

Simplified notification of concentration

cf. the Norwegian Competition Act section 18 first paragraph and Regulation on
the Notification of Concentrations section 3 first paragraph item 3

between

4SERVICE Gruppen AS

and

De 3 Stuer AS

Oslo, 9 December 2016

Confidential

Contains business secrets

Ref.: #6835528/1

Advokatfirmaet BA-HR DA

Tjuvholmen allé 16, Postboks 1524 Vika, NO-0117 Oslo, Tel: +47 21 00 00 50 Fax: +47 21 00 00 51
www.bahr.no Org.nr: NO 947 589 997

1. The notifying party

The acquirer

Name: 4SERVICE Gruppen AS
Reg.no.: 916 271 344
Address: C/O Advokatfirmaet BA-HR DA
Postboks 1524 Vika, NO-0117 Oslo

The acquirer's representative

Name: Advokatfirmaet BA-HR DA
Contact person: Christoffer Nyegaard Mollestad
Lawyer in charge: Børre Sofus Arnet
Address: Postboks 1524 Vika, NO-0117 Oslo
Telephone: 21 00 00 50 / 90 93 72 13
E-mail: chrmo@bahr.no

2. Other involved party

Name: De 3 Stuer AS
Reg.no.: 990 035 946
Address: Ryensvingen 7, 0680 Oslo

3. The transaction

This notification concerns the proposed acquisition by 4SERVICE Gruppen AS ("Buyer") of De 3 Stuer AS ("D3S") (together, the "Parties"). According to the Share Purchase Agreement of 6 December, 2016, Buyer will acquire 100% of the shares in D3S (the "Transaction").

The Buyer is a wholly-owned portfolio company of the investment fund Norvestor VII, L.P. ("Norvestor VII") acting through its general partner Norvestor VII General Partner L.P., in turn acting through its general partner Norvestor VII (GP) Limited.

By acquiring 100% of the company shares, the Buyer will acquire sole control of D3S. Hence, the proposed acquisition constitutes a change of control according to Section 17 of the Norwegian Competition Act.¹ Completion is conditioned on approval from the Norwegian Competition Authority.

¹ The Transaction will include reinvestment by the current shareholders in 4SERVICE. The reinvestment will be made in 4Service Holding AS. Norvestor VII will constitute the sole controlling shareholder of the Buyer. The reinvesting sellers will all be minority shareholders without negative control.

4. Applicability of a simplified notification

As described in section 7 below, the Parties are to a certain extent competitors in the market for conventional canteen services in Norway. However, the Parties' joint market shares are significantly below 20 %. Furthermore, the Parties do not hold any vertical relations on markets in which the market shares of the Parties exceed 30%. Consequently, the Transaction qualifies for a simplified notification in accordance with the Regulation on the Notification of Concentrations section 3 first paragraph, item 3, litra c.

5. The involved Parties' structure and area of business

5.1 The Buyer, Norvestor and Norvestor's portfolio

The Buyer is a Norwegian provider of canteen operation services and facility services for the private and public sectors. The Buyer is controlled by the investment fund Norvestor VII. Norvestor VII is, along with Norvestor IV, L.P. ("Norvestor IV"), Norvestor V, L.P. ("Norvestor V") and Norvestor VI, L.P. ("Norvestor VI") managed by Norvestor Equity AS. The Norvestor funds and their portfolio companies generated a total global turnover of NOK [REDACTED] in 2015, of which approximately NOK [REDACTED] was generated from Norway.

The Norvestor funds' current investment portfolios include the following undertakings (shareholding indicated):

5.1.1 Norvestor IV

Life Europe AB (51.5%) is a retail chain for health food, wellness and lifestyle products, comprising more than 440 stores in Norway, Sweden and Finland, of which 130 stores in Norway. Life Europe AB has approximately 620 employees. Further information is available at www.life.no.

Johnson Metall Group AB (72.7%) is an international supplier and integrated manufacturer of brass and bronze components to the international bearing industry and the Nordic industrial markets. Johnson Metall Group AB has approximately 485 employees. Further information is available at www.johnson-metall.com.

