EUROPRIS ASA

(A public limited liability company incorporated under the laws of Norway)

Initial public offering of shares with an indicative price range of NOK 43 to NOK 53 per share

Admission to listing and trading of Europris ASA's shares on the Oslo Stock Exchange

This prospectus (the "**Prospectus**") has been prepared in connection with the initial public offering (the "**Offering**") of ordinary shares, par value of NOK 1 each, of Europris ASA (referred to herein as "**Europris ASA**"), a public limited liability company incorporated under the laws of Norway (Europris ASA together with Europris Holding AS, Europris AS and Europris Butikkdrift AS, the group of subsidiaries of which Europris ASA is the parent holding company, is referred to herein as the "**Company**" or "**Europris**"), and the related listing (the "**Listing**") of Europris ASA's shares (the "**Shares**") on Oslo Børs, a stock exchange operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"). The Offering comprises new ordinary Shares to be issued by Europris ASA (the "**New Shares**") to raise gross proceeds of approximately NOK 850 million, and existing ordinary Shares (the "**Sale Shares**") offered by Europris ASA's main shareholder, NC Europris Holding B.V. ("**NC Europris Holding**"), and certain other shareholders listed in Sections 13.2 "Board of Directors and Management" and 13.3 "Other existing selling shareholders" (the "**Other Selling Shareholders**" and together with NC Europris Holding, the "**Selling Shareholders**"). The Sale Shares, together with the New Shares and, unless the context indicates otherwise, the Additional Shares (as defined below), are referred to herein as the "**Offer Shares**").

The Offering consists of (i) a private placement to (a) investors in Norway, (b) institutional investors outside Norway and the United States of America (the "**U.S.**" or the "**United States**"), subject to applicable exemptions from applicable prospectus requirements, and (c) "qualified institutional buyers" ("**QIBs**") in the United States as defined in, and in reliance on, Rule 144A ("**Rule 144A**") under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") (the "**Institutional Offering**"), (ii) a retail offering to the public in Norway (the "**Retail Offering**") and (iii) an offering to the Company's Eligible Employees (as defined in Section 18.6.1) (the "**Employee Offering**"). All offers and sales in the United States will be made only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act. All offers and sales outside the United States will be made in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**").

In addition, NC Europris Holding is expected to grant to the Joint Bookrunners (as defined below) an option to purchase additional Shares equal to up to approximately 15% of the aggregate number of New Shares and Sale Shares to be sold in the Offering, exercisable, in whole or in part, on behalf of the Joint Bookrunners by ABG Sundal Collier Norge ASA as stabilisation manager (the "**Stabilisation Manager**") within a 30-day period commencing at the time at which "if sold/if issued" trading in the Shares commences on the Oslo Stock Exchange, to cover any over-allotments of Shares (the "**Additional Shares**") made in connection with the Offering, on the terms and subject to the conditions described in this Prospectus (the "**Over-Allotment Option**"). A stock exchange notice will be made on the first day of "if sold/if issued" trading in the Shares if the Joint Bookrunners will over-allot shares in connection with the Offering, which statement will also state that stabilisation activities may occur. The Company will not receive any of the proceeds from the sale of the Sale Shares or any Additional Shares.

The price (the "**Offer Price**") at which the Offer Shares will be sold is expected to be between NOK 43 and NOK 53 per Offer Share (the "**Indicative Price Range**"). The Offer Price may be set within, below or above the Indicative Price Range. The Offer Price will be determined following a bookbuilding process and will be set by NC Europris Holding and the Company, in consultation with the Joint Bookrunners. See Section 18 "Terms of the Offering" for further information on how the Offer Price will be set. The Offer Price, and the number of Offer Shares sold in the Offering, is expected to be announced through a stock exchange notice on or before 07:30 hours (Central European Time, "**CET**") on 19 June 2015. The offer period for the Institutional Offering (the "**Bookbuilding Period**") will commence at 09:00 hours (CET) on 8 June 2015 and close at 14:00 hours (CET) on 18 June 2015. The application period for the Retail Offering and the Employee Offering (the "**Application Period**") will commence at 09:00 hours (CET) on 8 June 2015 and close at 12:00 hours (CET) on 18 June 2015. The Bookbuilding Period and the Application Period may, at NC Europris Holding's and the Company's sole discretion, in consultation with the Joint Bookrunners and for any reason, be shortened or extended beyond the set times, but will in no event be shortened to expire prior to 12:00 hours (CET) on 16 June 2015 or extended beyond 14:00 hours (CET) on 26 June 2015.

