

Date: 22 May 2019

Title: Hiddn Solutions ASA: Contemplated business combination with Energos Group AS

This stock exchange announcement is made in accordance with section 3.4 of the Oslo Børs' Continuing Obligations of stock exchange listed companies.

Reference is made to the stock exchange announcement by Hiddn Solutions ASA ("Hiddn" or the "Company") on 25 March 2019 and 16 May 2019 regarding the contemplated business combination with Energos Group AS ("Energos") to add new business lines providing technology and solutions to the global renewable energy production industry. A binding agreement to acquire all outstanding shares in Energos was signed on 16 May 2019 (the "Transaction").

The Transaction

The Transaction is structured as an acquisition by the Company of 100% of the outstanding shares in Energos from the current owners Daimyo AS, Macke Invest AS and Tempus Invest AS, currently holding 50.01%, 33.34% and 16.65% respectively of the shares in Energos (together referred to as the "Sellers").

The Company's consideration for Energos shall be fully settled by the issuance of 422,028,782 consideration shares in the Company to the Sellers (the "Consideration Shares"). Following completion of the Transaction and issuance of the Consideration Shares, the Sellers will own approximately 78.50% of the shares in the Company on a fully diluted basis.

Completion of the Transaction is subject to customary completion conditions, including *inter alia* the following:

- the parties have agreed on the appointment of a new board of directors of the Company to be proposed to the Company's nomination committee;
- the Company's general meeting, expected to be held on or about 28 June 2019, having resolved to approve the Transaction, issue the Share Consideration and change the Company's name to "Energos ASA", subject to completion of the Transaction; and
- the parties not being in material breach of their obligations under the agreement.

Completion of the Transaction is further conditional on the Sellers' discretionary approval of the financial status of Company and its subsidiaries at the closing date and that no adverse change (of any size) has occurred after the signing date to the Company's condition, assets, operations, results or prospects.

Closing of the Transaction is scheduled to be carried out on or about 28 June 2019, after the annual general meeting is adjourned.

The Sellers have agreed to a lock-up arrangement pursuant to which they undertake to not sell, exchange, pledge or in any way transfer, or enter into any derivate trade or other transaction having substantially the same effect as a sale, exchange or transfer of the Consideration Shares for a period of twelve (12) months after the date of closing of the Transaction, however, for Sellers Macke Invest AS and Tempus Invest AS the lock-up is only applicable for 50% of the Consideration Shares issued to each of them for a period of twelve (12) months while their remaining 50% of the Consideration Shares are subject to lock-up for 6 (six) months after closing of the Transaction.

Energos key information

Energos is a private limited liability company incorporated under the laws of Norway with business registration number 913 111 966. Energos is a global provider of technology, equipment and services to energy producers within energy recovery, hydropower and district heating and also provides services to the offshore industry.

Energos is headquartered in Hægebostad in Southern Norway and has five wholly-owned subsidiaries servicing three business units, namely Energos Technology AS, Energos Contract AS, Energos Equipment AS, Energos Installation AS and Enerquip AS. Energos has direct and indirect ownership in several other entities, including W2E Holding Ltd (100%), Energy BV (100%) and Energos Solution AS (approx. 70%).

The board of directors of Energos currently consists of four individuals as set out in the table below:

Name	Position	Served since
Anders Ombustvedt	Chairman	January 2019 (board member since March 2014)
Jan Erik Hadland	Board member	March 2014
Espen Aubert	Board member	March 2014
Stein B. Sørvig	Board member	August 2016

The executive management of Energos currently consists of four individuals as set out in the table below:

Name	Position	Employed since
Jan Erik Hadland	Chief Executive Officer	October 2015*
Johnny Ballestad	Chief Financial Officer	April 2019**
Stein B. Sørvig	Chief Technology Officer	January 2019***
Arne Frydenlund	Chief Accountant	June 2019****

*Mr Hadland serves as CEO pursuant to an agreement between Energos and Macke Invest AS, a company 100% owned by Mr Hadland.

**Mr Ballestad is currently assisting general manager (CM) at Sparebanken Sør. Mr Ballestad started part time in April 2019 and will formally take the position as CFO on 1 June 2019.

*** Mr Sørvig was employed by Energos Contract from 2008 to 2017 and employed as Managing Director by Energos Technology from 2017.