5.1.2 Norvestor V

Apsis Holding AB (67.7%) is the provider of Apsis Newsletter Pro, which is a software used for permission based e-mail marketing and marketing automation in Northern Europe. Apsis Newsletter Pro is used by more than 6,000 businesses in more than 40 countries. In addition to head office located in Malmo, Sweden, Apsis has several other offices in Sweden, as well as in Norway, Finland, Denmark and Hong Kong. Further information is available at www.apsis.se.

Aptilo Holding AB (88.7%) is a global provider of pre-integrated management solutions control of billing, user services and access in Wi-Fi, WiMAX and LTE networks, ranging from smaller installations to large carrier networks. Aptilo has activities in more than 60 countries. Further information is available at www.aptilo.com.

Cegal AS (52.4%) is a provider of centralized IT operations, focusing on Application Service Provider, consulting services, and hardware and software sales, particularly in the energy

sector. Its head office is located in Stavanger, Norway. Cegal has approximately 300 employees, and provides IT operations to more than 200 customers, and more than 14,000 users around the world. Further information is available at www.cegal.com.

Marine Aluminium AS (69.6%) is a global supplier of aluminium based access and safety solutions for the offshore and shipbuilding industry; helidecks and gangways and other aluminium based products. Its head office is located in Karmøy, Norway. Further information is available at www.m-a.no.

Sentech AS (70%) is a leading provider of advanced sensor technology for separation profile metering. Its head office is located in Oslo, Norway.

5.1.3 Norvestor VI

Crayon Group Holding AS (49.5%) advises enterprises with complex IT needs, and provides software asset management (SAM) services. SAM is a business practice that involves managing and optimizing the purchase, deployment, maintenance, utilization, and disposal of software applications within an organization. The Company is headquartered in Norway with 12 branches in Europe, India and the Middle East. Crayon has in 2015 also expanded into the US market through the acquisition of Software Wholesale International and Anglepoint. Further information is available at www.crayon.com.

ABAX Holding AS (82.3%) is a provider of electronic trip logs, a service that automatically registers data about the location of a vehicle. The system enables the customers to efficiently comply with regulatory reporting requirements of private use of company cars. Developing both hardware and software ABAX has more than 163 employees in Norway, Sweden and Denmark, and more than 10,000 customers, mainly within the Scandinavian market. Its headquarters are located in Larvik, Norway. Further information is available at www.abax.no.

Robust AB (84.8%) is a producer of steel security and fire doors for offices, homes and industrial use. Robust has manufacturing facilities in Sweden and England, and employs approximately 125 people. Further information is available at www.robust.se.

iSurvey Holding AS (67.1%) provides survey and positioning services to support offshore rig moves and marine construction work. iSurvey also performs seabed mapping mainly for cable post-lay (as built documentation), but also tow routes, which involves surveying a planned route before towing major constructions to avoid grounding. iSurvey has offices located in Norway, Scotland and Singapore, and employs approximately 105 people. Further information is available at www.isurvey-group.com.

Future Production Holding AS (76.2%) is an international provider of tailor made technical and mechanical solutions and equipment to the oil & gas industry. Its main focus is on modifications and upgrades on offshore drilling rigs. Future Production's customers are mainly drilling contractors. Future Production offers solutions and products for handling of equipment on the lower part of the drill floor/pipe deck and moon-pool areas. This includes gooseneck handling, pipe handling and subsea handling systems comprising tailored systems for automated and efficient handling, storing and moving e.g. Christmas

trees (drilling equipment) and blow out preventors (BOP) on the rig. Such subsea handling equipment as mentioned above constitutes Future Production's most significant product category. Future Production currently has 20 employees and is located in Kristiansand, Norway. Further information is available at www.future-production.no.

Nomor Holding AB (67.3%) is a Swedish pest control company. Nomor provides sanitation services and preventative measures for extermination pests; full service agreements to customers that have to abide by certain food safety standards; and Home & House services such as preventive building inspection. Further information is available at www.nomor.se.

Permascand AB (ca. 80.7%), is a leading Swedish engineering and manufacturing company across the business areas of electrochemical process technology, water treatment systems and welded equipment & components, with more than 90% of revenues from international sales. Further information is available at <http://permascand.com>.

