

THIS DOCUMENT CONTAINS THE SUMMARY SECTION OF THE PROSPECTUS
PREPARED BY ARRIBATEC GROUP ASA DATED 3 FEBRUARY 2022.

1. SUMMARY

INTRODUCTION AND WARNINGS

<i>Securities</i>	The Company has one class of shares in issue. The Shares are registered in the ESO under ISIN NO 0003108102.
<i>Issuer</i>	The issuer of the securities is Arribatec Group ASA with registration number 979 867 654 in the Norwegian Register of Business Enterprises and LEI code 5967007LIEEXZXF0040. The Company's principal office is located at Karl Johansgate 23b, N-0159, Oslo, Norway, and its main telephone number at that address is +47 405 10 727.
<i>Competent authority</i>	The Financial Supervisory Authority of Norway (Nw.: Finanstilsynet), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and telephone number +47 22 93 98 00 has reviewed and, on 3 February 2022, approved the Prospectus.

KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?

<i>Corporate information</i>	The issuer of the securities is Arribatec Group ASA, a public limited liability company incorporated in Norway on 7 May 1998 in accordance with the Norwegian Public Limited Companies Act and operating pursuant to the Norwegian Public Limited Companies Act. The Company is registered with the Norwegian Register of Business Enterprises under the organisation number 979 867 654 and its LEI code is 5967007LIEEXZXF0040.
<i>Principal activities</i>	The Company's main business is research, development and commercialization of security products, participation and investments in companies with similar business, as well as any other business naturally related thereto.
<i>Major shareholders</i>	Shareholders owning five per cent or more of the Company have a notifiable interest in the Company's share capital according to the Norwegian Securities Trading Act. An overview of the Company's top 10 largest shareholders as of 19 January 2022 are listed below:

#	Shareholder	No. of shares	Percentage
1	Ferncliff Listed DAI AS	116,554,032	25.33%
2	Arriba Invest AS	80,965,209	17.60%
3	Dallas Asset Management AS	24,598,694	4.35%
4	Tvenge, Torstein Ingvald	21,000,000	4.56%
5	SRK Consulting AS	17,121,277	3.72%
6	Tigerstaden AS	10,000,000	2.17%
7	Datum AS	8,542,908	1.86%
8	Hanekamb Invest AS	7,533,463	1.64%
9	Danske Bank A/S	5,708,984	1.24%
10	LCS AS	5,518,001	1.20%

All Shares hold the same rights, and each Share gives one voting right

Executive management The Company's Executive Management consist of the following persons:

- (Chief Executive Officer)
- (Chief Financial Officer)

Statutory auditor BDO AS

Proforma financial information

During 2021, the Company has completed certain transactions which are regarded as transactions that together constitute a significant gross change and includes the Maksit transaction, the Gruppo IB transaction, the Qualisoft transaction and the Integra transaction (together, the "**Transactions**"), as explained below. The basis of the assessment of significant gross changes is measured against the company's corresponding financial figures for fiscal year 2020.

The Transactions represent on an accumulated basis a "significant gross change" as defined in Article 1(e) of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019¹ ("**Regulation (EU) 2019/980**"), supplementing the EU Prospectus Regulation, which sets out the requirements to prepare pro forma financial information that needs to be included in a prospectus. According to Annex 3 to Regulation (EU) 2019/980, the Company shall provide a description of how the transactions may have affected its assets and liabilities and earnings, had the transaction been undertaken at the commencement of the period being reported on or at the date reported. The pro forma shall be presented as set out in Annex 20 of Regulation (EU) 2019/980 and include the information indicated therein and shall be accompanied by a report prepared by an independent auditor.

As a result, the Company has prepared unaudited pro forma financial information showing how Arribatec Group's financial income as per 30 September 2021 would have been affected by these Transactions as if they were made on the 1 January 2021. Furthermore, to reflect how the financial position would have been considered the transactions to be made on the 30 September 2021. The unaudited pro forma financial information has been prepared on the basis of the third quarter of 2021 (cf. ESMA Guidelines on disclosure requirements under the EU Prospectus Regulation dated 4 March 2021 (the "**ESMA Guidelines**"), note 103) and will cover financial profit and loss information for the nine-month period ended 30 September 2021. The financial position in the Company's consolidated interim financial statement as per 30 September 2021 shows the financial position as if all these acquisitions were completed on such date.

Although the unaudited pro forma condensed financial information is based on estimates and assumptions based on current circumstances believed to be reasonable, actual results could materially differ from those presented herein. Because of its nature, the unaudited pro forma condensed financial information addresses a hypothetical situation, and therefore, does not represent the Company's consolidated financial position and actual financial results of operations for the period 1 January 2021 until 30 September 2021 and is not representative of the results of operations for any future periods. The unaudited financial information is prepared for illustrative purposes only.

¹ As implemented in Norway by Section 7-1(2) of the Norwegian Securities Trading Regulation.