Investing in the Offer Shares involves a high degree of risk. Prospective investors should read the entire Prospectus and in particular consider Section 2 "Risk Factors" beginning on page 16 before investing in the Offer Shares and the Company.

The Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and are being offered and sold: (i) in the United States only to persons who are QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S. Prospective purchasers are hereby notified that sellers of Offer Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder. The distribution of this Prospectus and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law. Persons in possession of this Prospectus are required to inform themselves about and to observe any such restrictions. See Section 19 "Selling and Transfer Restrictions."

Prior to the Offering, there has been no public market for the Shares. On 8 June 2015, the Company expects it will apply for the Shares to be admitted to listing and trading on the Oslo Stock Exchange, and completion of the Offering is subject to the approval of the listing application by the board of directors of the Oslo Stock Exchange, the satisfaction of the conditions for admission to listing set by the Oslo Stock Exchange and certain other conditions as set out in Section 18.14 "Conditions for completion of the Offering – Listing and trading of the Offer Shares." The Shares are, and the New Shares will be, registered in the Norwegian Central Securities Depository (the "**VPS**") in book-entry form. All Shares will rank in parity with one another and carry one vote. Except where the context otherwise requires, references in this Prospectus to the Shares refer to all issued and outstanding ordinary shares of Europris ASA and will be deemed to include the Offer Shares.

The due date for the payment of the Offer Shares is expected to be on 22 June 2015 in the Retail Offering and the Employee Offering, and on 23 June 2015 in the Institutional Offering. Delivery and payment for the Offer Shares is expected to take place on or about 23 June 2015 through the facilities of the VPS. Trading in the Shares on the Oslo Stock Exchange on an "if sold/if issued" basis is expected to commence on or about 19 June 2015, under the ticker code "EPR." If closing of the Offering does not take place on 22 June 2015 or at all, the Offering may be withdrawn, resulting in all applications for Offer Shares being disregarded and any allocations made being deemed not to have been made and any payments made will be returned without any interest or other compensation. All dealings in the Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Joint Global Coordinators and Joint Bookrunners

ABG Sundal Collier | Goldman Sachs International

Joint Bookrunners

BofA Merrill Lynch | SEB

Financial Advisor

Moelis & Company

The date of this Prospectus is 5 June 2015

IMPORTANT INFORMATION

This Prospectus has been prepared in connection with the Offering of the Offer Shares and the Listing of the Shares on the Oslo Stock Exchange.

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (the "**Norwegian Securities Trading Act**") and related secondary legislation, including the Commission Regulation (EC) no. 809/2004 implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 regarding information contained in prospectuses, as amended, and as implemented in Norway (the "**EU Prospectus Directive**"). This Prospectus has been prepared solely in the English language. However, a summary in Norwegian has been prepared in Section 21 "Norwegian Summary (Norsk Sammendrag)." The Financial Supervisory Authority of Norway (*Nw: Finanstilsynet*) (the "**Norwegian FSA**") has reviewed and approved this Prospectus in accordance with Sections 7-7 and 7-8 of the Norwegian Securities Trading Act. The Norwegian FSA has not controlled or approved the accuracy or completeness of the information included in this Prospectus. The approval by the Norwegian FSA only relates to the information included in accordance with pre-defined disclosure requirements. The Norwegian FSA has not made any form of control or approval relating to corporate matters described in or referred to in this Prospectus.

For definitions of certain terms and metrics used throughout this Prospectus, see Section 4.3 "Presentation of financial and other information" and Section 22 "Definitions and Glossary."

The Company has engaged ABG Sundal Collier Norge ASA and Goldman Sachs International as "**Joint Global Coordinators**", and has engaged Merrill Lynch International and Skandinaviska Enskilda Banken AB (publ.), Oslo Branch as joint bookrunners (together with the Joint Global Coordinators, the "**Joint Bookrunners**"). NC Europris Holding has also engaged Moelis & Company UK LLP to act as financial advisor in relation to the Offering (the "**Financial Advisor**").

The information contained herein is current as at the date hereof and subject to change, completion and amendment without notice. In accordance with Section 7-15 of the Norwegian Securities Trading Act, significant new factors, material mistakes or inaccuracies relating to the information included in this Prospectus, which are capable of affecting the assessment by investors of the Offer Shares between the time of approval of this Prospectus by the Norwegian FSA and the listing of the Shares on the Oslo Stock Exchange, will be included in a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus, nor the sale of any Offer Share, shall under any circumstances imply that there has been no change in the Company's affairs or that the information herein is correct as at any date subsequent to the date of this Prospectus.

