

Enclosure: Additional information in accordance with the requirements set out in Section 3.4 of the Continuing Obligations for companies listed on the Oslo Stock Exchange

The Acquisition

Oslo, 26 April 2017. Zalaris ASA ("Zalaris" or the "Company") has today entered into a share purchase agreement (the "Agreement") with AHAG Vermögensverwaltung GmbH (including its sole shareholder Harald Goetsch), Lutz Friedrich and MoMa 1. Beteiligungsgesellschaft mbH (including its sole shareholder Volker Müller) (together the "Sellers") regarding the acquisition of 88.22% of the shares in sumarum AG ("sumarum") by the Company (the "Acquisition").

The Acquisition is based on an equity value of 100% of the shares in sumarum on a fully diluted basis in the amount of EUR 19,201,000. The purchase price payable to the Sellers, i.e. EUR 16,894,852.6 will be settled through (i) a cash consideration in the amount of EUR 14,219,834.3 and (ii) the issuance of 687,111 new shares in Zalaris. The number of consideration shares has been calculated based on the volume weighted average price of the shares in Zalaris on the Oslo Stock Exchange during the last 5 trading days prior to the date hereof and NOK/EUR exchange rate of 9.2347.

The remaining shareholders will be offered to sell their shares in sumarum at a price per share equal to the price agreed with the Sellers, to be settled partly (90%) in cash and partly (10%) in new shares in Zalaris. The value per consideration share will be the same as agreed with the Sellers.

The cash component of the consideration for the shares in sumarum will be debt financed.

The consideration shares to be issued to the Sellers and other selling shareholders with larger shareholdings will be subject to a 36 months lock-up. Further, certain good and bad leaver provisions have been agreed which makes Zalaris entitled to buy back consideration shares if the sellers (or their respective owners, if applicable) who are employed by sumarum cease their employment with the Zalaris group during the initial 36 months period.

Completion of the Acquisition is subject to certain conditions, such as no material adverse change having occurred and that Zalaris acquires shares representing at least 95% of the fully diluted share capital of sumarum.

Completion of the Acquisition is expected to take place in May 2017, subject to satisfaction or waiver of the conditions to closing. The Agreement may be terminated by either party if completion has not occurred by 30 June 2017 for any reason other than through the fault of the party seeking to terminate the Agreement.

The consideration shares to be issued and delivered to the Sellers and other selling shareholders in sumarum in connection with the transaction will be listed on the Oslo Stock Exchange.

Zalaris will publish an information memorandum pursuant to section 3.5 of the Continuing Obligations for companies listed on the Oslo Stock Exchange as soon as possible and no later than before trade commences on the 30th trading day on the Oslo Stock Exchange after the date hereof.

About sumarum

sumarum is a German joint stock corporation registered with the commercial register maintained at the local court of Kiel with registration number HRB 8473 KI and registered address at Rathausplatz 3, D-24558 Henstedt-Ulzburg. As Zalaris, sumarum provides cloud-based payroll and HR solutions on SAP's platform and a wide range of SAP HCM and SuccessFactors consulting services for private and public entities in Germany, Austria and Switzerland.

The current members of sumarum's board of directors are Prof. Dr. Martin Ruppelt (chairman), Mr. Wolfgang Hempler, and Mr. Hartmut Rodenwald. The current members of sumarum's management team are Mr. Harald Goetsch (CEO and founder), Mr. Lutz Friedrich and Mr. Volker Müller. As of 30 March 2017, sumarum had approximately 185 employees.

The following key figures have been derived from the unaudited consolidated financial statements for sumarum and its subsidiaries for the financial year ended 31 December 2016, which have been prepared by sumarum based on the audited financial statements for each of the group companies. Consolidated financial statements have not been prepared for the financial years ended 31 December 2015 and 2014.

Summary income statement

	Year ended 31 December
<i>In EUR million</i>	2016
Operating revenues¹	19.6
.....	
EBITDA	2.2
.....	
Operating profit (EBIT)	1.9
.....	
Profit / loss for the period	1.3
.....	

1) Before elimination of intercompany transactions.

Summary statement of financial position

	As of 31 December
<i>In EUR million</i>	2016
Assets	
Total assets	6.4
.....	
Equity and liabilities	
Equity	2.3
.....	
Total Liabilities	4.1
.....	
Equity and liabilities	6.4
.....	

Importance of the Acquisition for Zalaris

When combined, the two companies will be able to provide better offerings for all customers, and better match the geographical footprint of several of their respective current and prospective customers. Further, the combined company will be able to service customers across most of Europe with innovative Cloud based SAP HCM and SuccessFactors Outsourcing and Consulting services. The combined company will employ about 650 employees in the Nordics, Baltics, Poland, Germany, and India. In addition to a broader geographical reach, the combined company has a significant potential for adding new services and utilizing the scale of its innovative cloud based solution powered by SAP HCM and SuccessFactors to target new customers and customer segments with outsourcing and consulting services.

Agreements to the benefit of senior employees or the board of directors

The existing sumarum management team, consisting of Harald Goetsch, Lutz Friedrich and Volker Müller, will directly or indirectly benefit from entering into the previously mentioned Agreement through selling 88.22% of the shares in sumarum AG to Zalaris ASA.

Five year employment agreements with sumarum, signalling the commitment to work long term with the combined Zalaris-sumarum group, have been entered into with Mr. Goetsch, Mr. Friedrich and Mr. Müller.

Mr. Goetsch will continue as CEO (Vorstand) for sumarum AG and join the Zalaris Group Management team responsible for the DACH (Germany, Austria and Switzerland) region.

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