

# OFFER DOCUMENT

Voluntary offer to acquire all issued and outstanding shares in

EUROPEAN  
DISTRIBUTED  
ENERGY ASSETS

European Distributed Energy Assets Holding AS

made by

Otovo AS



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#### Consideration:

The Eligible Shareholders (as defined below) in European Distributed Energy Assets Holding AS ("EDEA" or the "Company") are offered 1.7 newly issued shares in Otovo AS (the "Consideration Shares") for every tendered share in EDEA.

#### Acceptance Period:

From and including 10 November 2021 to and including 24 November 2021 at 16:30 hours (CET) (subject to extension).

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This offer document (the "Offer Document") has been prepared by Otovo AS (the "Offeror" or "Otovo" and together with its consolidated subsidiaries, the "Otovo Group") in order to document the terms, conditions and limitations of the Offeror's voluntary offer (the "Offer") to acquire all issued and outstanding shares (the "Shares") in EDEA, and to provide the Eligible Shareholders with a basis for evaluating the Offer, including the Consideration Shares.

The Offer does not comprise Shares in EDEA already held by the Offeror. The Offer is only made to "Eligible Shareholders", i.e. the EDEA shareholders as of 3 November 2021, as appearing in the VPS on 5 November 2021, but excluding any EDEA shareholders behind nominee accounts unless Otovo knows the identity of the ultimate shareholder as at the date hereof.

Investing in the Consideration Shares involves a high degree of risk. See Section 8 "Risk factors" for more information.

**THIS OFFER DOCUMENT IS NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**

**THE OFFER IS NOT BEING MADE AND DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION OR TO ANY PERSON WHERE THE MAKING OR ACCEPTANCE OF THE OFFER OR SOLICITATION WOULD BE IN VIOLATION OF THE LAWS OR REGULATIONS OF SUCH JURISDICTION.**

#### Receiving Agent

SpareBank 1 Markets AS

The date of this Offer Document is 10 November 2021

## IMPORTANT INFORMATION

This Offer Document has been prepared by the Offeror in order to document the terms, conditions and limitations of Otovo's Offer to acquire all issued and outstanding Shares in the Company, and to provide the Company's Eligible Shareholders with a basis for evaluating the Offer, including the Consideration Shares. As the Company's Shares are not listed on any exchange or regulated market, the Offer Document has not been subject to review by any take-over or other public or supervisory authority, and the take-over rules in chapter 6 of the Norwegian Securities Trading Act are not applicable. Further, this Offer Document is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**EU Prospectus Regulation**"), and therefore it has not been subject to scrutiny and approval by the relevant competent authority as set out in Article 20 of the EU Prospectus Regulation.

For definitions of terms used in this Offer Document, see Section 11 "Definitions and glossary".

The Offer can be accepted in the period from and including 10 November 2021 to and including 24 November 2021 at 16:30 hours (CET) (subject to extension at the sole discretion of the Offeror) (the "**Acceptance Period**").

Information about the Company, and together with its consolidated subsidiaries, the "**EDEA Group**", presented in this Offer Document is solely extracted from the Company's website, publicly available financial statements and financial reports, as well as other material concerning the Company and/or the EDEA Group which is available in the public domain. The distribution of this Offer Document does not imply in any way that the information included herein continues to be accurate and complete at any date subsequent to the date of this Offer Document. With the exception of the Offeror, no person is entitled or authorised to provide any information or make any representations in connection with the Offer other than the information included in this Offer Document. If such information or representation is provided or made by any person other than the Offeror, such information or representation, as the case may be, should not be relied upon as having been provided or made by or on behalf of the Offeror.

Eligible Shareholders must rely upon their own examination of this Offer Document and other available information. Each Eligible Shareholder should study this Offer Document carefully in order to be able to make an informed and balanced assessment of the Offer, the Consideration Shares to be issued by Otovo and risks related thereto, as well as the information that is discussed and described herein. Eligible Shareholders should not construe the contents of this Offer Document as legal, tax or accounting advice, or as information necessarily applicable to each Eligible Shareholder. Each Eligible Shareholder is urged to seek independent advice from its own financial, tax and legal advisors prior to making a decision to accept the Offer.

SpareBank 1 Markets AS is acting as receiving agent (the "**Receiving Agent**") for the Offeror.

The Receiving Agent will not regard any other person (whether or not a recipient of this Offer Document) as a client nor be responsible to any other party other than the Offeror for providing the protections afforded to its clients nor for providing advice in relation to the Offer or any other matter referred to in this Offer Document. The Receiving Agent has not assumed any responsibility to independently verify the information contained in this Offer Document and does not make any representation or warranty, express or implied, or accept any liability as to the accuracy or completeness of such information. Nothing contained in this Offer Document is or shall be relied upon as a promise or representation by the Receiving Agent.

## RESTRICTIONS

The distribution of this Offer Document and the making of the Offer may in certain jurisdictions including, but not limited to, the United States, Canada, Australia and Japan ("**Restricted Jurisdictions**") be restricted by law. Therefore, persons obtaining this Offer Document or into whose possession this Offer Document otherwise comes, are required to, and should inform themselves of and observe, all such restrictions. Neither the Offeror nor the Receiving Agent accept or assume any responsibility or liability for any violation by any person whomsoever of any such restriction. See Section 10 "Restrictions" for further information.

This Offer Document is not directed to persons whose participation in the Offer requires that further offer documents are issued or that registration or other measures are taken, other than those required under Norwegian law. No document or materials relating to the Offer may be distributed in or into any jurisdiction where such distribution or offering requires any of the aforementioned measures to be taken or would be in conflict with any law or regulation of such a jurisdiction. In the event of such distribution or offering still being made, an Acceptance Form (as defined herein) sent from such a country may be disregarded.

This Offer Document does not represent an offer to acquire or obtain any securities other than the Shares that are the subject of the Offer.

The Offer is not open to any Eligible Shareholder in any jurisdiction in which it is unlawful for any person to receive or accept the Offer. No action has been taken to permit the distribution of the Offer in any jurisdiction where action would be required for such purposes. Neither the delivery of this Offer Document nor any purchase of securities shall, under any circumstances, create any implication that the information contained herein is current as of any time subsequent to the date of such information.

The Offer is not being made, and will not be made, directly or indirectly, in or into the Restricted Jurisdictions.

This Offer Document, and any and all materials related thereto, should not be sent or otherwise distributed in or into the Restricted Jurisdictions and the Offer cannot be accepted by any such use, means or instrumentality, in or from within the Restricted Jurisdictions except if such acceptance is made pursuant to an exemption from, or in a transaction not subject to, the registration or other similar requirements of that jurisdiction. Accordingly, copies of this Offer Document and any related materials are not being, and must not be, sent or otherwise distributed in or into or from any Restricted Jurisdiction or, in their capacities as such, to custodians, trustees or nominees holding Shares for persons in any Restricted Jurisdictions, and persons receiving any such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from any Restricted Jurisdiction. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions will be invalid. No Shares are being solicited from a resident of the Restricted Jurisdictions and, if sent in response by a resident of the Restricted Jurisdictions, the Offeror reserves the right to reject such acceptance.

Each person delivering an Acceptance Form in connection with the Offer will be required to certify that: (i) such person has not received this Offer Document, the Acceptance Form or any other document relating to the Offer in a Restricted Jurisdiction, nor has such person mailed, transmitted or otherwise distributed any such document in or into a Restricted Jurisdiction; (ii) such person has not utilised, directly or indirectly, the mails, or any means or instrumentality of commerce, or the facilities of any national securities exchange, of a Restricted Jurisdiction in connection with the Offer; (iii) such person is not and was not located in a Restricted Jurisdiction at the time such person accepted the terms of the Offer or at the time such person returned the Acceptance Form (except, in the case of paragraphs (i) to (iii), if such person has received the Offer pursuant to an exemption from, or in a

transaction not subject to, the registration or other similar requirements of that jurisdiction); and (iv) if such person is acting in a fiduciary, agency or other capacity as an intermediary, then either (a) such person has full investment discretion with respect to the securities covered by the Acceptance Form or (b) the person on whose behalf such person is acting was located outside the Restricted Jurisdictions at the time he or she instructed such person to accept the Offer.

## **FORWARD-LOOKING STATEMENTS**

This Offer Document contains certain statements about the Company, the Offeror, or their respective businesses as well as the timing and procedures relating to the Offer and potential amendments to the Offer that are or may be forward-looking statements.

These forward-looking statements can be identified by the fact that they relate to the Company's and/or the Offeror's estimated or anticipated future results, or the fact that they do not otherwise relate exclusively to historical or current facts. Forward-looking statements sometimes use words such as "may", "might", "will", "seek", "continue", "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "could", "should", "forecast", "outlook", "guidance", "possible", "potential", "predict", "project", or other words or phrases of similar meaning. Examples of forward-looking statements include, among others, statements regarding the Offer, including conditions and other terms relating to the Offer, statements about Offeror's plans with respect to the Company, statements about the expected benefits of the Offer and other statements that are not historical fact.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances beyond the Company's and the Offeror' control. As a result, actual future results may differ materially from the plans, goals, and expectations set forth in any forward-looking statements due to numerous factors, many of which are outside the control of the Company and the Offeror.

Any forward-looking statements made herein speak only as of the date they are made.

The Offeror disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Offeror expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, except to the extent required by applicable law.

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## APPENDICES

APPENDIX A: Acceptance Form

APPENDIX B: Recommendation of the board of directors of the Company

*This Offer Document has been prepared in the English language only.*

## 1 SUMMARY OF KEY TERMS OF THE OFFER

The following is a brief summary of the main terms and conditions of the Offer. The complete terms and conditions of the Offer are set out in Section 4 "Terms and conditions of the Offer":

- The Offeror**..... Otovo AS, a Norwegian private limited company incorporated and registered under the laws of Norway with registration number 915 501 680, having its registered business address at Torggata 7, 0181 Oslo, Norway. See Section 7 "Information about the Offeror" for further information.
- The target company** ..... European Distributed Energy Assets Holding AS, a Norwegian private limited company incorporated and registered under the laws of Norway with registration number 923 991 859, having its registered business address at c/o Otovo AS, Torggata 7, 0181 Oslo, Norway. See Section 6 "Information about the Company" for further information.
- The Consideration**..... The Eligible Shareholders are offered 1.7 shares in Otovo (the Consideration Shares) per each Share in EDEA tendered by the Eligible Shareholders (the "**Consideration**"). The Consideration Shares will be newly issued shares in Otovo that will be listed on Euronext Growth Oslo when issued. No fractional Consideration Shares will be issued, and for each accepting Eligible Shareholder, the Consideration will be rounded down to the nearest whole number of Consideration Shares (without any compensation for such rounding). All of the Otovo shares, including the Consideration Shares when issued, will rank pari passu with one another and each carry one vote. See Section 4.2 "Consideration" for further information.
- Authorisation to the Receiving Agent**..... By delivering a duly executed Acceptance Form, Eligible Shareholders give the Receiving Agent an authorisation to transfer the Shares to the Offeror against subsequent issuance of the Consideration Shares. See Section 4.8 "Authorisation to the Receiving Agent" for further information.
- Acceptance Period** ..... From and including 10 November 2021 to and including 24 November 2021 at 16:30 hours (CET), subject to extension at the sole discretion of the Offeror. See Section 4.5 "Acceptance Period" for further information.
- Conditions for completion of the Offer** ..... Completion of the Offer is subject to fulfillment and/or waiver by Otovo of several conditions, including (i) a minimum acceptance level of 90% (or lower as Otovo may determine in its sole discretion), (ii) approval of the issuance of the Consideration Shares to Eligible Shareholders accepting the Offer by the extraordinary general meeting of Otovo, (iii) no action by Relevant Authority, (iv) no obligation to prepare a prospectus and (v) ordinary conduct of business. See Section 4.6 "Conditions for completion of the Offer" for further information.
- Settlement** ..... Following expiry of the Acceptance Period and subject to the other conditions for completion of the Offer being fulfilled and/or waived by Otovo, the board of directors of Otovo will call for an extraordinary general meeting of Otovo

in order to approve the share capital increase for the issuance of the Consideration Shares (whereby the tendered Shares will be contributed to Otovo as contribution in kind) within one week following expiry of the Acceptance Period (as extended). The notice period for the extraordinary general meeting is one week. Subject to approval by the extraordinary general meeting of Otovo of the issuance of the Consideration Shares, Otovo will seek to have the share capital increase registered in the Norwegian Register of Business Enterprises (Nw: *Foretaksregisteret*) (the "**NRBE**") as soon as possible after the extraordinary general meeting, but it should be noted that the case handling period at the NRBE may vary. Final settlement by delivery of the Consideration Shares to the Eligible Shareholders who have accepted the Offer is, however, expected shortly after the completion of the registration of the share capital increase in the NRBE. See Section 4.15 "Settlement" for further information.

**Acceptance binding .....** The acceptance of the Offer is irrevocable and may not be withdrawn, in whole or in part, once the Receiving Agent has received the Acceptance Form. See Section 4.7 "Procedures for accepting the Offer".

**Amendments to the Offer .** The Offeror reserves the right to amend the Offer in its sole discretion and in accordance with applicable rules and regulations at any time during the Acceptance Period, provided however that the Offeror may not amend the Offer in a manner which disadvantages the Eligible Shareholders. Any acceptance received is binding even if the Acceptance Period is extended and/or the Offer is otherwise amended in accordance with the terms of the Offer. See Section 4.9 "Amendments to the Offer".

**Governing law and jurisdiction .....** The Offer, this Offer Document and all acceptances of the Offer shall be governed by Norwegian law with the Oslo District Court as legal venue.