No person is authorised to give information or to make any representation concerning the Company or in connection with the Offering or the sale of the Offer Shares other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company, the Joint Bookrunners, Nordic Capital or the Financial Advisor or by any of the affiliates, representatives, advisers or selling agents of any of the foregoing.

The distribution of this Prospectus and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of the Shares to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with applicable laws and regulations. Persons in possession of this Prospectus are required to inform themselves about and to observe any such restrictions. In addition, the Offer Shares are subject to restrictions on transferability and resale in certain jurisdictions and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. See Section 19 "Selling and Transfer Restrictions."

This Prospectus and the terms and conditions of the Offering as set out herein and any sale and purchase of Offer Shares hereunder shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering or this Prospectus.

In making an investment decision, prospective investors must rely on their own examination, and analysis of, and enquiry into, the Company and the terms of the Offering, including the merits and risks involved. None of the Company, the Selling Shareholders, the Joint Bookrunners or the Financial Advisor, or any of their respective representatives or advisers, is making any representation to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of an investment in the Offer Shares.

The prospective investors acknowledge that: (i) they have not relied on the Joint Bookrunners or the Financial Advisor or any person affiliated with the Joint Bookrunners or the Financial Advisor in connection with any investigation of the accuracy of any information contained in this Prospectus or their investment decision; and (ii) they have relied only on the information contained in this document, and (iii) that no person has been authorised to give any information or to make any representation concerning Europris ASA or its subsidiaries or the Offer Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Selling Shareholders, the Joint Bookrunners or the Financial Advisor.

All Sections of the Prospectus should be read in context with the information included in Section 4 "General Information."

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ("RSA") WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO INVESTORS IN THE UNITED STATES

The Offer Shares have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not passed upon the merits of the Offering or confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

The Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged or otherwise transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws.

Accordingly, the Offer Shares are being offered and sold: (i) in the United States only to QIBs in reliance upon Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S. For certain restrictions on the sale and transfer of the Offer Shares, see Section 19 "Selling and Transfer Restrictions."

Prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Offer Shares, and are hereby notified that sellers of Offer Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder. See Section 19 "Selling and Transfer Restrictions."

In the United States, this Prospectus is being furnished on a confidential basis solely for the purposes of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Joint Bookrunners or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised, and any disclosure of its contents, without prior written consent of the Company, is prohibited. Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Prospectus is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Offer Shares or subscribe for or otherwise acquire any Shares.

NOTICE TO UNITED KINGDOM INVESTORS

This Prospectus is only being distributed to and is only directed at (i) persons who are outside the United Kingdom (the "**UK**") or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**Relevant Persons**"). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus or any of its contents.

NOTICE TO INVESTORS IN THE EEA

In any member state of the European Economic Area (the "**EEA**") that has implemented the EU Prospectus Directive, other than Norway (each, a "**Relevant Member State**"), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the EU Prospectus Directive. The Prospectus has been prepared on the basis that all offers of Offer Shares outside Norway will be made pursuant to an exemption under the EU Prospectus Directive from the requirement to produce a prospectus for offer of shares. Accordingly, any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the Offering contemplated in this Prospectus within any EEA member state (other than Norway) should only do so in circumstances in which no obligation arises for the Company or any of the Joint Bookrunners to publish a prospectus or a supplement to a prospectus under the EU Prospectus Directive for such offer. Neither the Company nor the Joint Bookrunners have authorised, nor do they authorise, the making of any offer of Shares through any financial intermediary, other than offers made by Joint Bookrunners which constitute the final placement of Offer Shares contemplated in this Prospectus.

Each person in a Relevant Member State other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway, who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Joint Bookrunners and the Company that:

a) it is a qualified investor as defined in the EU Prospectus Directive, and

b) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the EU Prospectus Directive, (i) such Offer Shares acquired by it in the Offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Directive, or in circumstances in which the prior consent of the Joint Bookrunners has been given to the offer or resale; or (ii) where such Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offer Shares to it is not treated under the EU Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an "offer to the public" in relation to any of the Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase any of the Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the EU Prospectus Directive in that Relevant Member State, and the expression "EU Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in each Relevant Member State.

See Section 19 "Selling and Transfer Restrictions" for certain other notices to investors.