PG Group Parent Holding AS (55.9%) is an international provider of cargo handling systems, pump systems and pump solutions for the marine and oil & gas industry. PG offers pumps that may handle wet and dry bulk cargo and liquids up- and downstream, including control systems and solutions designed, engineered and manufactured to the highest industrial standards. The pumps and pump systems are based on a combination of proprietary products and customized products sourced from partners. Some of PG's key proprietary products are PG-Hyde BTWS (Ballast Water Treatment System), PG-MACS, PG-MAPS and various PG pumps. Further information is available at www.pg-marinegroup.com.

Phonero AS² (55.6%) Phonero is a Norwegian mobile services provider and mobile virtual network operator ("MVNO"). Phonero also provides fixed network telephony services. Established in 2008, the company is headquartered in Kristiansand, and has regional offices in Stavanger, Bergen, Trondheim and Oslo. The company has about 195 employees, as well as a sales team of 120. Phonero focuses on providing mobile services to the business segment and the public sector. Further information is available at <http://www.phonero.no>.

Roadworks AS (77.0%) is a Norwegian company providing an extensive range of products and services required for the operation and maintenance of road related infrastructure, including monitoring and automation within the Norwegian market. The Company was established in 2015 and is located in Langhus, Grimstad and Trondheim. Further information is available at www.roadworks.no

5.1.4 Norvestor VII

HydraWell Intervention AS (46.1%) is a well integrity specialist providing a range of step-changing proprietary tools and associated services to oilfield operators and services integrators. The Company has designed, developed, tested and commercialized a

² At the time of writing, Phonero is in the process of being acquired by Telia Company AB, cf. notification of concentration filed with the Competition Authority on 11 November 2016

proprietary plugging technology for wellbore applications. HydraWell services oilfield operators and oil service companies. The company is based outside Stavanger, Norway, and has 24 employees. Further information is available at <http://hydrawell.no/>

Eneas Group AS (81.0%) is active within the electric power sector. Its main business areas consist of being a supplier of electric power to the small and medium-sized enterprises (“SME”) segment and providing services related to so-called “smart metering”, which relates to the monitoring and handling of power consumption for SME-customers. Eneas is headquartered in Drammen, and operates the call centre business Neras Direct from its location in Trondheim. Eneas has 170 employees. Further information can be found at <http://eneas.no/>.

5.2 4SERVICE Gruppen AS

4SERVICE is a Norwegian provider of canteen operation services and facility services for the private and public sectors. Established in 2010, the company is headquartered at Høvik outside of Oslo, with a regional office in Stavanger. 4SERVICE has 770 employees. The annual turnover of 4SERVICE in 2015 was approximately MNOK 417.5, with an operating result of approximately MNOK 5.8.

4SERVICE focuses on providing canteen operation and food services for the private business and public sectors, including on offshore installations and for on-shore camps related to long-term infrastructure and construction projects. Canteen and food services, i.e. the procurement, preparation and provision of food through on-site canteens, as well as catering services and distribution and maintenance of third party coffee and juice vending machines, constitute the primary focus, but 4SERVICE also provides, as part of their general canteen and food services, supplemental support services such as cleaning, reception and switchboard services, to their customers. 4SERVICE’s business is directed at different customer segments, although the services provided are essentially the same throughout the company’s activities.

The subsidiary 4SERVICE AS holds 4SERVICE’s conventional customer contracts for canteen operations and food services, which depending on the conditions of the individual contracts may include several of the support services referred to above. 4SERVICE currently operates 22 on-site canteens. 4SERVICE AS also holds some of 4SERVICE’s conventional customer contracts for the provision of canteen operations and food services to on-shore camps as further described below. Among 4SERVICE AS’ biggest customers are [REDACTED]

The subsidiary 4SERVICE Offshore AS focuses on the provision of canteen operations and food services to offshore oil & gas floating installations in the North Sea, while 4SERVICE Offshore Hotels AS deliver similar services for offshore oil & gas fixed installations in the North Sea. The services provided offshore are canteen and kiosk operations, as well as accommodation and cleaning services. 4SERVICE Offshore AS holds three contracts in this customer segment, encompassing five floating offshore rigs. Among 4SERVICE Offshore AS’ biggest customers are [REDACTED]

[REDACTED] 4SERVICE Offshore Hotels AS holds two contracts in this customer

segment, encompassing one fixed installation and floatels. Among 4SERVICE Offshore Hotels AS' biggest customers are [REDACTED]