## **2 STATEMENT REGARDING THE OFFER DOCUMENT**

This Offer Document has been prepared by the Offeror to provide the Eligible Shareholders of the Company with a basis for evaluating the Offer by Otovo to acquire the Shares in the Company as presented herein, including the Consideration Shares offered by Otovo.

As the Company's Shares are not listed on any exchange or regulated market, the Offer Document has not been subject to review by any take-over or other public or supervisory authority, and the take-over rules in chapter 6 of the Norwegian Securities Trading Act are not applicable. The Offeror undertakes no responsibility for the correctness or completeness of information regarding the Company and/or the EDEA Group set out herein, which has exclusively been derived from public sources.

10 November 2021

Otovo AS

### **3 BACKGROUND AND STRATEGIC RATIONALE FOR THE OFFER**

#### **3.1 Background**

As further described in Section 7 "Information about the Offeror", Otovo is an online marketplace platform for residential solar systems and batteries, where customers, by entering their home address, obtain proposed design and price for solar installations in real-time, based on input from Otovo's network of local, reliable installers. Solar installations are provided either through direct payment, solar loan or 20 years leasing agreements.

Leasing of solar panels is facilitated through EDEA and constitutes an important product offering for Otovo which solves the consumer financing problem and expands the total addressable market. Leasing contracts are originated at attractive yields and constitute attractive assets for investors given the relatively low, distributed risk.

EDEA was established by Otovo in 2020 and spun out through an equity raise of NOK 150 million in October 2020. Otovo and EDEA have entered into an agreement concerning Otovo's distribution of end customer leasing agreements, maintenance, support and management services and solar systems on behalf of EDEA.

Leasing deployment in EDEA is currently approximately NOK 50 million. While the unlevered internal rate of return for EDEA's current portfolio is between 7% and 10%, higher return on the equity can be obtained by financing parts of the balance sheet by debt.

Volume is key to increase the debt to equity ratio and unlock additional value in Otovo. Therefore, it would make sense to increase marketing spending and other customer acquisition efforts but this is difficult in today's setup where Otovo decides the marketing spend, but is not exposed to the full value creation.

The market norm in the residential solar sector is increasingly to have the financing entity of leasing assets within the same group as the origination company that sells the leasing contracts. In such a setup, the interests between the originator and the financier are aligned, and the origination company is incentivised to increase the leasing share of sales thereby increasing the total value created.

In order to align interests between Otovo and EDEA, Otovo has come to the conclusion that the best solution would be to acquire EDEA in an all share transaction where EDEA's investors receive shares in Otovo and continue the positive investment journey through the Otovo share. On this basis, Otovo presents this Offer to acquire all shares in EDEA from Eligible Shareholders against a consideration of 1.7 newly issued Consideration Shares in Otovo for every tendered Share in EDEA.

#### **3.2 Recommendation of the board of directors of the Company**

The board of directors of EDEA have recommended that the EDEA shareholders accept the offer. Please see the full statement from the board of directors of EDEA attached as [Appendix B](#).

#### **3.3 Strategic rationale for the Offer**

Since Otovo established EDEA, leasing has proven to be attractive to customers in Europe, access to capital and the interest in investing in this space has increased significantly.

In the current competitive environment, it is crucial to align Otovo's and EDEA's interests and join forces. The acquisition will align interests and unlock value for all shareholders, enable EDEA to increase leverage ratio, and incentivise Otovo to sell leasing and invest in necessary leasing technology and services.

The combined company will have full flexibility when it comes to capitalisation and strategy when critical size is reached. Together the companies will be positioned for accelerated growth that Otovo believes will unlock value to all EDEA and Otovo shareholders.

### **3.4 The Offeror – Otovo AS**

The Offer is made by Otovo AS, a Norwegian private limited company incorporated and registered under the laws of Norway with registration number 915 501 680, having its registered business address at Torggata 7, 0181 Oslo, Norway.

For further information about the Offeror, see Section 7 "Information about the Offeror" below.

### **3.5 The Company – European Distributed Energy Assets Holding AS**

European Distributed Energy Assets Holding AS, a Norwegian private limited company incorporated and registered under the laws of Norway with registration number 923 991 859, having its registered business address at c/o Otovo AS, Torggata 7, 0181 Oslo, Norway.

For further information about the Company, see Section 6 "Information about the Company" below.

## 4 TERMS AND CONDITIONS OF THE OFFER

### 4.1 The Offer

Otovo is offering to acquire, on the terms, and subject to the conditions and limitations, set out in this Offer Document, all issued and outstanding Shares in EDEA from Eligible Shareholders, other than the EDEA Shares held by Otovo. As of the date of this Offer Document, Otovo holds 1,200,000 Shares in EDEA.

**The Offer is only made to "Eligible Shareholders", i.e. the EDEA shareholders as of 3 November 2021, as appearing in the VPS on 5 November 2021, but excluding any EDEA shareholders behind nominee accounts unless Otovo knows the identity of the ultimate shareholder as at the date hereof.** As further set out below in Section 4.6 "Conditions for completion of the Offer", the Completion of the Offer is subject to no requirement to prepare a prospectus becoming applicable. This also means that the Offer is not made to new shareholders who have acquired shares in EDEA after 3 November 2021. The Offeror may, however, accept acceptances from other shareholders than Eligible Shareholders to the extent that this would not trigger any obligation to prepare a prospectus in any jurisdiction.

The key indicative dates of the Offer are set out in the table below:

Announcement of the Offer.....	10 November 2021.
Acceptance Period commences .....	10 November 2021.
Acceptance Period ends (unless extended) .....	24 November 2021 at 16:30 hours (CET).
Notice to extraordinary general meeting of Otovo .....	On or about 29 November 2021.
Extraordinary general meeting of Otovo.....	On or about 6 December 2021.
Registration of share capital increase with the NRBE .....	On or about 9 December 2021.
Settlement .....	On or about 9 December 2021.

The timetable above assumes that there will not be an extension of the Acceptance Period and that all conditions for completion of the Offer have been fulfilled and/or waived. It should also be noted that the case handling period at the NRBE for registration of the share capital increase in Otovo may vary.

### 4.2 Consideration

Otovo is valued at NOK 24.794 per share, corresponding to a total equity value of NOK 2,641,163,742, based on volume-weighted trades since Monday 8 November 2021 at 09:00 hours (CET).

The consideration offered by Otovo to the Eligible Shareholders in the Offer is 1.7 Consideration Shares in Otovo per tendered Share in the Company (the "**Consideration**"), valuing the EDEA Share at NOK 42.15 per Share, corresponding to a total equity value of NOK 271,384,859. The value is 69% above the price at which the fundraising in EDEA took place in October 2020, approximately 6% above the last trade in EDEA on the NOTC, and the Eligible Shareholders are offered a far more liquid share in Otovo, which is also listed on Euronext Growth Oslo.

No fractional Consideration Shares will be issued, and for each accepting Eligible Shareholder the Consideration will be rounded down to the nearest whole number of Consideration Shares (without any compensation for such rounding).

The Consideration Shares will be ordinary shares of Otovo, to be issued as new shares in the same class of shares as the existing shares of Otovo already listed on Euronext Growth Oslo. Subject to approval by the extraordinary general meeting of Otovo of the issuance of the Consideration Shares, the Consideration Shares will be issued and delivered to the Eligible Shareholders accepting the Offer in accordance with the terms and subject to the conditions set out in Section 4.15 "Settlement" below.

The Consideration has been accepted by the Eligible Shareholders who have already accepted the Offer, as set out in Section 4.4 "Description of any pre-acceptances" below.

The Offeror reserves the right to amend the Offer, including the Consideration, in its sole discretion at any time prior to expiry of the Acceptance Period (as extended), provided however that the Offeror may not amend the Offer, including the Consideration, in a manner which disadvantages the Eligible Shareholders, in accordance with the procedures set out in Section 4.9 "Amendments to the Offer". Eligible Shareholders who have already accepted the Offer in its original form or with previous amendments will be entitled to any benefits arising from such amendments.

Other than the Consideration, no interest or other compensation will be paid by the Offeror to Eligible Shareholders tendering Shares in the Offer. Further, no interest or other compensation will be paid by the Offeror to tendering Eligible Shareholders in the event the Offer is not completed.

If the Company should decide to (i) change the Company's share capital, the number of shares issued or the nominal value of the shares, (ii) make or resolve to distribute dividend or to resolve or make other distributions to its shareholders, (iii) issue or resolve to issue instruments which give the right to require Shares issued, or (iv) announce that it has decided on any such measures, Otovo may, in accordance with the procedures set out in Section 4.9 "Amendments to the Offer", adjust the Consideration and/or other terms and conditions of the Offer to compensate for the economic effects of such decisions (provided that the condition in Section 4.6 "Conditions for completion of the Offer" item (v) is waived). If such adjustment is made, the acceptance by a previously accepting Eligible Shareholder shall be deemed an acceptance of the Offer as revised.

**4.3 Extraordinary general meeting of Otovo**

In order to be able to issue the Consideration Shares, Otovo will convene an extraordinary general meeting (the "EGM"). Subject to the other conditions for completion of the Offer being fulfilled or waived by Otovo, the board of Otovo will call for the EGM within one week following expiry of the Acceptance Period.

**4.4 Description of any pre-acceptances**

Eligible Shareholders representing in aggregate approximately 34.02% of the outstanding Shares and votes in the Company have undertaken to accept the Offer in respect to their Shares (increasing to 52.66% if the Shares held by Otovo is taken into account).

The pre-accepting Eligible Shareholders include the Company's two largest shareholders after Otovo.

The table below sets out an overview of the Eligible Shareholders that have provided pre-acceptances:

#	Eligible Shareholder	Number of Shares	% of total Shares
1	Verdipapirfondet KLP Aksje Norge.....	575,200	8.93
2	Altitude Capital AS.....	513,322	7.97

3	AxSol AB .....	240,000	3.73
4	Pescara Invest AS .....	150,000	2.33
5	Domaren i Gøteborg AB .....	140,000	2.17
6	Agder Energi Invest AS.....	119,400	1.85
7	Nysnø Klimainvesteringer AS.....	110,400	1.71
8	Obos BBL.....	101,000	1.57
9	Andmar Operation AS.....	100,000	1.55
10	Ragazzi AS .....	48,780	0.76
11	Simvest AS.....	36,000	0.56
12	Olivier Aizac .....	30,000	0.47
13	CAK AS .....	14,000	0.22
14	Lars Ekeland.....	12,400	0.19
	<b>Total.....</b>	<b>2,190,502</b>	<b>34.02</b>

The pre-acceptances will also apply to any Shares that the pre-accepting Eligible Shareholders may acquire prior to the expiry of the Acceptance Period.

All pre-accepting Eligible Shareholders are through the pre-acceptances entitled to the same price protections and price adjustment mechanisms as described in Section 4.2 "Consideration".

#### 4.5 Acceptance Period

The Offer can be accepted by Eligible Shareholders from and including 10 November 2021 to and including 24 November 2021 at 16:30 hours (CET). The Offeror may in its sole discretion extend the Acceptance Period (one or more times). Any extension of the Acceptance Period will be announced in the manner described in Section 4.14 "Notices" no later than prior to expiry of the Acceptance Period. When referring to the Acceptance Period in this Offer Document this refers to the Acceptance Period as extended from time to time.

The Offeror will at the end of the Acceptance Period issue a notification informing about the level of acceptance in the Offer in the manner described in Section 4.14 "Notices".

#### 4.6 Conditions for completion of the Offer

Completion of the Offer is subject to the following conditions, each one of which may be waived by the Offeror, in whole or in part, in its sole discretion unless otherwise explicitly set out below:

- (i) **Minimum acceptance.** The Offer shall have been validly accepted by Eligible Shareholders representing (together with any Shares in the Company already owned by the Offeror at such point in time) more than 90% (or such lower percentage as the Offeror may determine in its sole discretion) of the issued and outstanding share capital and voting rights of the Company on a Fully Diluted<sup>1</sup> basis, and such acceptances not being subject to any third party consents in respect of pledges or other rights.

<sup>1</sup> For this purpose, "Fully Diluted" shall mean all issued Shares together with all shares which the Company would be required to issue if all rights to subscribe for or otherwise require the Company to issue additional shares, under any agreement or instrument, existing at or prior to completion of the Offer, were exercised.

- (ii) **Approval by the extraordinary general meeting of Otovo.** The issuance of the Consideration Shares to Eligible Shareholders accepting the Offer shall have been approved by the extraordinary general meeting of Otovo.
- (iii) **No action by Relevant Authority<sup>2</sup>.** No Relevant Authority of a competent jurisdiction shall have taken any form of legal action (whether temporary, preliminary or permanent) that prohibits the consummation of the Offer or shall in connection with the Offer have imposed conditions upon the Offeror, the Company or any of its subsidiaries which are material for the value of the EDEA Group (taken as a whole).
- (iv) **No obligation to prepare a prospectus.** Neither the offer, issuance or the delivery of the Consideration Shares pursuant to this Offer shall result in a requirement for the Offeror or the Receiving Agent to prepare and publish a prospectus pursuant to the EU Prospectus Regulation.
- (v) **Ordinary conduct of business.** There has not been made, and not been passed any decision to make or published any intention to make, any changes in the share capital of the Company or any of its subsidiaries, issuance of rights which entitles holders to demand new shares or similar securities in the Company or any of its subsidiaries, payment of dividend or other distributions to the shareholders, proposals to the shareholders for merger or de-merger, or any other change of corporate structure.

As soon as each of the conditions above has been met, waived or failed to be met, the Offeror will issue a notification to that effect in accordance with the procedures set out in Section 4.14 "Notices" below.