STABILISATION

In connection with the Offering, the Stabilisation Manager, or its agents, on behalf of the Joint Bookrunners, may engage in transactions that stabilise, maintain or otherwise affect the price of the Shares for up to 30 days from the commencement of "if sold/if issued" trading and the Listing of the Shares on the Oslo Stock Exchange. Specifically, the Stabilisation Manager may effect transactions with a view to supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail. The Stabilisation Manager and its agents are not required to engage in any of these activities and, as such, there is no assurance that these activities will be undertaken; if undertaken, the Stabilisation Manager or its agents may end any of these activities at any time and they must be brought to an end at the end of the 30-day period mentioned above. Save as required by law or regulation, the Stabilisation Manager does not intend to disclose the extent of any stabilisation transactions under the Offering.

ENFORCEMENT OF CIVIL LIABILITIES

Europris ASA is a public limited liability company incorporated under the laws of Norway. As a result, the rights of holders of the Shares will be governed by Norwegian law and Europris ASA's articles of association (the "**Articles of Association**"). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions. The members of Europris ASA's board of directors (the "**Board Members**" and the "**Board of Directors**," respectively) and the members of the senior management of Europris ASA (the "**Management**") are not residents of the United States. Virtually all of the Company's assets and the assets of the Board Members and members of Management are located outside the United States. As a result, it may be impossible or difficult for investors in the United States to effect service of process upon the Company or the Board Members and members of Management in the United States or to enforce against the Company or those persons judgments obtained in U.S. courts, whether predicated upon civil liability provisions of the federal securities laws or other laws of the United States.

The United States and Norway do not currently have a treaty providing for reciprocal recognition and enforcement of judgements (other than arbitral awards) in civil and commercial matters. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other jurisdictions, including the United States, against Europris ASA or its Board Members or members of Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or the Board Members or members of Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in Norway.

AVAILABLE INFORMATION

The Company has agreed that, for so long as any of the Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, if at any time it is neither subject to Sections 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), nor exempt from reporting requirements pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, it will, upon request, furnish to each holder or beneficial owners of Shares, or any prospective purchaser designated by any such holder or beneficial owner, such information required to be delivered pursuant to Rule 144A(d)(4) of the U.S. Securities Act. The Company will also make available to each such holder or beneficial owner all notices of shareholders' meetings and other reports and communications that are made generally available to Europris ASA's shareholders.

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APPENDICES

1 SUMMARY

Summaries are made up of disclosure requirements known as "Elements." These Elements are numbered in Sections A – E (A.1 – E.7) below. This summary contains all the Elements required to be included in a summary for this type of securities and the Company. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable."

Section A – Introduction and Warnings

A.1	**Warning**	This summary should be read as introduction to the Prospectus; any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor; where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated; and civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

Section B – Issuer

B.1	**Legal and commercial name**	Europris ASA.
B.2	**Domicile and legal form, legislation and country of incorporation**	Europris ASA is a public limited liability company organised and existing under the laws of Norway pursuant to the Norwegian Public Limited Companies Act. Europris ASA was incorporated in Norway on 23 November 2011, and Europris ASA's registration number in the Norwegian Register of Business Enterprises is 997 639 588.
B.3	**Current operations, principal activities and markets**	Europris is Norway's largest discount variety retailer by sales. The Company offers a broad assortment of quality own brand and brand name merchandise across twelve product categories: Home & Kitchen; Groceries; House & Garden; Travel, Leisure & Sport; Electronics; Personal Care; Clothes & Shoes; Handyman; Hobby & Office; Candy & Chocolate; Laundry & Cleaning; and Pets. The Company delivers a unique value proposition for shoppers by offering a broad assortment of quality merchandise at low prices in destination stores across Norway. The Company's merchandise is sold through the Europris Chain, which consists of a network of 223 stores throughout Norway, 159 of which are directly owned by the Company and 64 of which operate as franchise stores. The stores are designed to facilitate a consistent, easy and efficient shopping experience with a defined layout and "store-in-store" concept. The Company centrally manages the Chain's assortment of merchandise, which results in a consistent range of merchandise from each product category in both directly owned and franchise stores. While the Company's business model includes franchise stores, the Company also takes over franchise stores in a variety of instances, such as at the request or retirement of a franchisee, in circumstances where a franchisee develops health issues or when a franchisee is unwilling to make necessary upgrades or relocations. The Company has taken over more than 40 franchise stores during the period from 1 January 2010 through 31 March