The subsidiary 4SERVICE Landanlegg AS focuses on the provision of canteen operations, food services and accommodation services to on-shore camps. 4SERVICE are currently engaged in the operation of 16 on-shore camps. The camps are typically temporarily established in connection with long-term construction or infrastructure projects. The services provided by 4SERVICE are canteen and kiosk operations, as well as camp management-related services such as cleaning, reception, booking and access control. The camps are accommodation facilities. The facilities are provided by a different party than 4SERVICE. For certain camps, camp management is provided by joint ventures owned by 4SERVICE and another party, in which the other party is responsible for providing accommodation facilities, typically barracks. In other camps, the facilities are owned by the contract customer. In yet other instances, 4SERVICE leases the facilities from third parties. Among 4SERVICE Landanlegg AS' biggest customers are [REDACTED]

Further information is available at www.4service.no.

5.3 De 3 Stuer AS

D3S is a Norwegian provider of canteen operation and related services. Originally established as a restaurant concept in 1984 and re-envisioned as a canteen operator during the 1990s, the company is headquartered in Oslo, with a regional office in Trondheim. D3S has approximately 200 employees. The annual turnover of D3S in 2015 was approximately MNOK 126, with an operating result of approximately MNOK 9.0.

D3S focuses on conventional canteen operation and food services for the private and public sectors. In addition to the operation of conventional workplace canteen restaurants, i.e. the procurement, preparation and provision of food through on-site canteens, D3S also provides related services such as catering for internal workplace events and meetings, on-site coffee bars and reception services. D3S does generally not provide broader facility services and supplemental support services such as cleaning and switchboard services. D3S currently operates 55 on-site canteens in Oslo, Akershus and Trondheim.

D3S has no activity in business segments related to accommodation or on-shore/offshore camps.

Further information is available at <http://www.de3stuer.no/>.

6. Turnover

| | Turnover in Norway 2015 (NOK) |
|------------|-------------------------------|
| Norvestor | [REDACTED] |
| 4SERVICE | 417 538 000 |
| De 3 Stuer | 126 350 000 |

7. No markets are affected by the Transaction

The Parties are both active in the market for canteen operations and food services prior to the notified Transaction. However, the Parties have joint markets shares well below 20 %. Although the Parties do hold vertical relations along 2 separate dimensions, the companies concerned all have market shares below 30% in the relevant markets. Consequently, there are no markets affected by the concentration.

7.1 The Parties overlap within the market for canteen operations and food services

D3S and 4SERVICE are both active within the market for canteen operations and food services, and provide services to the Norwegian public and private sectors. The basic service offered is the operation of onsite canteens at the place of the customer's business. In the standard scenario this entails the operation of a canteen in an office building on the basis of contract. As part of the services related to the operation of the canteen as such, i.e. the procurement, preparation and provision of food and related logistic and administrative tasks, various additional support services may also be offered. Such support services may encompass, *inter alia*, cleaning services, reception services and kiosk operations. Services may also include the provision of canteen operations, food and accommodation services to on-shore camps established in connection with construction or infrastructure projects and to offshore installations in the oil & gas industry.

It is the view of the notifying party that the market for canteen operations and food services is national in scope. 4SERVICE operates all over Norway. D3S concentrates on Oslo and Trondheim, but may in principle compete for canteen operation contracts all over Norway. There is no permanent presence necessary besides the establishment of the individual canteens in question. At the same time, the market is also likely to have local dimensions, as a consequence of demand being local in nature. In any event, a definitive delineation of the scope of the geographic market may be left open in the present case, as the Transaction does not give rise to competition concerns under any circumstances, cf. the below.

The relevant product market for canteen operations and food services may potentially be divided into several segments. While a definitive delineation of the relevant market may be left open in the present case, for the purposes of the present notification the notifying party has provided market data on the basis of a narrow market segment encompassing the operation of conventional on-site canteens and provision of food and related services at places of work, such as office buildings or schools. Even on the basis of such a narrow delineation of the relevant market, the Transaction does not give rise to any competition concerns.

According to the best estimate of the notifying party, the annual total value of a market segment for conventional on-site canteens and provision of food and related services

amounted to NOK 5.2 billion in 2015.³ The market is fragmented, and characterised by a number of strong players. Among these are Eurest, ISS, Sodexo, Brest, Fazer and Coor.