**** Mr Frydenlund has assisted Energos with accounting services through Value Accounting since 2018 and will formally take the position as Chief Accountant on 1 June 2019.

It is the parties' intention that Johnny Ballestad will take on the position as CEO of Hiddn with effect from completion of the Transaction.

The Energos group has approximately 90 full-time employees which are employed by the five Energos group subsidiaries and based in Eiken, Arendal, Risør and Trondheim.

As of the date of this announcement, Energos' share capital is NOK 1,348,466, divided on 96,319 shares, each with a par value of NOK 14.

Please find below certain audited consolidated key financial figures for the Energos group:

(In NOK thousand)	Year ended 31 December		
	2018 ⁽¹⁾ (audited)	2017 ⁽²⁾ (audited)	2016 (audited)
Total revenue	176,414	183,726	208,224
EBITDA ⁽³⁾	28,123	22,209	24,390
Total assets	140,904	155,346	135,475
Total equity ⁽⁴⁾	36,502	48,663	47,493
Total liabilities	104,402	103,683	87,982

(1) The consolidated key figures for 2018 include Energos as well as Energos Equipment AS, Enerquip AS, Energos Installation AS, Energos Technology AS, Energos Contract AS, Energos Property Skeie AS, Energos Property Akland AS, W2E Holding Ltd, W2eE Technology AS and Clover Energy BV. The figures do not include RSM Gas Services AS and Sør Rental AS which were divested in 2018. For 2017 and 2016, RSM Gas Services AS had a total revenue of NOK 19,431,000 and NOK 1,159,000 and EBITDA of NOK 16,014,000 and NOK 984,000, respectively, and Sør Rental AS had a total revenue of NOK 2,328,000 and NOK 507,000 and EBITDA of NOK 482,000 and NOK 7,000, respectively.

(2) The consolidated key figures for 2017 include the entities set out in note (1) in addition to Sør Rental AS and RSM Gas Services AS.

(3) The divestment of Sør Rental AS and RSM Gas Services AS in 2018 resulted in a profit of approx. NOK 7.1 million for the Energos group for 2018.

(4) The Energos group distributed a dividend of a total of approx. NOK 10.4 million following the divestment of Sør Rental AS and RSM Gas Services AS in 2018.

In Q1 2019, Energos acquired shares in Energos Solution AS for a total amount of NOK 657,953, increasing the share ownership from approx. 30% to approx. 70%. Further, in Q1 2019, the subsidiary Energos Equipment AS was granted a loan of NOK 10 million by Innovation Norway of which NOK 5 million was paid on 3 March 2019.

Other than the above, there are no material assets or obligations that are not evident from Energos' consolidated balance sheet.

The effect of the Transaction for Hiddn

As described above, the Sellers will own approximately 78.50% of the shares in the Company following completion of the Transaction. The largest business activities of the Company's subsidiaries following the Transaction will be that of Energos and, as mentioned above, it is agreed that the Company shall change its name to Energos ASA (subject to approval from the Company's general meeting).

Current subsidiary of the Company Finn Clausen Sikkerhetssystemer AS ("FCS"), which carries out activities within storage and security cabinets, will continue as a separate business line in the combined group including both Energos and FCS, with the Company serving as a holding company for both business lines. As announced on 21 May 2019, the Company's subsidiary Hiddn Security AS has filed a bankruptcy petition with the Oslo enforcement, bankruptcy and probate court. Bankruptcy proceedings have commenced, and Hiddn Security AS is no longer managed by the Company.

Other key information related to the Transaction

No agreements have been or are expected to be entered into with the executive management or members of the Company or Energos entitling them to any special benefits in connection with the Transaction.

The Company will publish an information memorandum describing the Transaction and issuance of the Consideration Shares, scheduled to be approved by the Oslo Stock Exchange prior to the annual general meeting expected to be held on or about 28 June 2019.

Advisers

Aabø-Evensen & Co is acting as legal advisor to the Company in connection with the Transaction. Wikborg Rein Advokatfirma AS is acting as legal advisor to Energos in connection with the Transaction.

For further information, please contact:

Carl Espen Wollebekk, CEO of Hiddn, telephone: + 47 930 55 505 /e-mail: cew@hiddn.no