CXENSE ASA

STATEMENT FROM THE BOARD OF DIRECTORS

1. Introduction
This statement is made by the Board of Directors (the “Board”) in Cxense ASA (“Cxense” or the “Company”) in connection with the recommended voluntary offer by Piano Software, Inc., a private limited liability company incorporated and existing under the laws of Delaware with its registered address in the US (the “Offeror”), or through a wholly-owned subsidiary, to acquire all outstanding shares of Cxense (the “Offer”) to be announced on August 5, 2019 (the “Announcement”).

This statement does not serve the purpose of being the formal company statement to be issued pursuant to section 6-16 and 6-19 of the Norwegian Securities Trading Act. The Company has in consultation with the Oslo Stock Exchange engaged KWC AS as an independent third party to provide an independent statement regarding the Offer to be issued in accordance with the requirements in section 6-16 and 6-19 of the Norwegian Securities Trading Act. Such statement will be released at the latest one week prior to the expiration of the offer period of the Offer.

After careful considerations of the terms and conditions of the Offer, the Board has unanimously resolved to enter into a transaction agreement with the Offeror. The Board would like to make the shareholders aware that the Company has undertaken only to modify, qualify or otherwise withdraw its recommendation of the Offer on certain terms and conditions, including a payment of a break-up fee equal to the Offeror’s documented costs connected to the Offer limited to USD 800,000 to the Offeror. Furthermore, the Board would like to make the shareholders aware that the Offeror shall pay the Company a break-up fee in the amount of USD 5 million if the Offer is not completed due to the Offeror not having been able to obtain final and binding financing.

The Company has engaged Arctic Securities AS (“Arctic”) to provide a fairness opinion (the “Fairness Opinion”), attached hereto as Appendix 1.

2. The Offer
The Offeror is offering to acquire all outstanding shares in the Company at a price per share of NOK 16 (the “Offer Price”). Further information regarding the Offer and the conditions thereof will be included in the Announcement.

The Offer Price values the total share capital of the Company at approximately NOK 351 million. The Offer Price represents a premium of approximately 152% to the closing price on the Oslo Stock Exchange on August 2, 2019, the last trading day prior to the Offeror’s announcement of its intention to make of the Offer on August 5, 2019, and a premium of approximately 205% to the volume weighted average share price on the Oslo Stock Exchange for the 30 trading days’ period ending on August 2, 2019.

3. The Offer’s impact on the employees and the Company
The Board notes that the Offeror does not expect the completion of the Offer to have any negative legal, economic or other work related consequences for the employees of the Company or its subsidiaries.

The Offer will be made known to the Company’s employees. The employees of the Company will have the opportunity to make a separate statement regarding the Offer, and if so, such separate statement made by the employees during the offer period for the Offer will be disclosed separately.
4. Recommendation to the shareholders

As set out above, the Board has received a Fairness Opinion from Arctic. Arctic has concluded that, as of the date hereof, the Offer Price is fair from a financial point of view to the holders of shares in the Company.

Based on careful considerations of the terms and conditions of the Offer, the Offer Price, assessment of factors that the Board has deemed relevant to the Offer and based on Arctic’s Fairness Opinion, the Board unanimously recommends the Company's shareholders to accept the Offer.

The recommendation by the Board of the Offer is unanimous amongst its members.

Oslo August 2, 2019

The Board of Directors

Cxense ASA

(sign.)

Appendix 1: Fairness Opinion by Arctic Securities ASA