#### **4.7 Procedures for accepting the Offer**

Eligible Shareholders who wish to accept the Offer must complete and sign the Acceptance Form enclosed to this Offer Document as Appendix A and return it to the Receiving Agent within the expiration of the Acceptance Period on 24 November 2021 at 16:30 hours (CET) (or such later time that the Acceptance Period may be extended to). The Acceptance Form can be submitted either by e-mail, hand delivery or by postal mail.

**Eligible Shareholders who wish to accept the Offer are urged to submit their Acceptance Forms in accordance with these procedures as soon as possible.**

An acceptance of the Offer will, in addition to the Shares the Eligible Shareholder has registered on its VPS account stated in the Acceptance Form, cover all Shares the Eligible Shareholder holds or acquires and that are registered on the Eligible Shareholder's VPS account stated in the Acceptance Form before or upon the expiry of the Acceptance Period. For further information on the settlement of the Offer, see Section 4.15 "Settlement".

Eligible Shareholders who own Shares registered on more than one VPS account must submit a separate Acceptance Form for each VPS account.

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<sup>2</sup> "Relevant Authority" means any (a) nation, principality, state, commonwealth, province, territory, county, municipality, district or other jurisdiction of any nature; (b) federal, state, local, municipal, foreign or other government (including any subdivision, court, administrative agency or commission or other authority thereof); (c) central bank, ministry, governmental, quasi-governmental (including the European Union), supranational, statutory, regulatory or investigative body or authority (including any national or supranational antitrust or merger authority) (d) individual, entity or body exercising, or entitled to exercise, any executive, legislative, judicial, administrative, regulatory, police, military or taxing or arbitral authority or power of any nature; or (e) trade agency, association, institution or professional or environmental body in any jurisdiction.

The correctly completed and signed Acceptance Form should be sent by e-mail, delivered by hand or sent by postal mail to the Receiving Agent at the following address:

**SpareBank 1 Markets AS**

Olav Vs gate 5

P.O. box 1398 Vika

N-0114 Oslo

Norway

Phone: +47 24 14 74 60

E-mail: [offering@sb1markets.no](mailto:offering@sb1markets.no)

Any Acceptance Form that is not correctly or lawfully completed or that is received after the expiration of the Acceptance Period can be rejected without further notice. The Offeror reserves the right to approve acceptances being received after the expiration of the Acceptance Period or not being correctly completed within the limits of the principle of equal treatment of shareholders.

Eligible Shareholders who own Shares registered in the name of brokers, banks, investment companies or other nominees, must contact such persons to accept the Offer. Acceptance of the Offer for Shares registered in the name of an investment manager must be done by the manager on behalf of the relevant Eligible Shareholder.

All Shares tendered in the Offer are to be transferred free and clear of any encumbrances and any other third party rights whatsoever and with all shareholder rights attached to them. Any third party with registered encumbrances or other third-party rights over the relevant VPS account(s) must sign the Acceptance Form and thereby waive its rights in the Shares sold in the Offer and approve the transfer of the Shares to the Offeror free and clear of any such encumbrances and any other third party rights. Acceptances will be treated as valid only if any such rights holder has consented by signing on the Acceptance Form for the sale and transfer of the Shares free and clear of any encumbrances to the Offeror.

No confirmation of receipt of Acceptance Forms or other documents will be made on behalf of the Offeror. Neither the Offeror nor the Receiving Agent, nor any third parties engaged by the Offeror or the Receiving Agent, will be responsible for delays in the postal systems, unavailable internet lines or servers, e-mail delays or any other logistical or technical problems that may result in Application Forms, notifications, documents or remittances not being delivered in time or at all.

**The acceptance of the Offer is irrevocable, and may not be withdrawn, in whole or in part, once the Receiving Agent has received the Acceptance Form.**

**By delivering a duly executed Acceptance Form, Eligible Shareholders irrevocably authorise the Receiving Agent to debit such accepting Eligible Shareholder's VPS account, and to transfer the Shares to the Offeror against subsequent delivery of the Consideration Shares upon settlement of the Offer.**

In accordance with the Norwegian Securities Trading Act, the Receiving Agent must categorise all new customers in one of three customer categories. All Eligible Shareholders delivering the Acceptance Form and who are not existing clients of the Receiving Agent will be categorised as non-professional clients. For further information about the categorisation, the Eligible Shareholder may contact the Receiving Agent. The Receiving Agent will treat the delivery of the Acceptance Form as an execution only instruction from the Eligible Shareholder to sell

his/her/its Shares under the Offer, since the Receiving Agent is not in the position to determine whether the acceptance and selling of Shares is suitable or not for the Eligible Shareholder.

#### **4.8 Authorisation to the Receiving Agent**

By delivering a duly executed Acceptance Form, Eligible Shareholders give the Receiving Agent an authorisation to transfer the Shares to the Offeror against subsequent delivery of the Consideration Shares upon settlement of the Offer (see Section 4.7 "Procedures for accepting the Offer" and Section 4.15 "Settlement"). The Eligible Shareholder undertakes, from the time of delivering a duly executed Acceptance Form, not to sell or in any other way dispose of, use as security, pledge, encumber or transfer to another VPS account, the Shares covered by the Acceptance Form.

Eligible Shareholders that accept the Offer will, to the extent permitted under Norwegian law, remain the legal owners of their Shares and retain voting rights and other shareholder rights related thereto until settlement has taken place.

#### **4.9 Amendments to the Offer**

The Offeror reserves the right to amend the Offer in its sole discretion at any time during the Acceptance Period, provided, however, that the Offeror may not amend the Offer in a manner which disadvantages the Eligible Shareholders. Any amendments are binding on the Offeror once a notice is given in accordance with the procedures set out in Section 4.14 "Notices" below. Any acceptance received by the Receiving Agent is binding even if the Acceptance Period is extended and/or the Offer is otherwise amended in accordance with the terms of this Offer Document. Eligible Shareholders who have already accepted the Offer in its original form or with previous amendments will be entitled to any benefits arising from such amendments.

#### **4.10 Otovo's expenses**

Otovo's estimated expenses related to the Offer are NOK 2,300,000 (exclusive VAT).

#### **4.11 Transaction costs**

Eligible Shareholders who accept the Offer will not have to pay brokerage fees. The Offeror will pay VPS transaction costs that may occur as a direct consequence of the Eligible Shareholder accepting the Offer. The Offeror will not cover any other costs that a shareholder may incur in connection with acceptance of the Offer.

#### **4.12 Tax**

Eligible Shareholders accepting the Offer are themselves responsible for any tax liability arising as a result of the settlement and any costs incurred in obtaining advice in this matter. A general description of the tax implications of the Offer is included under Section 9 "Taxation" below.

#### **4.13 Dilution**

The existing shareholders in Otovo will be diluted by up to 9.23% as a consequence of the Offer and issuance of the Consideration Shares to the Eligible Shareholders, assuming that all Eligible Shareholders in EDEA accept the Offer.

#### **4.14 Notices**

Notices in connection with the Offer will be published by notifications through NOTC's electronic news service (available on [www.notc.no](http://www.notc.no)) in addition to press releases from Otovo which will be published on [www.newsweb.no](http://www.newsweb.no) under the ticker "OTOVO". Notices will be deemed made when the notice has been published through NOTC or made public through a Otovo press release on [www.newsweb.no](http://www.newsweb.no).

#### **4.15 Settlement**

Following expiry of the Acceptance Period and subject to the other conditions for completion of the Offer being fulfilled or waived by Otovo, the board of directors of Otovo will call for an EGM of Otovo in order to approve the share capital increase for the issuance of the Consideration Shares (whereby the tendered Shares will be contributed to Otovo as contribution in kind) within one week following expiry of the Acceptance Period (as extended).

The notice period for the EGM is one week. Subject to approval by the EGM of Otovo of the issuance of the Consideration Shares, Otovo will seek to have the share capital increase registered in the NRBE as soon as possible after the EGM, but it should be noted that the case handling period at the NRBE may vary. Final settlement by delivery of the Consideration Shares to the Eligible Shareholders who have accepted the Offer is, however, expected shortly after the completion of the registration of the share capital increase in the NRBE.

This settlement procedure means that tendered EDEA Shares will be transferred from tendering Eligible Shareholders' VPS accounts to Otovo before the Consideration is settled by Otovo by delivery of the Consideration Shares. Simultaneous transfer of the Consideration Shares is not technically possible due to Norwegian company law, as there is a requirement that the Consideration Shares must be fully paid prior to the Consideration Shares being issued. This is done by the Eligible Shareholders by way of transferring the EDEA Shares to Otovo as contribution in kind.

Eligible Shareholders who have tendered EDEA Shares in the Offer remain bound by their acceptance until settlement has occurred or the Offer has lapsed or been withdrawn or terminated. For the purpose of settlement of the Offer, the Receiving Agent will be authorised by each Eligible Shareholder to contribute the tendered EDEA Shares to Otovo, subscribe for the Consideration Shares and execute all formalities necessary on behalf of each Eligible Shareholder pursuant to the Acceptance Form.

Settlement of the Consideration Shares will be made by crediting the relevant number of Consideration Shares to the VPS account of each Eligible Shareholder who has accepted the Offer.

#### **4.16 Registration in the VPS**

The Consideration Shares will, when issued, be registered in book-entry form in the VPS and have ISIN NO0010809783. The Offeror's register of shareholders in the VPS is administered by DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, acting as VPS registrar.

#### **4.17 Trading in the Consideration Shares**

The Consideration Shares are expected to be listed and tradable on Euronext Growth Oslo under the ticker code "OTOVO" from on or about the time they are issued.

#### **4.18 Restrictions**

By accepting the Offer by the delivery of a duly executed Acceptance Form to the Receiving Agent, the accepting Eligible Shareholder certifies that such accepting Eligible Shareholder:

- a) has not received the Offer Document, the Acceptance Form or any other document relating to the Offer in any Restricted Jurisdiction, nor to have mailed, transmitted or otherwise distributed any such document in or into any Restricted Jurisdiction;
- b) has not utilized, directly or indirectly, the mails, or any means or instrumentality of commerce, or the facilities of any national securities exchange, of any Restricted Jurisdiction in connection with the Offer;
- c) is not and was not located in any Restricted Jurisdiction at the time of accepting the terms of the Offer or at the time of returning the Acceptance Form; and
- d) if acting in a fiduciary, agency or other capacity as an intermediary, then either (i) has full investment discretion with respect to the securities covered by the Acceptance Form or (ii) the person on whose behalf such person is acting was located outside any Restricted Jurisdiction at the time of instructing acceptance of the Offer.

Eligible Shareholders not residing in Norway wanting to accept the Offer must make inquiries on relevant and applicable legislation, including but not limited to whether public consent is required and possible tax consequences.

#### **4.19 Jurisdiction and choice of law**

The Offer, this Offer Document and all acceptances of the Offer shall be governed by Norwegian law with Oslo District Court as legal venue. Eligible Shareholders accepting the Offer agree that any dispute arising out of or in connection with the Offer, this Offer Document or any acceptances of the Offer is subject to Norwegian law and shall exclusively be settled by Norwegian courts and with the Oslo District Court as legal venue.

## **5 ADDITIONAL INFORMATION ON THE OFFER**

### **5.1 Contact between the parties prior to the Offer**

The Offer was presented to the Company's board of directors and chief executive officer on 3 November 2021. The board of directors of the Company gave its recommendation on 9 November 2021. In addition, the Offeror has conducted meetings with the major shareholders of the Company and obtained 34.02% pre-acceptances for the Offer (increasing to 52.66% if the Shares held by Otovo is taken into account), as further described in Section 4.4 "Description of any pre-acceptances" above.

### **5.2 Reasons for the Offer and plans for the future business**

The reasons for the Offer are described in Section 3 "Background and strategic rationale for the Offer" above. The Offer will not have any direct consequences for the future business of the Company that will continue to be run by the Company's CEO and with the assistance of Otovo, in accordance with the management agreement between the companies.

### **5.3 Impact on the Company's employees**

The Offeror currently has no reorganisation plans that would have legal, economic or work-related consequences for the employees of the Company and will, following completion of the Offer, discuss and consider with the Company and its executive management any organisational changes required or appropriate to ensure the successful integration and future development of the businesses.

Otovo believes in involving its employees in the share capital of the company and currently has two employee share purchase programmes, as further described in Section 7.1 "Company overview".

The CEO of the Company is currently participating in a share purchase programme related to the Company's Shares, which, according to the agreement governing the share purchase programme, shall be converted to a share purchase programme related to the Otovo share at an exchange rate equivalent to the exchange rate set out in this Offer.

### **5.4 Legal implications**

The Offeror is currently not aware of any legal consequences for the Company as a result of the Offer being completed, other than the Offeror becoming the owner of all Shares in the Company validly tendered under the Offer with the voting and other shareholder rights attached thereto.

As set out in Section 5.7 "No mandatory offer" below, the Offeror will not be subject to any obligation to make any new offer(s) to the Company's shareholders should the Offer be completed.

### **5.5 Financing of the Offer**

The Offer is not subject to any financing condition. The Consideration will be settled by way of issuance of new shares in Otovo, subject to approval by the extraordinary general meeting of Otovo.

### **5.6 Benefits to members of management and directors**

In connection with making the Offer, no special benefits will be given to members of the executive management or members of the board of directors of the Company, nor have such persons been presented with the prospect of any future benefits.

## **5.7 No mandatory offer**

As the Company's Shares are not listed on any exchange or regulated market, the take-over rules in chapter 6 of the Norwegian Securities Trading Act are not applicable. Consequently, the Offeror will not be subject to any obligation to make any new offer(s) to the Company's shareholders should it complete the Offer.