		2015. Europris employs a low cost operating model with a focus on efficiency across the entire value chain from factory to customer. Europris aims to maintain a low cost base through optimised and efficient sourcing, logistics and distribution processes. The Company's experienced procurement team purchases large volumes of goods that are principally sourced directly from suppliers in low cost countries in Europe and Asia. Sourcing is central to the Company's value proposition, and in 2013 the Company established a dedicated sourcing office in Shanghai, China, which is structured as a joint venture with Tokmanni Group Oy, one of the largest discount variety retail chains in Finland. Europris manages inventory in central and overflow warehouses and storage facilities located in Fredrikstad, Norway. The majority of the Company's inventory is processed through the Company's central warehouse, which utilises proven inventory and information management systems to monitor inventory levels and storage capacity and process product orders. The Company distributes and delivers products to the stores in the Chain, which offers merchandise to the market using the Europris brand, consistent store concept and centrally managed assortment of merchandise. The Company and its Management team have a track record of success, and the Company has shown continuous and consistent growth since its founding. The Company's growth is driven by: (i) Category management and other initiatives supporting like-for-like growth, including the Company's own brand and leading brand offering, optimised marketing strategy and extensive store upgrade programme. The Chain's life-for-like growth has consistently outperformed the market with an average annual like-for-like growth of 4.8% for the period from 2010 through 2014, which is 2.2 times the market growth rate, based on Kvarud Analyse's yearly assessment of like-for-like growth for a broad range of shopping centres in Norway during the period. (ii) Focused store rollout programme: since 2010, the Chain has increased from 189 stores to the current 223 stores, and the Company has added more than 30 new directly owned stores to the Chain, including nine new directly owned stores in 2014 and three new directly owned stores in the first quarter of 2015. The Company is committed to its consistent store rollout programme in Norway. In 2014, the stores in the Chain processed more than 26 million customer transactions across Norway. For the year ended 31 December 2014, the Company generated total operating revenue of NOK 4.3 billion, with an Adjusted EBITDA of NOK 551 million and an Adjusted EBITDA margin of 12.9%.
B.4a	**Significant recent trends**	Since 31 March 2015, the Company has continued to trade well and consistent with recent trends. See Section 11.10 "Recent developments" for further details.
B.5	**Description of Europris ASA**	Europris ASA is a parent holding company and its operations are carried out through various operating subsidiaries.
B.6	**Interests in Europris ASA and voting rights**	Shareholders owning 5% or more of the Shares will, following the Listing, have an interest in Europris ASA's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. As of the date of this Prospectus, Europris ASA has 22 shareholders. From Unconditional Trading (approximately 18:00 CET on the second day of trading, which is the point in time after which the Shares will trade

		unconditionally on Oslo Stock Exchange), there will be no differences in voting rights between the Shares. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.
B.7	**Summary financial information**	The summary financial information presented below has been derived from the Company's audited consolidated financial statements as of, and for the years ended, 31 December 2014, 2013 and 2012 (the Audited Financial Statements) and the Company's unaudited interim consolidated financial statements as of, and for the three months ended, 31 March 2015 and 2014 (the Interim Financial Statements). The Audited Financial Statements, included in Appendix B to this Prospectus, have been audited by PricewaterhouseCoopers AS and prepared in accordance with IFRS as adopted by the European Union, as well as Norwegian disclosure requirements pursuant to the Norwegian Accounting Act of 31 December 2014. The Company was formed on 16 November 2011 by Nordic Capital VII Limited, acting in its capacity as General Partner for Nordic Capital VII Alpha L.P. and Nordic Capital VII Beta, L.P., for the purpose of acquiring the parent holding company of the Europris business at the time. The acquisition of the previous parent holding company by the Company was completed on 1 April 2012. Prior to this date, the Company did not have any material assets or liabilities or conduct any operating activities other than those related to its formation and the acquisition. As such, there are no financial statements reflecting the operations of the business as now conducted by the Company before 1 April 2012. Accordingly, the audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012. All references in this Prospectus to the Company's audited consolidated financial statements for the year ended 31 December 2012 must be read in this context. As a result, the audited consolidated financial statements for the year ended 31 December 2012 are not directly comparable to the audited consolidated financial statements for the years ended 31 December 2014 and 2013, and period to period comparisons may not be meaningful. The Interim Financial Statements, included in Appendix C to this Prospectus, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting." PricewaterhouseCoopers AS has issued a review report on the Interim Financial Statements, as set forth in their report on review of interim financial information included herein. Certain financial information in this Prospectus has been extracted from the previous parent holding company's audited consolidated financial statements as of, and for the years ended, 31 December 2011 and 2010, which financial statements were audited by PricewaterhouseCoopers AS. However, these financial statements were prepared in accordance with NGAAP. IFRS differ in certain significant respects from NGAAP and investors should seek their own advice regarding the differences between IFRS and NGAAP. As a result, these financial statements are not directly comparable to the information in the Audited Financial Statements, and period to period comparisons may not be meaningful. The summary consolidated financial information included herein should be read in connection with, and is qualified in its entirety by reference to, the Audited Financial Statements and Interim Financial Statements included in Appendix B and Appendix C, respectively, of this Prospectus and should be read together with Section 11 "Operating and Financial Review."

