as Consulting Manager and then as Director of HR & Business Development from 2007. In 2010 she was appointed as COO. Ms. Liberg came from the post of consultant manager in Eterra. Ms. Liberg has 15 years of experience as an IT infrastructure consultant and nine years as a manager for IT consultants. Her previous employers include Netcenter, EDB, and Eterra/Getronics. Ms. Liberg studied at the NKI computer college (DPH). She is a Norwegian citizen, residing in Oslo, Norway.

*Current Directorships and senior management positions ..... Crayon Group AS (COO) and Goodcharma AS (Chairman).*

#### **Mattias Ödlund, Chief technology officer**

Mattias Ödlund joined Crayon in 2007 as operations director for the Swedish subsidiary Crayon AB. He has later been appointed as CTO of the Group. Before joining Crayon, he worked as an IT manager consultant for five years and had engagements in industries like IT & Telecom, Retail and Logistics. Mr. Ödlund has 20 years of experience from the IT & Telecom industry and has held senior positions at Song Networks AB (TDC) and at Wineasy AB as CTO and VP. He is a Swedish citizen, residing in Stockholm, Sweden.

*Current Directorships and senior management positions ..... Crayon Group AS (CTO).*

### **8.3 Conflicts of interests and related parties transactions**

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

- any convictions in relation to indictable offences or convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was 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, director or senior manager of a company.

Crayon Group Holding ASA has entered into transactions with related parties in the financial year of 2018. Related party transactions are carried out in accordance with the arm's length principle, and significant transactions in 2018 are listed in note 18 of the annual report for the year 2018, incorporate by reference into this prospectus as set out in Section 9.3 "Incorporation by reference".

Except for the related parties transactions referred to above, the Company is currently not aware of any actual or potential conflicts of interest between the Company and the private interests or other duties of any of the Board Members and members of the Management, including any family relationships between such persons.

## 9 ADDITIONAL INFORMATION

### 9.1 Information sourced from third parties and expert opinions

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

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

### 9.2 Documents on display

Copies of the following documents will be available on [www.crayon.com](http://www.crayon.com) or for inspection at the Company's offices at Sandakerveien 114 A, N-0484, Oslo, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus:

- The Company's certificate of incorporation and Articles of Association;
- 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;

### 9.3 Incorporation by reference

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

Section in the Prospectus	Disclosure requirements of the Prospectus	Reference document and link	Page (P) in reference document <sup>1</sup>
Section 5	Audit report (Annex 8, section 10.2.1)	<b>Audit report:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_annual-report-2018.pdf">https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_annual-report-2018.pdf</a>	P. 78-82
Section 5	Annual financial statements (Annex 8, section 10.2.1)	<b>Annual report 2018:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_annual-report-2018.pdf">https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_annual-report-2018.pdf</a>	N/A
Section 5	Consolidated interim financial statements (Annex 8, section 10.1)	<b>Half-yearly report 2019:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2019-reports/crayon_q2-2019-report.pdf">https://www.crayon.com/globalassets/investor-relationship/2019-reports/crayon_q2-2019-report.pdf</a> <b>Half-yearly report 2018:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_report_q2-2018.pdf">https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_report_q2-2018.pdf</a>	P. 7-11 P. 29-31
Section 5	Consolidated interim financial statements (Annex 8, section 10.1)	<b>Q4 report 2019:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2019-reports/kvartalsrapport-q4_2019_final1.pdf">https://www.crayon.com/globalassets/investor-relationship/2019-reports/kvartalsrapport-q4_2019_final1.pdf</a> <b>Q4 report 2018:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_report_q4-2018_new_corr.pdf">https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_report_q4-2018_new_corr.pdf</a>	P. 7-11 P. 28-30
Section 5	Accounting principles (Annex 8, section 10.1.3)	<b>Accounting principles:</b> <a href="https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_annual-report-2018.pdf">https://www.crayon.com/globalassets/investor-relationship/2018-reports/crayon_annual-report-2018.pdf</a>	P. 40-43

<sup>1</sup> The original page number as stated in the reference document. Where only parts of a document have been referred to, the non-incorporated parts are either not relevant for the investor or covered elsewhere in the Prospectus.

## 10 DEFINITIONS AND GLOSSARY

In the Prospectus, the defined terms below have the following meanings:

Board of Directors	The Board of Directors of the Company.
Board Members	The members of the Board of Directors.
Bond Prospectus or Prospectus	This Prospectus dated 2 April 2020.
CEO	Chief executive officer.
CFO	Chief financial officer.
CIO	Chief information officer.
Company	Crayon Group Holding AS.
CTO	Chief technology officer.
EU	The European Union.
Group	The Company and its subsidiaries.
IAS 34	International Accounting Standard 34 "Interim Financial Reporting".
IFRS	International Financial Reporting Standards.
Interim Financial Information	The Company's unaudited interim consolidated financial information for the six month period ended 30 June 2018 and 2019, and for the three month period ended 31 December 2018 and 2019.
IP	Intellectual property.
IT	Information technology.
Listing	The listing of the Shares on the Oslo Stock Exchange.
Management	The senior management team of the Company.
NIBOR	The Norwegian Interbank Offered Rate administered by Finance Norway (Nw.: <i>Finans Norge</i> ) and calculated in cooperation with the Oslo Stock Exchange.
NFSA	The Norwegian Financial Supervisory Authority (Nw.: <i>Finanstilsynet</i> ).
NOK	Norwegian Kroner, the lawful currency of Norway.
Norwegian Private Limited Liability Companies Act	The Norwegian Private Limited Liability Companies Act of 13 June 1997 no. 44 (Nw.: <i>aksjeloven</i> ).
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 28 June 2007 no. 75 (Nw.: <i>verdipapirhandelloven</i> ).
Oslo Stock Exchange	Oslo Børs ASA, or, as the context may require, Oslo Børs, a Norwegian regulated securities exchange operated by Oslo Børs ASA.
RFC	Super senior multicurrency revolving credit facility with Danske Bank A/S.
SAM	Software Asset Management.
Share(s)	Shares in the share capital of the Company.
Trustee	Nordic Trustee AS.
UK	The United Kingdom.
United States	The United States of America.
USD	United States Dollars, the lawful currency in the United States.
VPS	The Norwegian Central Securities Depository (Nw.: <i>Verdipapirsentralen</i> ).

## **APPENDIX A:**

### **Bond Terms**



**Crayon Group Holding ASA**

Sandakerveien 114 A

N-0484 Oslo

Norway