## **5.8 Compulsory acquisition of Shares**

Should the Offeror, as a result of the Offer or otherwise, become the holder of more than 90% of the Shares and corresponding votes in the Company, it will have the right to effect a compulsory acquisition of any Shares not already owned by it pursuant to section 4-26 of the Norwegian Limited Liability Companies Act (the "**Companies Act**").

If the Offeror decides to effect such a compulsory acquisition, title to the remaining Shares in the Company will be transferred to the Offeror. The Offeror will be obliged to offer the remaining shareholders of the Company a price for the Shares so acquired, and to deposit the aggregate amount offered at a separate account in a bank authorised to carry out business in Norway. If such offer is made in writing to all the remaining shareholders of the Company, a time limit may be set within which each remaining shareholder may raise objections or reject the offer. If such time limit is set, and not all of the remaining shareholders' addresses are known, the offer must also be in the NRBE's electronic bulletin for public announcements. The time limit may not be shorter than two months following the electronic announcement. Failure to provide timely objections will imply acceptance of the price offered by the Offeror. If any former shareholder of the Company does not accept the offered price, the price per share in respect of such former shareholder will (absent agreement) be determined by the Norwegian courts.

## **5.9 De-registration of the Shares from the NOTC**

Following completion of the Offer, the Offeror intends and reserves its right to apply to the NOTC for de-registration of the Shares from the NOTC. If the Offeror does not acquire more than 90% of the Shares, such proposal requires the approval of a 2/3 majority to be adopted by the Company's general meeting. Any de-registration is to be decided by the NOTC in accordance with the NOTC Continuing Obligations. The NOTC may also decide on its own initiative to de-register the Shares on the NOTC if the Company no longer satisfies the NOTC's conditions for registration of Shares on the NOTC.

## 6 INFORMATION ABOUT THE COMPANY

The following Section contains a brief presentation of the Company and its operations. The information about the Company is based on the Company's public accounts and other materials in the public domain. The Offeror disclaims any responsibility and liability for the accuracy or completeness of the Offer Document in terms of the information about the Company and its operations. For a more detailed description of the Company, please refer to the Company's website: <https://edeaholding.com/>. Information may also be obtained through the annual reports, quarterly reports, investor information and announcements published by the Company on the NOTC (see: <https://www.notc.no/eng>).

### 6.1 Company overview

European Distributed Energy Assets Holding AS is a private limited company (Nw. *aksjeselskap*) validly incorporated and existing under the laws of Norway in accordance with the Companies Act. The Company is registered with the NRBE with registration number 923 991 859. The Company's registered business address is c/o Otovo AS, Torggata 7, 0181 Oslo, Norway.

The Company's Shares are registered in book-entry form with VPS under ISIN NO0010893886 and registered for trading on the NOTC under the ticker code "EDEA".

The EDEA Group was established by Otovo in 2020, to finance leasing of energy assets originated by Otovo. The EDEA Group enables green affordable energy to European households and receives predictable cash flows on 20 years contracts. Currently, the EDEA Group offers financing of solar systems to households in Norway, Sweden, Spain, Poland and France, and aims to take a leading position in this market in Europe. EDEA Group's headquarter is located in Oslo, Norway.

The Company is the direct and indirect parent company of the subsidiaries set out in the table below.

<b>Company name</b>	<b>Office municipality</b>	<b>Ownership interest</b>	<b>Shareholder</b>
European Distributed Energy Assets AS	Oslo, Norway	100%	EDEA
European Distributed Energy Assets Midco AS	Oslo, Norway	100%	EDEA
Distributed Energy Assets SLU	Madrid, Spain	100%	EDEA
Distributed Energy Assets SARL	Paris, France	100%	EDEA
European Distributed Energy Assets AB	Stockholm, Sweden	100%	EDEA
EDEA Polska Sp. Z o.o.	Warsaw, Poland	100%	EDEA

### 6.2 Share capital and shareholders

As of the date of this Offer Document, the Company has a registered share capital of NOK 965,787.00, divided into 6,438,580 shares, each with a nominal value of NOK 0.15. The Shares provide equal rights to vote and other privileges in the Company in accordance with the Companies Act.

The table below shows the 20 largest shareholders in the Company as of 3 November 2021, as recorded with the VPS on 5 November 2021:

<b>#</b>	<b>Shareholder</b>	<b>Number of Shares</b>	<b>% of total shareholders</b>
1	OTOVO AS.....	1,200,000	18.63765
2	VERDIPAPIRFONDET KLP AKSJENORGE .....	575,200	8.93365
3	ALTITUDE CAPITAL AS .....	513,322	7.97260

4	KLAVENESS MARINE FINANCE AS.....	440,000	6.83380
5	Norron Sicav - Target <sup>1</sup> .....	350,000	5.43598
6	Nordea Nordic SM Cap <sup>1</sup> .....	344,600	5.35211
7	IMMOB DRIFT AS.....	280,000	4.34878
8	AxSol AB <sup>1</sup> .....	240,000	3.72753
9	SKEIE CAPITAL INVESTMENT AS .....	220,000	3.41690
9	SKEIE TECHNOLOGY AS.....	220,000	3.41690
11	PESCARA INVEST AS.....	150,000	2.32971
12	MP PENSJON PK.....	140,000	2.17439
12	DOMAREN I GØTEBORG AB.....	140,000	2.17439
14	AGDER ENERGI INVEST AS .....	119,400	1.85445
15	NYSNØ KLIMAINVESTERINGER AS.....	110,400	1.71466
16	STRANDEN INVEST AS .....	104,000	1.61526
17	OBOS BBL .....	101,000	1.56867
18	ANDMAR OPERATIONS AS .....	100,000	1.55314
19	NORDA ASA .....	90,018	1.39810
20	PORTIA AS.....	89,743	1.39383
	<b>Total top 20 shareholders.....</b>	<b>5,527,683</b>	<b>85.85250</b>
	<b>Other shareholders .....</b>	<b>910,897</b>	<b>14.14750</b>
	<b>Total number of shares .....</b>	<b>6,438,580</b>	<b>100</b>

1 Nominee account.

### 6.3 Executive management and board of directors

#### 6.3.1 Board of directors

The board of directors of the Company comprise the following individuals:

<b>Name</b>	<b>Position</b>
Andreas Egge Thorsheim .....	Chair
Einar Unhjem Johansen.....	Board member
Lars Syse Christiansen.....	Board member
Tobias Mario Told .....	Board member
Kristian Kristoffersen.....	Board member

#### 6.3.2 Executive management

The executive management of the Company comprise the following individuals:

<b>Name</b>	<b>Position</b>
Cecilie Ellila Weltz.....	Chief Executive Officer

## 6.4 Selected financial information

The tables below set forth certain selected consolidated financial information for the Company for the nine months ended 30 September 2021 and the financial year ended 31 December 2020. The financial information is presented in NOK and has been prepared in accordance with the Accounting Act section 3-9 and regulations on simplified International Financial Reporting Standards ("IFRS"). More detailed financial information can be found in the Company's consolidated financial statements, published by the Company on the NOTC and on its website: [www.edeaholding.com](http://www.edeaholding.com).

### 6.4.1 Selected financial information from the consolidated statement of comprehensive income

(In NOK million)

	<b>Nine months ended</b>	<b>Year ended</b>
	<b>30 September 2021</b>	<b>31 December 2020</b>
Revenue .....	1.91	0.16
Personnel cost.....	1.78	0.08
Other operating expenses .....	3.0	3.20
Depreciation .....	1.0	0.08
Net financial items .....	0.5	0.01
Profit/(loss) before tax.....	-4.37	-3.20

### 6.4.2 Selected financial information from the consolidated statement of financial position

(In NOK million)

	<b>Nine months ended</b>	<b>Year ended</b>
	<b>30 September 2021</b>	<b>31 December 2020</b>
Fixed assets .....	48.0	9.9
Accounts receivables and other current assets .....	10.3	5.3
Cash.....	95.2	136.6
<b>Total assets .....</b>	<b>153.5</b>	<b>151.7</b>
Equity .....	143.7	147.1
Liabilities .....	9.8	4.6
<b>Total equity and liabilities .....</b>	<b>153.5</b>	<b>151.7</b>

## 7 INFORMATION ABOUT THE OFFEROR

The following Section contains a brief presentation of the Offeror and its operations. For further information on the Offeror's business, financials, strategy, corporate structure and governance, please refer to the information document prepared by Otovo solely for the use in connection with the admission to trading of all its shares on Euronext Growth Oslo dated 18 February 2021 (see <https://newsweb.oslobors.no/message/525441>) and the latest interim financial statements prepared by the Offeror for Q1 2021 (see <https://newsweb.oslobors.no/message/531345>), Q2 2021 (see: <https://newsweb.oslobors.no/message/538122>) and Q3 2021 (see: <https://newsweb.oslobors.no/message/545324>).

### 7.1 Company overview

The Offer is made by Otovo AS, a private limited company (Nw. *aksjeselskap*) validly incorporated and existing under the laws of Norway in accordance with the Companies Act. The Offeror is registered in the NRBE with registration number 915 501 680. The Offeror's registered business address is Torggata 7, 0181 Oslo, Norway.

The Offeror's shares are registered in book-entry form with VPS under ISIN NO0010809783 and are admitted to trading on Euronext Growth Oslo under the ticker code "OTOVO". The Offeror's register of shareholders in the VPS is administered by DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway, acting as VPS registrar. The Offeror's LEI-code is 213800GFRKV96ML9G04.

Otovo is an online marketplace platform for residential solar systems, where customers, by entering their home address, obtain proposed design and price for solar installations in real-time, based on input from Otovo's network of local, reliable installers. Solar installations are provided either through direct payment, solar loan or 20 years leasing agreements.

Founded in 2016, the Otovo Group has rapidly scaled its platform beyond the Nordics and is currently operating in Norway, Sweden, France, Spain, Poland and Italy, and is planning to enter Germany in Q4 2021. Otovo's headquarter is located in Oslo, Norway and the Otovo Group has local offices in all target markets, with an expanding team of dedicated and experienced employees and managers.

Otovo is the direct and indirect parent company of the subsidiaries set out in the table below.

<b>Company name</b>	<b>Office municipality</b>	<b>Ownership interest</b>	<b>Shareholder</b>
Otovo AB	Stockholm, Sweden	100%	Otovo
ISWT 2.0	Paris, France	100%	Otovo
Otovo Iberic S.L.	Madrid, Spain	100%	Otovo
Otovo sp. z.o.o.	Warsaw, Poland	100%	Otovo
Otovo SRL	Milano, Italy	100%	Otovo

Otovo has granted share options to its management and key personnel. As of 30 September 2021 there were 2,488,260 outstanding options with a weighted average strike price of 7.07 kroner per share. In addition, Otovo has two employee share purchase programmes. There are 507,935 performance shares and 1,624,135 retention shares outstanding under these programmes. The expense in Q3 2021 for both share programmes was NOK 5.5 million, while the expense in Q3 2020 was NOK 0.1 million.

## 7.2 Share capital and shareholders

As of the date of this Offer Document, the Offeror has a registered share capital of NOK 532,621.55, divided into 106,524,310 shares, each with a nominal value of NOK 0.005. The shares provide equal rights to vote and other privileges in the Offeror in accordance with the Companies Act.

The table below shows the 20 largest shareholders in the Offeror as of 3 November 2021, as recorded with the VPS on 5 November 2021:

#	Shareholder	Number of shares	% of total shareholders
1	AxSol AB <sup>1</sup> .....	22,513,237	21.13437
2	AKERSHUS ENERGI SOL AS .....	9,017,740	8.46543
3	AGDER ENERGI INVEST AS .....	8,943,260	8.39551
4	ANDMAR OPERATIONS AS .....	8,477,950	7.95870
5	NYSNØ KLIMAINVESTERINGER AS .....	8,286,870	7.77932
6	VERDIPAPIRFONDET KLP AKSJENORGE .....	4,791,820	4.49833
7	BNP Paribas Securities Services <sup>1</sup> .....	3,821,033	3.58701
8	OBOS BBL .....	3,818,480	3.58461
9	SIMVEST AS .....	2,703,428	2.53785
10	BEACON GROUP AS .....	2,300,440	2.15954
11	Altitude Capital AS <sup>2</sup> .....	1,919,889	1.80230
12	VERDIPAPIRFONDET DNB MILJØINVEST .....	1,808,691	1.69791
13	CAK AS .....	1,382,299	1.29764
14	ERØY AS .....	1,114,980	1.04669
15	NORDNET LIVSFORSIKRING AS .....	1,112,322	1.04420
16	CACEIS Bank <sup>1</sup> .....	1,059,530	0.99464
17	VERDIPAPIRFONDET DELPHI NORGE .....	837,045	0.78578
18	Morgan Stanley & Co. Int. Plc. <sup>1</sup> .....	812,372	0.76262
19	EMJO AS .....	739,000	0.69374
20	BOURGEON .....	670,599	0.62953
	<b>Total top 20 shareholders .....</b>	<b>86,130,985</b>	<b>80.85572</b>
	<b>Other shareholders .....</b>	<b>20,393,325</b>	<b>19.14428</b>
	<b>Total number of shares .....</b>	<b>106,524,310</b>	<b>100</b>

1 Nominee account.

2 Broker account.

### 7.3 Executive management and board of directors

#### 7.3.1 Board of directors

The board of directors of the Offeror comprise the following individuals:

<b>Name</b>	<b>Position</b>
Peter Mellbye.....	Chair
Tor Øystein Repstad .....	Board member
Ingunn Andersen Randa.....	Board member
Olivier Francois Aizac.....	Board member
Johan Erik Sixten Bergström .....	Board member
Alejandro Diaz .....	Board member and employee representative
Josefin Christina Landgård.....	Board member

#### 7.3.2 Executive management

The executive management of the Offeror comprise the following individuals:

<b>Name</b>	<b>Position</b>
Andreas Egge Thorsheim .....	Chief Executive Officer
Lars Ekeland .....	Chief Financial Officer and General Counsel
Babak Tighnavard .....	Chief Business Officer
Simen Fure Jørgensen .....	Chief Product Officer
Andreas Bentzen.....	Chief Technology Officer
Anne Lene Holstad.....	Chief Operating Officer

### 7.4 Selected financial information

The tables below set forth certain selected consolidated financial information for the Offeror for the nine months ended 30 September 2021 and the financial year ended 31 December 2020. The financial information is presented in NOK and has been prepared in accordance with the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Principles ("**NGAAP**"). More detailed financial information can be found in the Offeror's consolidated financial statements, published by the Company on NewsWeb and on its website: [www.otovo.com](http://www.otovo.com).

