

Annex 1 to the demerger and merger plan

Overview of what is transferred by demerger of Q-Free ASA (organization number 935487242) to Q-Free Tolling AS and then by merger to Q-Free Norge

In addition to what is set out in the opening balance below, all other assets, rights and obligations relating to the Business is also transferred to Q-Free Norge AS, such as:

All operational customer contracts and supplier contracts, licensing agreements, FoU agreements, lease agreement and other agreements related to the Business.

All employees, including all rights and obligations of the employees, such as pension agreements, with the exception of:

- President & CEO, Håkon Volldal
- CFO, Tor Eirik Knutsen
- Executive Administration manager, Rita Bøe Isaksen

Which means 113 of 116 employees are transferred to Q-Free Norge AS.

The trademark and word mark "Q-Free", shall not be transferred.

To the extent that assets, rights or obligations related to the Business is not transferable due to required consents from third parties or the authorities, the parties shall, to the extent possible, enter into agreements among themselves which results in Q-Free Norge AS assuming equivalent rights and obligations as if the asset, right or obligation had been factually and formally transferred, including that Q-Free Norge AS shall, in consideration for receiving all remuneration, at its own cost and risk, do all things necessary to fulfil the contractual obligations which may still be held by Q-Free ASA.

NOKm	Q-Free ASA		Demerger	
	Note	30.06.18E	Q-Free ASA 30.06.18E	Q-Free Norge AS 30.06.18E
Deferred tax asset	1	-	-	-
Product development costs	2	62,2	-	62,2
Machinery, fixture & fittings	3	11,9	-	11,9
Investment in subsidiaries	4	299,3	299,3	-
Loans to group companies	5	244,2	244,2	-
Investments in other companies		0,4	0,4	-
Non-current assets		618,0	543,8	74,2
Inventories		13,2	-	13,2
Work in progress		34,1	-	34,1
Account receivables		36,1	-	36,1
Receivables group companies	6	89,7	1,7	88,0
Other current assets		4,4	-	4,4
Cash		-	-	-
Current assets		177,5	1,7	175,8
Total assets		795,5	545,5	249,9
Share capital		33,9	18,1	15,8
Share premium		578,3	309,3	107,8
Other paid in capital		20,7	11,1	-
Uncovered loss / retained earnings		(176,4)	(5,4)	-
Total equity		456,5	333,0	123,5
Debt to financial institutions		100,0	100,0	-
Other non-current liabilities	7	14,6	-	14,6
Loans from group companies		35,9	35,9	-
Long-term interest-bearing debt		150,4	135,9	14,6
Debt to financial institutions		45,1	45,1	-
Accounts payable		35,3	-	35,3
Debt to group companies	8	45,6	21,4	24,2
Tax payables		(1,3)	(1,3)	-
Public duties payable		4,8	4,8	-
Other short term debt	9	59,1	6,8	52,3
Short-term debt/ Current debt		188,5	76,7	111,8
Equity and liabilities		795,5	545,5	249,9

Note

- 1 Q-Free ASA has not capitalised deferred tax asset (including value of tax loss carried forward NOKm 66.4 at year end FY17) as it is uncertain if and when it will be utilised.
- 2 Consist of product development costs related to Tolling and Parking segments. All associated IP rights will be transferred to the demerged company, Q-Free Norge AS.
- 3 Consists mainly of production lines, IT infrastructure and furnishing which will follow Q-Free Norge AS.
- 4 Investments in subsidiaries will be owned by the holding company, Q-Free ASA.
- 5 Consist of loans to subsidiaries, where the largest one NOKm 155.6 to Q-Free America is related to acquisition of other companies.
- 6 The receivables related to operations are to follow Q-Free Norge AS, while the part related to interest on loans to group companies (NOKm 1.7) are to stay in Q-Free ASA.
- 7 Relates to future cost of changing from defined benefit to defined contribution pension scheme and is assumed to follow the employees.
- 8 NOKm 21.4 is debt to Q-Free Netherlands and Q-Free Brazil and owed interest will remain in Q-Free ASA. NOKm 24.2 relates to accounts payable to group companies, and is considered as NWC.
- 9 Mainly consists of accrued expenses for salary, holiday pay and others. The part related to holiday pay, interest on a bank loan and board remuneration (NOKm 6.8) will remain in Q-Free ASA, while the other items is assumed to be transferred to Q-Free Norge AS.