In NOK million	Three months ended 31 March 2015 (unaudited)	Three months ended 31 March 2014 (unaudited)	Year ended 31 December 2014 (audited)	Year ended 31 December 2013 (audited)	Year ended 31 December 2012[1] (audited)
Summary income statement					
Net sales	964	830	4,153	3,636	2,611
Total other income	22	24	106	121	103
Total Operating Revenue	**985**	**854**	**4,259**	**3,757**	**2,714**
Cost of goods sold	559	511	2,424	2,154	1,546
Employee benefits expenses	174	143	616	495	343
Depreciation	17	31	126	133	96
Write-downs	-	-	78	0	0
Other operating expenses	191	166	678	648	461
Total Operating Expenses	**942**	**851**	**3,922**	**3,430**	**2,447**
Operating Income	**43**	**3**	**336**	**327**	**267**
Interest income	2	1	8	2	6
Other financial income	-	-	36	8	0
Total Financial Income	**2**	**1**	**44**	**10**	**6**
Interest expense	32	35	142	178	182
Other financial expense	6	12	31	18	36
Total Financial Expense	**37**	**47**	**173**	**196**	**218**
Net Financial Income (Expense)	**(35)**	**(45)**	**(129)**	**(186)**	**(212)**
Profit before income tax	**8**	**(43)**	**206**	**141**	**55**
Income tax expense	2	(12)	57	42	24
Profit for the period	**6**	**(31)**	**149**	**99**	**31**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

In NOK million	As of 31 March 2015 (unaudited)	As of 31 March 2014 (unaudited)	As of 31 December 2014 (audited)	As of 31 December 2013 (audited)	As of 31 December 2012[1] (audited)
Summary balance sheet					
NONCURRENT ASSETS					
Intangible Assets					
Software	28	35	32	39	37
Trademark	388	388	388	388	401
Contractual rights	-	125	0	141	204
Goodwill	1,581	1,579	1,580	1,557	1,548
Total Intangible Assets	**1,997**	**2,128**	**2,000**	**2,125**	**2,190**
Fixed Assets					
Fixtures and fittings	210	151	186	147	143
Total Fixed Assets	**210**	**151**	**186**	**147**	**143**
Financial Assets					
Other investments	0.4	0.4	0.4	0.7	0

Other receivables	15	20	16	21	26
Total Financial Assets	**16**	**20**	**17**	**22**	**26**
Total Noncurrent Assets	**2,223**	**2,298**	**2,202**	**2,294**	**2,358**
CURRENT ASSETS					
Inventories	1,240	884	984	831	753
Trade and Other Receivables					
Trade receivables	224	213	230	200	239
Other receivables	99	54	107	66	54
Total Trade and Other Receivables	**323**	**267**	**336**	**266**	**293**
Cash and Cash Equivalents	16	67	245	293	285
Total Current Assets	**1,579**	**1,217**	**1,566**	**1,389**	**1,331**
Total Assets	**3,802**	**3,516**	**3,768**	**3,684**	**3,689**
EQUITY					
Paid-in capital					
Share capital	9	9	9	9	9
Share premium	916	916	916	916	916
Total Paid-in Capital	**926**	**926**	**926**	**926**	**926**
Retained Earnings					
Other equity	285	14	279	46	31
Total Retained Earnings	**285**	**14**	**279**	**46**	**31**
Total Shareholders' Equity	**1,211**	**940**	**1,205**	**971**	**956**
LIABILITIES					
Long-term Liabilities Provisions					
Pension liability	—	—	0.1	0.3	0.7
Deferred tax liability	72	98	73	110	125
Total provisions	**72**	**98**	**73**	**111**	**125**
Other Long-term Liabilities					
Long-term debt to financial institutions	1,478	1,696	1,481	1,698	1,356
Other long-term liabilities	38	33	42	34	518
Total other Long-term Liabilities	**1,517**	**1,729**	**1,523**	**1,732**	**1,874**
Total Long-term Liabilities	**1,589**	**1,827**	**1,596**	**1,843**	**1,999**
Short-term Liabilities					
Short-term borrowings	111	119	111	119	134
Accounts payable	587	285	482	396	365
Tax payable	78	48	100	54	13
Public duties payable	24	46	113	100	87
Dividends	—	84	0	84	0
Short-term debt to parent company	0.1	0.1	0.1	0.1	0.1
Other short-term liabilities	203	167	163	116	135
Total Short-term Liabilities	**1,002**	**749**	**967**	**870**	**734**
Total Liabilities	**2,592**	**2,576**	**2,563**	**2,713**	**2,733**
Total Equity and Liabilities	**3,802**	**3,516**	**3,768**	**3,684**	**3,689**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the