#### 7.4.1 Selected financial information from the consolidated statement of comprehensive income

<i>(In NOK million)</i>	<b>Nine months ended</b>	<b>Year ended</b>
	<b>30 September 2021</b>	<b>31 December 2020</b>
Revenue .....	189.7	147.5
Gross profit.....	31.4	26.2
Operating profit/(loss).....	-122.3	-102.8
Profit/(loss) after tax.....	-123.6	-102.2

7.4.2 Selected financial information from the consolidated statement of financial position

(In NOK million)

	<b>Nine months ended</b>	<b>Year ended</b>
	<b>30 September 2021</b>	<b>31 December 2020</b>
Total non-current assets .....	166.9	164.3
Total current assets .....	253.6	95.7
<b>Total assets .....</b>	<b>420.5</b>	<b>260.0</b>
Total Equity .....	335.7	174.5
Total non-current liabilities.....	10.1	22.4
Total current liabilities.....	74.7	63.1
<b>Total equity and liabilities .....</b>	<b>420.5</b>	<b>260.0</b>

7.4.3 Selected financial information from the consolidated statement of cash flow

(In NOK million)

	<b>Nine months ended</b>	<b>Year ended</b>
	<b>30 September 2021</b>	<b>31 December 2020</b>
Net cash flow from operating activities.....	-95.8	-75.8
Net cash flow from investing activities .....	-22.2	-46.5
Net cash flow from financing activities.....	250.8	2.9
Net cash flow during the period.....	132.8	-119.4
Cash and cash equivalent at the beginning of the period.....	73.7	193.0
Cash and cash equivalent at the end of the period .....	206.8	73.7

## **8 RISK FACTORS**

*As further described in Section 4.2 "Consideration" above, the Consideration offered by Otovo in the Offer consists of 1.7 Consideration Shares in Otovo per tendered Share in the Company. An investment in Otovo involves inherent risk. The following describes the risks relating to the Offer, as well as the risks relating to Otovo and its business and the Otovo shares (which includes the Consideration Shares). Eligible Shareholders should consider carefully all information set forth in this Offer Document before accepting the Offer and, in particular, the specific risk factors set out below. If any of the risks described below materialise, individually or together with other circumstances, they may have a material adverse effect on Otovo's business, financial condition, results of operations and cash flow, which may cause a decline in the value and trading price of the Consideration Shares that could result in a loss of all or part of any investment in the Consideration Shares.*

### **8.1 Risks related to Otovo's shares and the Offer**

#### *8.1.1 The Offer is subject to several conditions, which if not satisfied or waived, will result in the cancellation of the Offer*

The Offer is subject to several conditions that need to be satisfied or waived by Otovo before completion of the Offer. These conditions are set out in 4.6 "Conditions for completion of the Offer".

There can be no assurance that the above conditions will be satisfied or waived by Otovo. Should any of the above conditions not be satisfied or waived, Otovo will not be required to complete the Offer.

#### *8.1.2 Fluctuations in the market price of the Shares could have an impact on the implied consideration in the Offer.*

The implied consideration in the Offer could vary significantly due to price fluctuations in the Otovo shares. Should the market price of the Otovo shares develop more negatively or less positively than the market price of the EDEA shares this will have a negative impact on the implied consideration in the Offer.

#### *8.1.3 Risk related to volatility of the Otovo share price following completion of the Offer*

The market price of Otovo's shares may be highly volatile and investors in Otovo's shares could suffer losses. The trading price of Otovo's shares could fluctuate significantly in response to a number of factors beyond Otovo's control, including the sale of relatively large holdings of shares by majority shareholders, quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, significant contracts, acquisitions or strategic relationships, publicity about the Otovo Group or other companies where the Otovo Group holds an ownership interest, their products and services or its competitors, lawsuits and unforeseen liabilities, changes to the regulatory environment in which it operates or general market conditions. In recent years, the stock market has experienced extreme price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies. The price of Otovo's shares may therefore fluctuate based upon factors that have little or nothing to do with the Otovo Group or other companies where the Otovo Group holds an ownership interest, and these fluctuations may materially affect the price of Otovo's shares.

#### *8.1.4 Otovo does not expect to pay dividends in the near future*

Norwegian law provides that any declaration of dividends must be adopted by Otovo's shareholders at the general meeting. Dividends may only be declared to the extent that Otovo has distributable funds and the board of directors of Otovo finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with Otovo's operations and the need to strengthen its liquidity and financial position. As Otovo's

ability to pay dividends is dependent on the availability of distributable reserves, it is inter alia dependent upon receipt of dividends and other distributions of value from its subsidiaries and companies in which Otovo has and in the future may invest. Otovo does not expect to pay dividends in the near future.

#### *8.1.5 Shared-based incentive programs and granted authorizations to increase the share capital could dilute the holdings of shareholders*

The Otovo Group has in place two active share-based incentive programs pursuant to which the employees may be granted share options and rights to subscribe for shares. Further, Otovo's board of directors has been granted authorisations to increase the share capital of Otovo. The share options, rights to subscribe for shares and authorisations to increase the share capital of Otovo will have a dilutive effect on Otovo's shareholders once exercised.

#### *8.1.6 Risk related to the issuance and delivery of the Consideration Shares in the Offer*

The share capital increase for the issuance of Consideration Shares (whereby the tendered Shares will be contributed to Otovo as contribution in kind) is subject to approval by the extraordinary general meeting of Otovo. If such approval is not obtained from the extraordinary general meeting, the Consideration Shares will not be delivered to the Eligible Shareholders accepting the Offer and the Offer will lapse. Such events could adversely affect Eligible Shareholders accepting the Offer.

## **8.2 Risks related to the business and industry in which the Otovo Group operates**

### *8.2.1 Risk related to the Otovo Group's business*

Otovo is a market platform for installation of roof-mounted solar systems in private homes in addition to other distributed energy assets sold to consumers. The Otovo Group relies on the one hand on a number of local installers of solar systems and on the other hand on the demand for energy assets among consumers. The risk related to the Otovo Group's business includes the risk of loss and reduced profitability due to changes in the customers' demand for the Otovo Group's products, negative impacts on the Otovo Group's competitive position, the installer companies' willingness or ability to deliver services through the platform and hardware supply chains for delivery of solar panels, batteries and other assets.

The customers' demand for the products delivered by the Otovo Group is dependent on factors such as electricity prices, grid tariffs, grid taxation, subsidies and the general macroeconomic factors such as unemployment rates. While the demand for the Otovo Group's product is expected to rise in the years to come, no assurance can be given regarding future demand. A general drop in demand for the Otovo Groups products may have a material negative impact on the result and financial position of the Otovo Group.

Factors which can impact the Otovo Group's competitive position include new players in the industry, pressure on market prices and future demand and supply factors, including the relative price or attractiveness of power produced by solar panels compared with other sources of power. Depending on developments, these factors can have a negative impact on the results and financial position of the Otovo Group. New hardware types, integration of solar panels into building materials, integrations between hardware types and home services controlled by competitors may negatively affect Otovo's ability to grow its business.

For the Otovo Group to grow and survive, it must continue to enhance and improve the functionality and features of the Otovo Group's products, services and technology to address the clients' changing behaviour and needs. The Otovo Group's future growth therefore depends on the success of the development and commercialization of its technology. The markets that the Otovo Group intends to operate within undergo rapid technological

change, and the Otovo Group's future success will depend on its ability to meet the changing needs of the industry. The Otovo Group's competitors, and their ability to meet the technological needs of the industry, is always a possible threat to the Otovo Group's success.

The Otovo Group purchases turnkey solar systems from local installers in the markets the Otovo Group is present. The Otovo Group's ability to deliver its products to customers in different regions depends on the ability to attract installers that compete for installations on the platform. In certain regions the number of installers present may be low, or installers may prefer to sell their products directly to consumers in certain regions. To the extent the Otovo Group is unable to attract a sufficient number of installers in each region, or one or more installers grow to dominate a part of the marketplace, this may have a significant impact on the business model and ultimately the result and financial position of the Otovo Group.

The solar panels and other assets delivered to the Otovo Group's customers are produced by large producers mainly situated in China or fabricated by Chinese companies in East Asia. The inverters delivered to the Otovo Group's customers are delivered by a limited number of manufacturers. Both political and macroeconomic factors may cause disruption to the supply chains of the Otovo Group. If such supply chains are disrupted and the Otovo Group is unable to replace its major suppliers, the Otovo Group may be unable to deliver its products which may in turn impact the Otovo Group's financial condition and result of operation.

If new industry standards and practices emerge, the Otovo Group's existing products, services and technology may become obsolete. The Otovo Group may further require additional capital in the future to pursue its business plan and may require further additional capital due to unforeseen liabilities, delayed or failed technical or commercial launch of its products or in order for it to take advantage of opportunities that may be presented to it. The Otovo Group may therefore not be able to implement its business strategy successfully, including entering into new markets, or manage its growth effectively. The Otovo Group's failure to execute its business strategy or to manage its growth effectively could adversely affect the Otovo Group's business, financial condition and results of operation.

#### *8.2.2 Risk related to installation and operation of solar panels*

The Otovo Group has extended operations in several markets and may therefore encounter operational problems in its business. The Otovo Group's products need to be integrated with the customers' real properties, specifically by installing solar panels on the customers' roofs and integrating the hardware with the customers' existing power grids. A defect or malfunction caused during the installation of the solar system or related to the solar panels and/or integrated hardware, can cause material damage to the customers' and third parties' properties and health. Operational problems that are caused by errors done by the subcontractors of the Otovo Group may also be discovered after the installation is completed.

The Otovo Group has in place contractual arrangements to ensure that it has recourse against installers and insurance that cover general liability and product liability. However, there is a risk that the insurance is insufficient and/or that the Otovo Group is unable to effectively enforce a recourse claim against the relevant supplier (for example following a bankruptcy of the supplier or due to the warranty period under the customer agreements being longer than the warranty periods provided by the Otovo Group's suppliers) and/or that the default related to the installation or operation may lead to a right for the customer to terminate the agreement. Further, there can be no assurance that the insurance and/or right of recourse are sufficient in case of major or systematic incidents related to certain installations or installers. Any such issues related to the installation and operation

experienced by the Otovo Group, or the Otovo Group's contractors, manufacturers and suppliers may adversely affect the Otovo Group's business, operating results, access to products and financial condition.

#### *8.2.3 Risk related to technological change in a competitive market*

The Otovo Group operates in markets that are new, fragmented, rapidly changing, and which are expected to be increasingly competitive. The Otovo Group's success depends on numerous factors, including its ability to successfully market and sell its products and services, its ability to introduce new products and services, and its ability to identify and develop market opportunities. Current and potential competitors might be better established and may have greater financial, technical, marketing and distribution resources. If the Otovo Group is unable to compete successfully, it may result in a reduction of the Otovo Group's customer levels and the Otovo Group could lose market share to competitors, which could adversely affect the Otovo Group's business, results of operations, financial condition, cash flows and/or prospects.

#### *8.2.4 Risk related to the quality of the Otovo Group's products*

The renewable energy industry is subject to continuing introduction of new technologies. The Otovo Group depends on its ability to offer a good-quality energy product and services, including its continued ability to stay updated on new technology. As competitors and others use or develop new technology, the Otovo Group may be placed at a competitive disadvantage, and there may be pressure to implement or acquire certain new technologies at a substantial cost. Any failure to do so could lead to loss of customers and consequently a basis of income. This could affect the Otovo Group's business and consequently its profitability.

#### *8.2.5 The demand for the Otovo Group's products may vary based on the electricity prices and grid tariffs*

The Otovo Group's marketing and advertising is to a large extent based on the economic benefits of using solar panels as a source of electricity, in preference to purchasing the electricity from other vendors. Consequently, if the electricity prices are low, or if there are changes in the design of grid tariffs that reduce the profitability of energy efficiency or self-consuming solar energy, the economic benefits of the Otovo Group's products could be reduced, which could negatively affect the demand for the Otovo Group's products.

#### *8.2.6 The Otovo Group may be unable to retain or replace key executives, key employees and qualified employees*

The Otovo Group's business is of a technical nature and requires specialized and skilled personnel. There is a risk that the Otovo Group will be unable to keep a sufficient number of appropriate key executives, key employees and qualified new employees to effectively manage the business. The management team and the key employees have agreed to short mutual notice periods of 3 months which may entail challenges for Otovo to hire replacements in connection with termination of employment before expiry of the termination period. There can be no assurance that the Otovo Group will be successful in retaining its key executives, key employees and qualified employees or replace such personnel with corresponding qualifications. If the Otovo Group fails to do so, it could have a material adverse effect on the Otovo Group's business, prospects, financial results and/or results of operations.