Pro Forma Statement of Comprehensive Income for the nine months period ended 30 September 2021

	Note A	Note B	Note C	Note D	Note E	Note F	Note G	Note H	Proforma
	Arribatec Group consolidated	Maksit	Qualisoft	Integra	IFRS adjustment	Pro Forma adjustment			Arribatec Group consolidated
NOK thousand	1 jan - 30 sep 2021	From 1 Jan 31 Jan	From 1 Jan - 31 Jan	From 1 Jan - 30 Sep					1 jan - 30 sep 2021
Revenue	297.961	1.545	5.342	33.503					338.351
Materials, software and services	(67.822)	(28)	(791)	(12.811)					(81.452)
Gross profit	230.139	1.517	4.551	20.692	-	-	-	-	256.899
Salary and personnel costs	(192.386)	(918)	(3.321)	(20.299)					(216.924)
Other operating expenses	(40.017)	(155)	(556)	(2.869)	223		(753)		(44.127)
Total operating expenses	(232.403)	(1.072)	(3.877)	(23.169)	223	-	(753)	-	(261.051)
EBITDA	(2.265)	445	675	(2.476)	223	-	(753)	-	(4.152)
Depreciation and amortization	(22.883)	(1)	(15)	(188)	(215)	(406)			(23.707)
EBIT	(25.148)	444	660	(2.664)	8	(406)	(753)	-	(27.859)
Financial income	3.904	-	4	1					3.909
Financial expense	(5.543)	(0)	(10)	-	(15)				(5.568)
Profit/(loss) before tax	(26.787)	444	654	(2.664)	(8)	(406)	(753)	-	(29.519)
Tax expense	649	(98)	(144)	(73)	2	89	166		591
Profit/(loss) after tax attributable to equity holders of the parent company	(26.137)	346	510	(2.737)	(6)	(317)	(587)	-	(28.928)
Other comprehensive Income/(Loss)									
Foreign currency translation differences - foreign operations	(1.961)			(9)				97	(1.873)
Other comprehensive income/(loss) for the period	(1.961)	-	-	(9)	-	-	-	97	(1.873)
Total comprehensive income/(loss) attributable to the equity holders of the parent company	(28.098)	346	510	(2.746)	(6)	(317)	(587)	97	(30.801)

Pro Forma Statement of financial position as of 30 September 2021

	Note A	Note B	Note C	Note D	
	Arribatec Group consolidated				Proforma Arribatec Group consolidated
NOK thousand	30/09/2021	Integra	IFRS adjustment Leases Integra	PPA adjustment Integra	30/09/2021
ASSETS					
Non-current assets					
Property, Plant and equipment	6.116	952			7.068
Right-of-use assets	20.832		992		21.824
Goodwill	188.107			29.653	217.760
Customer relations	31.929				31.929
Other Intangible assets	64.090				64.090
Other non-current assets	11.494				11.494
Deferred tax assets	4.470				4.470
Total non-current assets	327.038	952	992	29.653	358.635
Current assets					
Trade receivables	69.395	7.750			77.145
Other receivables	4.160	187			4.347
Contract assets	24.366	942			25.309
Other current assets	20.209	719			20.927
Cash and cash equivalents	56.111	7.994		-24.987	39.118
Total current assets	174.241	17.592	0	-24.987	166.846
TOTAL ASSETS	501.279	18.544	992	4.666	525.481

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

- The Group's results of operations could be negatively affected if the Group cannot adapt, expand and develop its services in response to changes in technology or customer demand
- Any inability to manage the Group's growth could disrupt the Group's business and reduce the Group's profitability
- The markets in which the Group competes are highly competitive, and the Group might not be able to compete effectively
- Acquisitions, investments and other strategic transactions could result in operating difficulties and other negative consequences

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

Type, class and ISIN

All Shares are ordinary shares of the Company, created under the Norwegian Public Limited Liability Companies Act. The Shares are registered in the ESO under ISIN NO 0003108102.

Currency, par value and number of securities

The Shares are traded in NOK on the Oslo Stock Exchange. At the date of this Prospectus, the Company's share capital is NOK 163,772,857.92 divided into 584,903,064 shares, each with a nominal value of NOK 0,28.

Rights attached to the securities

The Company has one class of shares in issue and all shares provide equal rights in the Company. Each share carries one vote.

Transfer restrictions

The Shares are freely transferable.

Dividend and dividend policy

To support committed investments and productivity improvements, the Board's view so far has been that retained earnings should be put to use within the Company. Accordingly, there has been no distribution of dividends to the shareholders since the Company was publicly listed in 2006. The Company has no plans for dividend distribution, and does not expect dividend to be distributed in the near future.

Where will the securities be traded?

The Company's Shares are listed and tradeable on the Oslo Stock Exchange under the ticker code "ARR".

KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKET

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

This Prospectus is a listing prospectus for securities already issued by the Company, and consequently does not constitute an offer to buy or subscribe for any securities. The Company's Shares are listed and tradeable on the Oslo Stock Exchange under the ticker code "ARR".

Dilution

The Company's total number of Shares was increased by 50,000,000 new Shares following the Private Placement. Therefore, the dilutive effect for shareholders not participating in the Private Placement was approximately 12%.

Overview of dilutive effect:

	Prior to the Private Placement	Subsequent to the Private Placement
Shares outstanding	368,583,331	418,583,331
Dilutive effect	-	12%

The net asset value per existing Share as at 31 December 2019 was 0,0521 The subscription price in the Private Placement was NOK 2.20 per Share.

Why is this prospectus being produced?

Net proceeds

The Company incurred fees and expenses related to the Private Placement, which amounted to approximately NOK 4.3 million, thus, giving net proceeds of NOK 105.7 million.

The Company intends to use the net proceeds from the Private Placement on further growth initiatives, including both organic growth and mergers and acquisitions.

Conflicts of interest

As far as the Company is aware, there are no material conflicts of interest pertaining to the Private Placement.