business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

In NOK million	Three months ended 31 March		Year ended 31 December		
	2015 *(unaudited)*	**2014** *(unaudited)*	**2014** *(audited)*	**2013** *(audited)*	**2012**[1] *(audited)*
Summary statement of cash flows					
Cash flows from operating activities					
Profit before income tax	8	(43)	206	141	55
Adjusted for:					
- Depreciation fixed assets	5	15	47	42	30
- Depreciation intangible assets	12	16	79	91	65
- Write-down intangible assets	—	—	78	—	—
- Gain on sale of fixed assets	—	0	0	—	4
- Changes in pension liabilities	0	—	(0.3)	(0.4)	(0.4)
- Unrealised (gain) and loss on derivatives	4	(8)	(30)	(7)	0
- Net interest expense exclusive change in fair value derivatives	26	41	161	164	177
Changes in net working capital (exclusive effect of acquisitions and inclusive translation differences):					
- Inventory	(248)	(11)	(105)	(23)	47
- Accounts receivables and other short term receivables	5	(11)	(28)	40	35
- Accounts payable and other short-term debt	50	(144)	74	(16)	188
Cash generated from operations	**(137)**	**(144)**	**482**	**430**	**601**
Interest paid	(32)	(35)	(138)	(158)	(197)
Income tax paid	(23)	(7)	(48)	(13)	(15)
Net cash generated from operations	**(192)**	**(186)**	**296**	**258**	**389**
Cash flows from investing activities					
Proceeds from sale of fixed assets	—	0.3	0.3	—	
Purchases of fixed assets	(28)	(10)	(84)	(27)	(37)
Purchases of intangible assets	(8)	(3)	(10)	(17)	(22)
Net purchase of shares in subsidiary	0	(25)	(28)	(16)	(2,102)
Interest received	2	1	8	2	21
Net cash used in investing activities	**(34)**	**(37)**	**(114)**	**(58)**	**(2,141)**
Cash flows from financing activities					
Proceeds from borrowings	—	—	—	500	1,397
Payment of shareholder loan	—	—	—	(500)	—
Repayment of debt to financial institutions	(3)	(3)	(230)	(193)	(286)
Net capital increase	—	—	0	0	925
Net cash used in financing activities	**(3)**	**(3)**	**(230)**	**(193)**	**2,037**
Net decrease/increase in cash and cash equivalents	**(229)**	**(225)**	**(48)**	**7**	**285**
Cash and cash equivalents beginning of year (01.01)	**245**	**293**	**293**	**285**	**0.1**
Cash and cash equivalents at end of year (31.12)	**16**	**67**	**245**	**293**	**285**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

B.8	**Selected key pro forma**	Not applicable. There is no pro forma financial information.

	financial information	
B.9	**Profit forecast or estimate**	Not applicable. No profit forecasts or estimates are made.
B.10	**Audit report qualifications**	Not applicable. There are no qualifications in the audit reports.
B.11	**Insufficient working capital**	Not applicable. Management is of the opinion that the working capital available to the Company is sufficient to meet the Company's requirements for at least 12 months from the date of this Prospectus.