#### *8.2.7 The Otovo Group is exposed to risk relating to external suppliers of services and goods*

The Otovo Group's operations rely to a varying degree on external subcontractors and suppliers of components, services and goods. This operating model inherently contains a risk to the Otovo Group's goodwill and branding. If suppliers fail to meet agreed or generally accepted standards in areas such as environmental compliance, human rights, labour relations and product quality, this could have a significant adverse effect on the Otovo Group's business, prospects, financial results and results of operations.

### *8.2.8 Risks related to the Otovo Group's operating of business in multiple jurisdictions*

The Otovo Group operates in several jurisdictions in addition to Norway, including Sweden, France, Spain, Italy, Poland and Brazil and is planning to enter Germany in Q4 2021. Operations in international markets are subject to risks inherent in international business activities, including, in particular, general economic conditions in each such market, overlapping differing tax structures, management requiring knowledge to operate over various jurisdictions, increased operating costs, complications and delays associated with repairing and replacing equipment (including as a result of having to transport replacement equipment from distant locations), unexpected changes in regulatory requirements, complying with a variety of foreign laws and regulations, wage and price controls, sanctions and/or other imposition of trade barriers, imposition or changes in enforcement of local content laws, changes in economic or tax policies, changes in legislation which give raise to increased compliance costs, restrictions on currency or capital repatriations, currency fluctuations and devaluations and high levels of inflation, high interest rates, significant governmental influence over many aspects of local economies and/or other forms of government regulation and economic conditions that are beyond the Otovo Group's control, all of which could have a material adverse effect on the Otovo Group's business, financial position, result of operations and cash flows.

### *8.2.9 Risks associated with the global economy*

Uncertainty relating to global economic conditions and development may reduce the demand for the Otovo Group's services or result in contract delays or cancellations. In particular, the ongoing Covid-19 pandemic may still have an impact on the economy in the countries where the Otovo Group is operating, which again may affect employment and demand for the products the Otovo Group offers. Further, the pandemic may also cause disruption in the Otovo Group's supply chain which is dependent on solar panels produced in China. Such disruptions may lead to delays in deliveries and cancellations from customers which again could have an adverse impact on the Otovo Group's business, financial position, results of operations and cash flows.

## **8.3 Legal and regulatory risk**

### *8.3.1 Risks related to the application of tax laws and regulations*

The Otovo Group is exposed to risks regarding the correct application of tax regulations, for instance related to future changes in the tax regulation. The Otovo Group's future effective tax rates could be adversely affected by changes in applicable tax laws, treaties and regulations. The application of tax laws, treaties and regulations are highly complex and subject to interpretation. Consequently, the Otovo Group is subject to changing tax laws, treaties and regulations in and between countries in which it operates and such changes could have an adverse impact on the Otovo Group's business, financial position, results of operations and cash flows. The Otovo Group will also have to make decisions and take certain positions with respect to tax treatment of its assets, income, costs etc., that are not free from doubt. It is therefore not possible to guarantee that local tax authorities will agree to the decisions and positions taken by the Otovo Group. Thus, it should be noted that there is a risk that local tax authorities in Norway and other countries will increase the tax burden of the Otovo Group, which could have an adverse impact on the Otovo Group's business, financial position, results of operations and cash flows.

### *8.3.2 Risk related to product liability claims*

The Otovo Group cannot predict whether or not product liability claims will be brought against it, the effect of any resulting negative publicity on its business, or if its insurance coverage is inadequate to cover potential product liability claims. The assertion of product liability claims against the Otovo Group could result in potentially significant monetary damages, which could have a material adverse effect on the Otovo Group's business, prospects, financial results and results of operations.

### *8.3.3 Risk related to government regulations*

The Otovo Group is subject to various government regulations. Government regulations may be amended, and new regulations may be introduced, both of which may be burdensome. The Otovo Group is subject to risk relating to the structure of tariffs and fees in the electricity system as mandated by government agencies impacting the attractiveness of distributed energy to consumers and thus possibly reducing sales.

In certain jurisdictions, the end customers and/or the Otovo Group may benefit from governmental subsidies intended to promote climate friendly technologies and products, such as the Enova grant scheme in the Norwegian market. Future changes or reductions to such subsidy arrangements may impact the attractiveness of the Otovo Group's products for its potential customers and consequently affect future sales.

Historically, solar energy has been a target of taxation in certain jurisdictions, including in Spain, and the introduction of such taxation may impact the Otovo Group's ability to improve consumers' energy economics, and consequently reduce the Otovo Group's potential for future sales.

### *8.3.4 Risk related to legal, governmental or arbitration proceedings*

The Otovo Group, its customers or third parties may be involved in legal, governmental or arbitration proceedings related to the ordinary course of the Otovo Group's business, including personal injury litigation, intellectual property litigation, contractual litigation, environmental litigation, tax or securities litigation, as well as other proceedings. Such disputes may entail significantly higher operating expenses by additional legal and other related costs. The ultimate outcome of any legal, governmental or arbitration proceedings and the potential costs associated with prosecuting or defending such proceedings, including the diversion of the management's attention to these matters, could have a material and adverse effect on the Otovo Group's business, financial condition, results of operations, cash flows, time to market and/or prospects.

### *8.3.5 Risk related to consumer regulations*

Customer contracts may be subject to review, assessment and demand for amendments from consumer authorities in various jurisdictions. Consumer protection laws are generally vague, and may be subject to differing interpretations from consumer authorities. The Otovo Group is exposed to risk regarding compliance with existing consumer protection regulations and correct application of future changes in the consumer protection regulation.

### *8.3.6 Risk related to corruption*

Certain jurisdictions where the Otovo Group has operations and/or customers are perceived as jurisdictions with a higher risk of corruption compared to average Western countries. The Otovo Group maintains a zero tolerance policy towards bribery by any of its employees, agents and suppliers and has implemented rules on anti-corruption in the Otovo Group's code of conduct as well as in agreements with suppliers. However, corrupt practices of third parties or anyone working for the Otovo Group, or allegations of such practices, may have a material adverse effect on the reputation, business, financial position, results of operations and cash flows of the Otovo Group.

### *8.3.7 The Otovo Group is exposed to GDPR risk*

The Otovo Group is in a position where it will collect and manage personal data with respect to, inter alia, its customers and suppliers. The EU General Data Protection Regulation ("**GDPR**") introduces new obligations on data controllers and rights for data subjects. GDPR also introduces new fines and penalties for a breach of requirements, including fines for serious breaches of up to the higher of 4% of annual worldwide turnover or

EUR 20 million and fines up to the higher of 2% of annual worldwide turnover or EUR 10 million for other specified infringements. The implementation of GDPR has required amendments to the Otovo Group's procedures and policies, including measures to ensure compliance with the new rules. If there are breaches of these measures, the Otovo Group could face significant administrative and monetary sanctions which may have a material adverse effect on the Otovo Group's financial condition and results of operation.

#### *8.3.8 The outbreak of Covid-19 may have significantly negative effect on the Otovo Group*

The Otovo Group's performance is affected by the global economic conditions in the market in which it operates. The global economy has been experiencing a period of uncertainty since the outbreak of the coronavirus SARS-CoV-2 ("**Covid-19**"), which was recognized as a pandemic by the World Health Organization in March 2020. The global outbreak of Covid-19, and the extraordinary health measures and restrictions on local and global basis imposed by authorities across the world have, and may continue to cause, disruptions in the Otovo Group's value chain. The Covid-19 situation may adversely affect the Otovo Group's risk profile presented in this Section 8 "Risk factors", including, but not limited to, risks relating to general operations, the global economy, interest rate, currency and political and legislative risks.

Moreover, as a result of the Covid-19 situation, national authorities have adopted several laws and regulations with immediate effect and which provide legal basis for the government to implement measures in order to limit contagion and the consequences of Covid-19. The Otovo Group complies with national guidelines in each market and has imposed work from home routines in all offices. The Otovo Group has limited direct interaction with homeowners and only conducts digital site visits pre-installation.

Prospective investors should note that the Covid-19 situation is continuously changing, and new laws and regulations that could directly, or indirectly, affect the Otovo Group's operations may enter into force. The effects of the Covid-19 situation could negatively affect the Otovo Group's revenue and operations going forward, where the severity of the Covid-19 situation and the exact impacts for the Otovo Group are uncertain.

### **8.4 Risk related to the Otovo Group's financial situation**

#### *8.4.1 The Otovo Group is exposed to liquidity risk*

The Otovo Group requires additional capital funding in order to finance future growth. The Otovo Group's ability to make payments on and to refinance its debt, and to fund working capital and capital expenditures, will depend on future operating performance, its ability to generate sufficient cash or its ability to obtain new market financing. This depends to some extent on general economic, financial, competitive, market, legislative, regulatory and other factors, many of which are beyond the Otovo Group's control. If the Otovo Group's future cash flows from operations and other capital resources are insufficient to pay obligations as they mature or to fund liquidity needs, the Otovo Group may be obliged to take actions that could have a material adverse effect on the Otovo Group's financial condition and results of operations.

The Otovo Group's future cash flow may be insufficient to meet its debt obligations and commitments. Any insufficiency could negatively impact the Otovo Group's business. A range of economic, competitive, business and industry factors will affect the Otovo Group's future financial performance and, as a result, an inability to generate sufficient cash flow to satisfy its debt obligations, or to obtain alternative financing, could materially and adversely affect the Otovo Group's business, financial condition, results of operations, and prospects.

#### *8.4.2 The Otovo Group is exposed to credit risk*

The Otovo Group has a significant amount of trade receivables, and will be dependent on being able to collect such receivables. Consequently, the Otovo Group may be exposed to financial loss if a customer or counterparty fails to meet its contractual obligations. To the extent payment is done by payment letter or credit or otherwise given, the Otovo Group is vulnerable to credit risk and any failure by its counterparties to meet their obligations may affect the Otovo Group's income. Failure by the Otovo Group to collect its trade receivables or customers' unwillingness or inability to pay could have a material adverse impact on the Otovo Group's business and financial condition.

#### *8.4.3 The Otovo Group's insurances may not be adequate to cover the Otovo Group's losses*

Insurance of all risks associated with the Otovo Group's business may not always be available, and, where available, the cost can be high and the insurance may not be adequate. There is a risk that the Otovo Group will suffer substantial losses which will not be covered by any insurance policy, for example if the Otovo Group is deemed liable for delayed supply of solar panels or other services to customers or for damages resulting from breach of data privacy regulations.

#### *8.4.4 The Otovo Group receives support from governmental financial schemes*

The Otovo Group receives support from governmental financial support schemes, such as for example a loan provided under the support scheme of Innovasjon Norge, which are conditional and made subject to requirements to be fulfilled by the Otovo Group. Although the Otovo Group is determined to complete all relevant conditions and comply with its obligations, no assurance can be given that the Otovo Group will complete all conditions and/or fulfil its obligations, which may result in a claim for repayment of the financial support, in part or in whole, which may in turn have a material adverse impact on the Otovo Group's business and financial condition.

#### *8.4.5 The Otovo Group is exposed to currency risk*

As the Otovo Group has sales in different countries with different functional currencies, it is exposed to currency risk associated with movements of NOK against other currencies, while the Otovo Group's presentation currency is NOK. The most important foreign currencies to the Otovo Group are SEK and EUR, and changes in currency rates could have a negative impact on the Otovo Group's competitive position, and have significant effect on the Otovo Group's operational income.

## **9 TAXATION**

### **9.1 Introduction**

The following section is a summary of certain Norwegian tax consequences related to the Offer. This summary does not purport to be a comprehensive description of all tax considerations that may be relevant to a decision to accept the Offer. The following summary is based on the laws currently in force and as applied on the date of this Offer in the Kingdom of Norway which are subject to change, possibly with retroactive effect.

Shareholders are advised to consult their own tax advisors as to the tax consequences of the Offer, including the effect of any state or local taxes and tax treaties applicable in the Kingdom of Norway and each country of which they are residents or whose tax laws apply to them for other reasons.

### **9.2 Norwegian taxation related to the Offer**

#### *9.2.1 General*

The sale or other disposal of the Shares, including acceptance of the Offer, is considered a realisation for Norwegian tax purposes.

#### *9.2.2 Taxation of Capital Gains on realisation of the Shares*

##### *Norwegian Corporate Shareholders*

Shareholders that are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**"), are exempt from tax on capital gains derived from the realisation of Shares qualifying for Norwegian participation exemption, such as shares in a Norwegian private limited company (Nw.: *aksjeselskaper*). Losses upon the realisation and costs incurred in connection with the purchase and realisation of such Shares are not deductible for tax purposes.

##### *Norwegian Personal Shareholders*

A capital gain or loss realised by shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") through a realisation of Shares is taxable or tax deductible in Norway. The effective tax rate on gain or loss related to Shares realised by Norwegian Personal Shareholders is currently 31.68% (Please note that the Norwegian Government has proposed to increase the effective tax rate to 35.2%. If the proposal is adopted by the Norwegian Parliament, the amendment will be effective as of 1 January 2022). The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of Shares disposed of.

The taxable gain/deductible loss is calculated per Share, as the difference between the consideration for the Share and the Norwegian Personal Shareholder's cost price of the Share, including any costs incurred in relation to the acquisition or realisation of the Share. The consideration for the Share is in this respect equal to the market value of the Consideration Shares. From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance when calculating their taxable income, provided that such allowance has not already been used to reduce taxable dividend income.

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

### *Non-Norwegian Shareholders*

Gains from the sale or other realisation of Shares by shareholders that are not resident in Norway for tax purposes ("**Non-Norwegian Shareholders**") will not be subject to taxation in Norway unless the Non-Norwegian Shareholder holds the Shares in connection with the conduct of a trade or business in Norway.