According to the notifying party's best estimate, 4SERVICE's market share in this segment is estimated at below ■■■ D3S market share in this segment is estimated at ■■■ On this basis, the Transaction will not affect the market for canteen operations and food services, nor give rise to any competition concerns.

The notifying party notes that D3S is not active within the narrow market segments relating to the provision of canteen operations, food services and accommodation, including related support services such as cleaning and booking, to offshore installations in the oil & gas industry and to on-shore camps established in connection with construction or infrastructure projects. There are no horizontal or vertical relations between 4SERVICE's activities in these segments and D3S business. As such, these segments will not be subject to further analysis in the present notification.

7.2 Vertical relations

The notifying party have identified vertical relations along the following dimensions:

First, as D3S is a provider of canteen operations and food services to the business and public sectors, D3S may be a potential supplier to any Norvestor portfolio company with a demand for such services. However, as the target customer group with respect to canteen operations and food services must be assumed to be every private or public enterprise with a demand for outsourced canteen services, the Norvestor portfolio companies, numbering 19 companies⁴, constitute no more than a negligible share of the market. Consequently, and in light of D3S's limited market share (see section 7.1 above), there is no ability or incentive for either input or customer foreclosure following the Transaction. As such, the Transaction does not affect any markets in the value chain for canteen operations and food services.

Second, we note that as a provider of mobile services focusing primarily on the business segment, as well as a provider of fixed network telephony, Norvestor portfolio company Phonero is a potential or actual supplier to D3S, which, being a potential business customer of mobile services and fixed network telephony, constitutes an end user in these respective value chains. Accordingly, D3S as a customer would constitute the end point of the value chains, and the characteristics of the canteen operation services market will not in itself be relevant to the customer relationship between D3S and Phonero. Regardless of the market shares of D3S, the company represents only a negligible portion of the downstream

³ According to NHO Service market data

⁴ Not including subsidiaries.

markets for mobile services and fixed network telephony. This would be the case even if one were to define a separate market for mobile services to the business segment.⁵

Furthermore, Phonero's market share is significantly below 30%⁶ even in a narrowly defined market segment for mobile services to the business segment. Against this background, there is no ability or incentive for either input or customer foreclosure created by the Transaction. The Transaction does not affect any markets in the respective value chains for mobile services and fixed network telephony.

8. The Parties' most important customers, competitors and suppliers within canteen operations and food services

8.1 The Parties' most important customers

| 4SERVICE | D3S |
|------------|------------|
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |

8.2 The Parties' most important competitors

| 4SERVICE | D3S |
|------------|------------|
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |

⁵ In *Decision V2015-1 - TeliaSonera AB (publ) - Tele2 Norge AS/Network Norway AS*, the Competition Authority did not see the need to assess whether a separate business market for mobile services exists, cf. the decision paragraph 128, but indicated that certain conditions support the finding of a separate market, cf. the decision paragraph 128.

⁶ Cf. Nasjonal Kommunikasjonsmyndighet's ("NKOM") mobile services market reports, available at <http://www.nkom.no/aktuelt/rapporter>

8.3 The Parties' most important suppliers

| 4SERVICE | D3S |
|------------|------------|
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |

9. Annual reports

The 2015 audited annual reports of Norvestor VII General Partner L.P., Norvestor VII (GP) Limited and Norvestor VII, L.P. are attached to this notification as **Annex 1, 2 and 3**, respectively. These annual reports contain business secrets.

The 2015 audited annual reports of 4SERVICE Gruppen AS, 4SERVICE AS, 4SERVICE Offshore AS, 4SERVICE Landanlegg AS and De 3 Stuer AS are publicly available and are therefore not attached to this notification. 4SERVICE Holding AS and 4SERVICE Offshore Hotels AS, being recently established, do not have any approved annual reports to date.

10. Other

The Transaction will not be notified to the competition authorities in any other jurisdictions than Norway.

11. Confidentiality

The notification contains business secrets. Business secrets are marked with a [REDACTED]

Yours sincerely,
for Advokatfirmaet BAHR DA

Christoffer Nyegaard Mollestad
Associate
Lawyer in charge: Børre Sofus Arnet