#### *9.2.3 Tax treatment of Consideration Shares*

##### *Norwegian Corporate Shareholders*

Norwegian Corporate Shareholders, are exempt from tax on capital gains derived from the realisation of Consideration Shares qualifying for Norwegian participation exemption, such as shares in a Norwegian private limited company (Nw.: *aksjeselskaper*). Losses upon the realisation and costs incurred in connection with the purchase and realisation of such Shares are not deductible for tax purposes.

Dividends distributed to Norwegian Corporate Shareholders are effectively taxed at rate of currently 0.66% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of currently 22%). For Norwegian Corporate Shareholders that are considered to be "Financial Institutions" under the Norwegian financial activity tax (banks, holding companies, etc.), the effective rate of taxation for dividends is 0.75%.

Norwegian Corporate Shareholders are not subject to net wealth tax.

##### *Norwegian Personal Shareholders*

A capital gain or loss on Consideration Shares realised by Norwegian Personal Shareholders is taxable or tax deductible in Norway. The effective tax rate on gain or loss related to Consideration Shares realised by Norwegian Personal Shareholders is currently 31.68% (Please note that the Norwegian Government has proposed to increase the effective tax rate to 35.2%. If the proposal is adopted by the Norwegian Parliament, the amendment will be effective as of 1 January 2022). The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of Consideration Shares disposed of. The taxable gain/deductible loss is calculated per Consideration Share, as the difference between the consideration for the Consideration Share and the Norwegian Personal Shareholder's cost price of the Consideration Share, including any costs incurred in relation to the acquisition or realisation of the Consideration Share. From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance when calculating their taxable income, provided that such allowance has not already been used to reduce taxable dividend income.

Dividend distributed to Norwegian Personal Shareholders of Consideration Shares are taxable in Norway for such shareholders currently at an effective tax rate of 31.68% to the extent the dividend exceeds a tax-free allowance (Please note that the Norwegian Government has proposed to increase the effective tax rate to 35.2%. If the proposal is adopted by the Norwegian Parliament, the amendment will be effective as of 1 January 2022).

The Consideration Shares will not qualify for Norwegian share saving accounts (Nw.: *aksjesparekonto*) for Norwegian Personal Shareholders as the Consideration Shares are not listed on the Oslo Stock Exchange or Euronext Expand.

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 0.85% of the value assessed. The value for assessment purposes for non-listed shares is equal to 55% of the proportion of the total tax value of the Company as of 1 January of the year before the tax assessment year attributable to each share, on the basis of the nominal

value of such share. Please note, however, if the share capital in the Company has been increased or reduced by payment from or to the Shareholders in the year before the tax assessment year, the value for assessment purposes for the shares is equal to 55% of the total tax value of the Company as of 1 January of the tax assessment year. The value of debt allocated to the Consideration Shares for Norwegian wealth tax purposes is reduced correspondingly (i.e. to 55%). Please note that the Norwegian Government has proposed to increase the marginal net wealth tax rate to 0.95%. It is further proposed that the value for assessment purposes for non-listed shares is reduced to 65% for Norwegian Personal Shareholders. It is further proposed that the value for assessment purposes for debt allocated to the shares shall be increased correspondingly. If the proposals are adopted by the Norwegian Parliament, the amendments will be effective as of 1 January 2022.

#### *Non-Norwegian Shareholders*

Dividends distributed to Non-Norwegian Shareholders of Consideration Shares are as a starting point subject to withholding tax at a flat rate of currently 25 %. The rate may be reduced under an applicable tax treaty between Norway and the country in which the Non-Norwegian Shareholder is resident.

Non-Norwegian Shareholders that are limited liability companies (and certain other entities) domiciled within the EEA area for tax purposes may be exempt from withholding tax under the Norwegian participation exemption, provided that such Non-Norwegian Shareholder is the beneficial owner of the Consideration Shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

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

Non-Norwegian (Personal and Corporate) Shareholders are generally not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders can, however, be taxable if the shareholding is effectively connected to the conduct of trade or business in Norway.

### **9.3 Duties on the transfer of shares**

There are currently no Norwegian VAT, stamp duties or transfer taxes on the transfer of shares in Norwegian companies.

## **10 RESTRICTIONS**

### **10.1 General**

The distribution of this Offer Document, any separate summary documentation regarding the Offer and the making of the Offer may be restricted by law in certain jurisdictions and neither this Offer Document, nor the Offer discussed herein, constitutes an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such an offer or solicitation would be unlawful. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. Otovo and the Receiving Agent do not accept or assume any responsibility or liability for any violation by any person whomsoever of any such restriction.

The Offer Document is not directed to persons whose acceptance of the Offer requires that (i) further documents are issued in order for the Offer to comply with local law or (ii) registration or other measures are taken pursuant to local law. No document or material relating to the Offer may be distributed in or into any country where such distribution or offering requires any of the aforementioned measures to be taken or would be in conflict with any law or regulation of such country. In the event such distribution or offering nevertheless is made, an acceptance form sent from such a country may be regarded as non-binding on Otovo. The Offer is not being made, directly or indirectly, in or into the United States, Canada, Australia or Japan, and will not be permitted to be accepted in or from these jurisdictions.

### **10.2 European Economic Area and the United Kingdom**

In relation to any member state of the European Economic Area (the "**EEA**"), other than Norway and the United Kingdom (the "**UK**") (each a "**Relevant State**"), no Consideration Shares have been offered or will be offered to the public in that Relevant State, pursuant to the Offer, except that Consideration Shares may be offered to the public in that Relevant State at any time in reliance on the following exemptions under the EU Prospectus Regulation:

- (i) to persons who are "qualified investors" within the meaning of Article 2(e) in the EU Prospectus Regulation;
- (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) per Relevant State, with the prior written consent of the Receiving Agent for any such offer; or
- (iii) in any other circumstances falling under the scope of Article 3(2) of the EU Prospectus Regulation,

provided that no such offer of Consideration Shares shall result in a requirement for Otovo or the Receiving Agent to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplementary prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purpose of this provision, the expression an "offer to the public" in relation to any Consideration Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Offer and the Consideration Shares, so as to enable an investor to decide to acquire any Consideration Shares.

In relation to the UK, no Consideration Shares have been offered or will be offered to the public, pursuant to the Offer, except that Consideration Shares may be offered to the public at any time in reliance on the following exemptions under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**");

- (i) Qualified investors: to any legal entity which is a qualified investor as defined in as defined in Article 2 of the UK Prospectus Regulation;
- (ii) Fewer than 150 offerees: to fewer than 150, natural or legal persons (other than qualified investors as defined in the UK Prospectus Regulation), as permitted under the UK Prospectus Regulation, subject to obtaining the prior consent of the relevant Manager or Managers nominated by the Issuer for any such offer; or
- (iii) Other exempt offers: in any other circumstances falling within section 86 of the FSMA. provided that no such offer of Consideration Shares shall result in a requirement for Otovo or the Receiving Agent to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Consideration Shares in the UK means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to acquire any Consideration Shares.

Additionally, in the UK, this Offer Document and any other material in relation to the Offer described herein are only being distributed to and is only directed at persons who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth companies and other persons falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom distributions may otherwise lawfully be made, (all such persons together being referred to as "**Relevant Persons**"). In the UK, the Consideration Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Otovo shares will be engaged in only with, Relevant Persons. Any such person who is not a Relevant Person should not act or rely on this document or any of its contents. This Offer Document and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not Relevant Persons should not take any action on the basis of this Offer Document and should not rely on it. For the purposes of this provision, with respect to the UK, the expression "EU Prospectus Regulation" shall refer to the EU Prospectus Regulation or that regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as applicable.

### **10.3 Other jurisdictions**

The Consideration Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, the United States, Canada, Australia or Japan or any jurisdiction in which it would not be permissible to offer the Consideration Shares (the Restricted Jurisdictions).

In jurisdictions outside the EEA where the Offer would be permissible, the Consideration Shares will only be offered pursuant to applicable exceptions from prospectus requirements in such jurisdictions.

## 11 DEFINITIONS AND GLOSSARY

Capitalised terms used throughout this Offer Document shall have the meanings ascribed to such terms as set out below, unless the context require otherwise.

Company or EDEA.....	means European Distributed Energy Assets Holding AS, a Norwegian private limited company incorporated and registered under the laws of Norway with registration number 923 991 859.
Companies Act.....	means the Norwegian Limited Liability Companies Act.
Consideration .....	means the consideration offered by Otovo to the Eligible Shareholders in the Offer, being 1.7 Consideration Shares in Otovo per tendered Share in the Company.
Consideration Shares .....	means 1.7 newly issued shares in Otovo AS offered to Eligible Shareholders for every tendered share in EDEA.
Covid-19 .....	means the coronavirus SARS-CoV-2.
EDEA Group .....	means EDEA together with its consolidated subsidiaries.
EEA .....	means the European Economic Area.
EGM.....	means the extraordinary general meeting to be convened in Otovo in order to be able to issue the Consideration Shares.
Eligible Shareholders .....	means the shareholders to which the Offer is made, being the EDEA shareholders as of 3 November 2021, as appearing in the VPS on 5 November 2021, however so that the Offer is not extended to any shareholders behind nominee accounts unless Otovo knows the identity of the ultimate shareholder behind the respective nominee account.
EU Prospectus Regulation.....	means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017.
Fully Diluted .....	means all issued Shares together with all shares which the Company would be required to issue if all rights to subscribe for or otherwise require the Company to issue additional shares, under any agreement or instrument, existing at or prior to completion of the Offer, were exercised.
GPDR.....	means the EU General Data Protection Regulation.
IFRS .....	means International Financial Reporting Standards.
NGAAP .....	means Norwegian Generally Accepted Accounting Principles.
Norwegian Corporate Shareholders .....	means shareholders that are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
Norwegian Personal Shareholders .....	means shareholders who are individuals resident in Norway for tax purposes.
Non-Norwegian Shareholders .....	means shareholders that are not resident in Norway for tax purposes.
NRBE .....	means the Norwegian Register of Business Enterprises.

Offer.....	means the Offeror's voluntary offer to acquire all issued and outstanding Shares in the Company on the terms and conditions set out in this Offer Document.
Offeror or Otovo .....	means Otovo AS, a Norwegian private limited company incorporated and registered under the laws of Norway with registration number 915 501 680.
Offer Document .....	means this offer document dated 10 November 2021.
Acceptance Period .....	means the period from and including 10 November 2021 to and including 24 November 2021 at 16:30 hours (CET) (subject to extension at the sole discretion of the Offeror). When referring to the Acceptance Period in this Offer Document this refers to the Acceptance Period as extended from time to time.
Order .....	means the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.
Otovo Group.....	means Otovo together with its consolidated subsidiaries.
Shares.....	means all issued and outstanding shares in the Company, which are registered in the VPS with ISIN NO NO0010893886.
Receiving Agent .....	means SpareBank 1 Markets AS.
Restricted Jurisdictions.....	means the United States, Canada, Australia and Japan.
Relevant State.....	means any member state of the EEA, other than Norway and the UK.
Relevant Persons.....	has the meaning ascribed to such term in Section 10 "Restrictions" in this Offer Document.
UK.....	means the United Kingdom.
UK Prospectus Regulation.....	means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.
VPS .....	means the Norwegian Central Securities Depository.

**APPENDIX A**

**Acceptance Form**

## Appendix A – Acceptance Form

### ACCEPTANCE FORM

### European Distributed Energy Assets Holding AS

This acceptance form (the "**Acceptance Form**") shall be used when accepting the voluntary offer (the "**Offer**") made by Otovo AS (the "**Offeror**" or "**Otovo**") to acquire all of the outstanding shares in European Distributed Energy Assets Holding AS ("**EDEA**" or the "**Company**") on the terms and conditions set forth in the offer document dated 10 November 2021 (the "**Offer Document**") to which this Acceptance Form is attached. Capitalised terms used (and not defined) herein shall have the meaning set forth in the Offer Document.

Shareholder<sup>1</sup>:

**Properly completed and signed Acceptance Form may be sent by email or mail or delivered to:**

**SpareBank 1 Markets AS**  
 Olav Vs gate 5  
 P.O. box 1398 Vika  
 N-0114 Oslo, Norway  
 Phone: +47 24 14 74 60  
 Email: offering@sb1markets.no

VPS account no.:	Number of shares:	Rights holder(s) registered (yes/no):

#### ACCEPTANCE DEADLINE

SpareBank 1 Markets AS ("**SB1M**") is acting as Receiving Agent in the Offer. This Acceptance Form must be received by SB1M **by 16:30 hours (CET) on 24 November 2021 (subject to extension)**. Eligible Shareholders with Shares registered on several VPS accounts must complete one Acceptance Form for each VPS account. Accepting Eligible Shareholders (each an "**Acceptant**") must return the Acceptance Form(s) properly completed and signed, within the acceptance deadline. Any Acceptance Form that is not correctly or lawfully completed or that is received after the expiration of the Offer Period can be rejected without further notice. The Offeror reserves the right to approve acceptances being received after the expiration of the Offer Period or not being correctly completed within the limits of the principle of equal treatment of shareholders.

#### To the Offeror and the Receiving Agent:

- 1 I/We confirm that I/we have received and reviewed the Offer Document and hereby accept the Offer for my/our Shares as set out above in accordance with the terms and conditions set forth in the Offer Document.
- 2 I/we accept that this acceptance of the Offer will, in addition to the Shares stated above, cover all Shares that I/we hold or acquire and that are registered on the VPS account stated above before or upon the expiry of the Acceptance Period.
- 3 I/We accept that I/we may not sell, or in any other way dispose over, use as security, pledge, encumber or transfer to another VPS account, the Shares covered by this acceptance.
- 4 The Receiving Agent is given irrevocable authorisation and instruction to debit my/our VPS account, and to transfer the Shares tendered hereunder to the Offeror against subsequent delivery of the Consideration Shares<sup>2</sup> upon settlement of the Offer. See Section 4.15 ("Settlement") of the Offer Document for further information regarding the settlement of the Offer.
- 5 My/Our Shares will be transferred free of any encumbrances and any other third-party rights whatsoever and with all shareholder rights attached to them. Any third party with registered encumbrances or other third-party rights over my/our Shares and/or VPS account(s) must sign the Acceptance Form and thereby waive its rights in the Shares for which the Acceptance Form relates to and approve the transfer of my/our Shares to the Offeror free of any such encumbrances and any other third-party rights whatsoever for the acceptance to be valid.
- 6 I/We irrevocably authorise the Receiving Agent to subscribe for Consideration Shares on my/our behalf and contribute my/our Shares to Otovo as contribution in kind on my/our behalf, and to execute any other formalities necessary to transfer my/our Shares to Otovo and deliver the Consideration Shares to me/us as part of the settlement of the Offer, and to take and effect such other actions and acts as may be necessary or appropriate in the discretion of the Receiving Agent to complete the Offer and the settlement thereof.
- 7 I/We acknowledge that the Offer will only be completed if the conditions set forth in the Offer Document are satisfied or waived.
- 8 I/We accept that settlement of the Consideration Shares will be made by crediting the relevant number of Consideration Shares to my/our VPS account stated above.
- 9 I/We represent that I/we am/are permitted by all applicable law to accept the Offer and has complied with all applicable legal requirements so that the Offer may be made to, and accepted by, me/us under the laws of all relevant jurisdictions.
- 10 This Acceptance Form and the Offer is subject to and governed by Norwegian law with Oslo District Court as exclusive legal venue.

**Please see the section "Important information" on the reverse side of this Acceptance Form**

#### Information concerning the shareholder (mandatory)

#### Information concerning the rights holder (if applicable)

As a rights holder, the undersigned consents to the transfer of the Shares to Otovo free of encumbrances.

Personal identity no./Registration no.	Telephone (daytime)	Name/firm	
Legal Entity Identifier, LEI (mandatory for companies/legal entities)		Address (street, box, etc.)	Telephone (daytime)
Name/Company name		Postal code	City/county
City/County	Date	Place, date and signature of rights holder	
<b>Signature of shareholder*</b> (parent or guardian if the holder is a minor)			

\* If signed by power of attorney, the power of attorney shall be enclosed. If signed by a person with signatory right, Certificate of Registration or similar shall be enclosed.

#### National Client Identifier – NCI if the shareholder is a natural person

Citizenship, state all if several	Birthday (year, month, day)	NCI*
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\* If a Norwegian citizen, this is the shareholder's personal identification number.

<sup>1</sup> Eligible Shareholders whose holdings are registered in the name of a nominee, i.e. a bank or other nominee, shall not use this acceptance form. Acceptance must instead be made in accordance with instructions from the nominee.

<sup>2</sup> No fractional Consideration Shares will be issued, and for each accepting Eligible Shareholder, the Consideration will be rounded down to the nearest whole number of Consideration Shares (without any compensation for such rounding).

## Important information

**Regulatory issues:** Legislation passed throughout the European Economic Area (the "EEA") pursuant to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments ("MiFID II") implemented in the Norwegian Securities Trading Act, imposes requirements on intermediaries in securities markets. In this respect, SB1M must categorize all new clients in one of three categories: Eligible counterparties, Professional clients and Non-professional clients. Each Acceptant who is not an existing client of SB1M will be categorised as a Non-professional client unless otherwise communicated in writing by SB1M. The Acceptant can by written request to SB1M ask to be categorised as a Professional client if the Acceptant fulfils the provisions of the Norwegian Securities Trading Act and ancillary regulations. For further information about the categorisation, the Acceptant may contact SB1M. The Acceptant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision by accepting the Offer, and the Acceptant is able to bear the economic risk, and to withstand a complete loss of an investment in Otovo with respect to the Consideration Shares received in the Offer.

**Execution only:** As SB1M is not in the position to determine whether the acceptance of the Offer is suitable for the Acceptant, SB1M will treat the acceptance as an execution only instruction from the Acceptant to accept the Offer. Hence, the Acceptant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

**Information exchange:** The Acceptant acknowledges that pursuant to the Norwegian Securities Trading Act and the Norwegian Financial Undertakings Act and foreign legislation applicable to SB1M, there is a duty of secrecy between the different units of SB1M and other entities in the SB1M group. This may entail that other employees of SB1M or SB1M's respective groups may have information that may be relevant for the Acceptant, but which SB1M will not have access to in its capacity as Receiving Agent in the Offer.

**Information barriers:** SB1M is a security firm offering a broad range of investment services. In order to ensure that assignments undertaken in SB1M's corporate finance departments are kept confidential, SB1M's other activities, including analysis and stock broking, are separated from its corporate finance departments by information barriers known as "Chinese walls". The Acceptant acknowledges that SB1M's analysis and stock broking activity may act in conflict with the Acceptant's interests with regard to accepting the Offer, including its receipt of the Consideration Shares, as a consequence of such Chinese walls.

**Anti-money laundering procedures:** The Offer is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulation of 14 September 2018 no. 1324 (collectively, the "**Anti-Money Laundering Legislation**"). Acceptants who are not registered as existing customers of SB1M and who accepts the Offer for a total amount of NOK 100,000 or more must provide such information and documentation as required for compliance with the Anti-Money Laundering Legislation as specified in the Acceptance Form or as otherwise requested by SB1M.

**Personal data:** The Acceptant confirms that it has been provided information regarding SB1M's processing of personal data, and that it is informed that SB1M will process the Acceptant's personal data in order to manage and carry out the Offering and the acceptance from the Acceptant, and to comply with statutory requirements.

The data controllers who are responsible for the processing of personal data is SB1M. The processing of personal data is necessary in order to fulfil the Acceptant's acceptance of the Offer and to meet legal obligations. The Norwegian Securities Trading Act and the Norwegian Money Laundering Act require that SB1M processes and stores information about clients and trades, and control and document activities. The Acceptant's data will be processed confidentially, but if it is necessary in relation to the aforementioned purposes or obligations, the personal data may be shared with Otovo, affiliates of SB1M, VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it.

If SB1M transfers personal data to countries outside the EEA, that have not been approved by the EU Commission, SB1M will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses.

As a data subject, the Acceptants have several legal rights. This includes i.a. the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the Acceptants will have the right to impose restrictions on the processing or demand that the information is deleted. The Acceptant may also complain to a supervisory authority if it finds that SB1M's processing is in breach of the applicable laws. Supplementary information on processing of personal data and the Acceptant's rights can be found at SB1M's website.

**Receiving Agent's consideration:** SB1M will receive consideration from Otovo for carrying out its assignment as Receiving Agent.

**Limitation of liability:** SB1M hereby to the fullest extent permissible under applicable law expressly disclaim any liability whatsoever towards the Acceptant in connection with the Offer, and the Acceptant understands and expressly agrees that it is accepting the Offer on this basis. SB1M makes no undertaking, representation or warranty, express or implied, to the Acceptant regarding the accuracy or completeness of the Offer Document and any information (whether written or oral) concerning the Offeror or the Offer received by the Acceptant whether such information was received through SB1M or otherwise, and the Acceptant acknowledges by the Acceptant's acceptance that it has not been induced to enter into this Acceptance Form by any representation, warranty or undertaking by any of the aforementioned.

**Please note** that if the Acceptance Form is sent to SB1M by e-mail, the e-mail will be unsecured unless the Acceptant itself takes measures to secure it. The Acceptance Form may contain sensitive information, including national identification numbers, and SB1M recommends the Acceptant to send the Acceptance Form in a secured e-mail.

**Acceptance based on Offer Document:** Eligible Shareholders of EDEA must not accept the Offer on any other basis than on the Offer Document.

**Additional information:** The Offer, pursuant to the terms and conditions presented in the Offer Document, is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken. The distribution of the Offer Document and any related documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of the Offer Document and related documentation are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into, or from any such jurisdiction. Therefore, persons who receive this communication (including, but not limited to, nominees, trustees and custodians) and are subject to laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Otovo disclaims any responsibility or liability for the violations of any such restrictions by any person.

The Consideration Shares to be delivered in connection with the Offer have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or jurisdiction in the United State and may not be offered or sold in the United State absent registration or an exemption from registration. Consequently, the Offer is not being made available in or into the United States if to do so would constitute a violation of the U.S. Securities Act. The Offer, and the information contained in the Offer Document and related documentation, have been provided by Otovo and other sources identified therein. Distribution of the Offer Document to any person other than the offeree specified by the Receiving Agent or its representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised and any disclosure of its contents, without prior written consent of Otovo, is prohibited. The Offer, including the Offer Document, the Acceptance Form and related information, is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Consideration Shares or subscribe for or otherwise acquire any shares in Otovo.

The Offer is not being made, and the Offer Document, this Acceptance Form or any related documentation may not be distributed, directly or indirectly, in or into, nor will any tender of EDEA Shares be accepted from or on behalf of holders in any jurisdiction in which the making of the Offer, the distribution of the Offer Document or the acceptance of any tender of EDEA Shares would contravene applicable laws or regulations or require further offer documents, filings or other measures including any obligation to prepare a prospectus in any jurisdiction. Please refer to the Offer Document for additional restrictions for the Offer.

By signing this Acceptance Form, you confirm that you are not from, resident of, or send the Acceptance Form from any such jurisdiction where participation would contravene applicable laws or regulations or require further offer documents, filings or other and that you do not act on behalf of any person from, resident of, or have been provided with instructions from, any such jurisdiction.

The Offer, and any agreements entered into between Otovo and shareholders of EDEA in connection with the Offer, shall be governed by and construed in accordance with the laws of Norway. The courts of Norway shall have the exclusive jurisdiction over any dispute arising out of or in connection with the Offer, and the district court of Oslo shall be court in the first instance.

## **APPENDIX B**

### **Recommendation of the board of directors of the Company**

## STATEMENT FROM THE BOARD OF DIRECTORS OF EDEA HOLDING AS IN CONNECTION WITH THE EXCHANGE OFFER FROM OTOVO AS

This statement is made by the Board of Directors (the "Board") of European Distributed Energy Assets Holding AS ("EDEA" or the "Company") in connection with the exchange offer (the "Offer") from Otovo AS ("Otovo" or the "Offeror") to acquire all issued and outstanding shares in EDEA (the "Shares") against a consideration in the form of consideration shares in Otovo (the "Consideration Shares").

On 3 November 2021, Otovo presented to EDEA a non-binding indication of interest in acquiring all of the outstanding Shares of the Company. Since such date there have been discussions between the parties regarding the proposed deal terms and conditions.

On 10 November 2021, the Offer is launched through the Offer Document sent to the Company's shareholders, with an offer period commencing at 09:00 CET on 10 November 2021 and ending at 16:00 CET on 24 November 2021. The Offer is i.a. conditional on shareholders representing more than 90% of the Shares in the Company accepting the Offer and on the final approval of the Offer by the general meeting of Otovo. Detailed information about the Offer, including the detailed conditions of the Offer, is included in the Offer Document.

Pursuant to the Offer, the shareholders of the Company are offered 1.7 share in Otovo per one (1) Share they hold in the Company (the "Offer Price"). In the Offer, Otovo is valued at NOK 24.794 per share, corresponding to a total equity value of NOK 2,641,163,742, based on volume-weighted trades since Monday 8 November 2021. The consideration offered by Otovo to the eligible EDEA shareholders, values the EDEA Share at NOK 42.15 per share, corresponding to a total equity value of NOK 271,384,859. The value represents a return of 69% for investors participating in the fundraising in EDEA that took place in October 2020, and the offer is approximately 6% above the last trade in EDEA on the OTC market.

The Offeror currently owns 1.200.000 Shares in the Company, representing approximately 18.6% of the outstanding Shares. Otovo informs that it has obtained irrevocable undertakings from shareholders representing approximately 52.66% of the Shares in the Company to tender their shares pursuant to the Offer, including the Offeror's own Shares. The condition regarding approval of the Offer by shareholders representing more than 90% of the Shares can be waived by the Offeror, in which case remaining minority shareholders may not require that the Offeror acquires their shares in a subsequent transaction.

The Board has received a fairness opinion dated 8 November 2021 from Skandinaviska Enskilda Banken AB (publ) (Oslo Branch) ("SEB"), which provides that, as of the date thereof and based upon and subject to the assumptions, considerations, qualifications, factors and limitations set forth therein, the Offer is fair to the shareholders of the Company from a financial point of view.

Having carefully reviewed the terms and conditions of the Offer, and in consideration of the evaluation provided by SEB, the Board has concluded that the consideration offered for the Shares in the Company is fair. The Board has also taken into account the pre-acceptances of the Offer from the Company's largest shareholders, but only to a certain extent as some of these shareholders also hold shareholder positions in the Offeror.

The Board has conducted an overall evaluation that takes into account the Company's current business and financial conditions and future outlook, recent historical trading price and volumes in the Shares and the strategic alternatives available to the Company, in connection with the evaluation of the Offer Price and offer terms. The Board has not performed an independent analysis of the Offeror, but based our assessment on the listed trading price of the shares in the Offeror on Euronext Growth as well as assumed synergies that can be achieved. On this basis, the Board views the Offer to be in the best interests of the Company and its shareholders and thus recommends the shareholders of the Company to accept the Offer.

The members of the board and the CEO who owns shares in the Company have themselves decided to accept the Offer.

Andreas Thorsheim (Chairman) and Lars Syse Christiansen (Board member) did not participate in the processing or evaluation of the Offer due to close association with and financial interests in the Offeror.

9 November 2021

The Board of Directors of EDEA Holding AS