Section C – Securities

C.1	**Type and class of securities admitted to trading and identification number**	From the time of Unconditional Trading, Europris ASA will have one class of Shares in issue and all Shares provide equal rights in Europris ASA. Each of the Shares will carry one vote. The Shares have been created under the Norwegian Public Limited Companies Act and are registered in book-entry form with the VPS under ISIN NO 001 0735343.
C.2	**Currency of issue**	The Shares are issued in NOK.
C.3	**Number of shares in issue and par value**	As of the date of this Prospectus, Europris ASA's share capital is NOK 9,255,000 divided into 370,200,000 Shares, each with a par value of NOK 0.025, of which 148,080,000 are Ordinary Shares and 222,120,000 are Preference Shares. On 22 May 2015, Europris ASA's General Meeting resolved to (i) redeem the Preference Shares, (ii) implement the Bonus Issue *(Nw.: "fondsemisjon")* and (iii) conduct the Primary Offering. See Section 15.3 "Share capital and share capital history" for details. At the time of Unconditional Trading, Europris ASA will have one class of Shares, being the Ordinary Shares, each Share having a par value of NOK 1. Following the Offering, there will be 165,788,333 Shares outstanding assuming that the Offer Price is set at the mid-point of the Indicative Price Range.
C.4	**Rights attaching to the securities**	Europris ASA will at the time of Unconditional Trading have one class of Shares in issue and all Shares will provide equal rights in Europris ASA. Each of the Shares will carry one vote. The rights attaching to the Shares are described in Section 15.10 "The Articles of Association and certain aspects of Norwegian law."
C.5	**Restrictions on transfer**	Pursuant to the Underwriting Agreement, it is expected that the Company and NC Europris Holding will agree with the Joint Bookrunners to be subject to a 180 day lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. In addition, members of the Board of Directors, members of Management and the Other Selling Shareholders are expected to agree with the Joint Bookrunners to be subject to a 12 month lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. See Section 18.17 "Lock-up." The Articles of Association do not provide for any restrictions on the transfer of Shares, or a right of first refusal for Europris ASA's shareholders. Share transfers are not subject to approval by the Board of Directors. See also Section 19 "Selling and Transfer Restrictions."
C.6	**Admission to trading**	On 8 June 2015, the Company expects to apply for admission to trading of the Shares on the Oslo Stock Exchange. It is expected that the board of directors of the Oslo Stock Exchange will approve the listing application of the Company on or about 12 June 2015, subject to certain conditions

		being met. See Section 18.14 "Conditions for completion of the Offering — Listing and trading of the Offer Shares." The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange on an "if sold/if issued" basis, on or around 19 June 2015, and on an unconditional basis on or around 23 June 2015. The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market.
C.7	**Dividend policy**	Europris will initially target a dividend pay-out ratio of 50-60% of the Company's net profit for the year.

Section D – Risks

D.1	**Key risks specific to the Company or its industry**	*Risks related to the Company's business* • General and regional economic conditions and customer spending affect the Company's business • The Company's stores are concentrated in Norway • Europris operates in the highly competitive retail market • Europris' business and ability to attract customers or sell merchandise depends in significant part on a strong brand image and Europris may not be able to maintain and enhance its brand • Europris' advertising and marketing programmes may not be effective in generating sufficient levels of customer awareness and driving customer footfall • The Company may be unable to relocate stores or open new stores successfully, on a timely basis, or at all • Europris' business strategy and profitability is dependent on its logistics and distribution infrastructure • Europris relies significantly on information and inventory management systems and may fail to upgrade or introduce new systems as necessary • The Company does not manufacture products and is dependent on the ability of its suppliers, the majority of which are located in foreign countries, to provide it with sufficient quantities of merchandise at acceptable prices and specifications • The interruption of the flow of merchandise from international manufacturers could disrupt Europris' supply chain • Europris' operating revenue, cash flows and inventory levels fluctuate on a seasonal basis and may be impacted by changes in sales or margins during peak selling periods and extreme or unusual weather conditions • Europris' business is dependent upon it being able to anticipate, identify and respond to changing trends and customer preferences and to manage its inventory effectively • The Company's own brand products may not achieve or maintain broad market acceptance • Europris depends on key executive management and may not be able to retain or replace these individuals • The store employee turnover rate in the retail market is generally high and excessive store employee turnover could result in higher employee costs • The Company is subject to unionisation, work stoppages, slowdowns or increased labour costs • Europris is subject to risks associated with leasing substantial

		amounts of space • Certain of the Company's agreements are subject to change of control provisions that may be triggered by changes of control in the Company after the Offering • Unauthorised disclosure of sensitive or confidential customer information could harm Europris' business and standing with its customers • Europris' may be unable to protect and enforce its trademarks or other intellectual property rights • The Company's cash flows may be strained due to its dependence on cash generated from its existing stores to support its growth and the availability of financing and credit facilities • The Company may be unable to refinance its existing financing by drawing upon the credit facilities as planned and may default under the existing financing and credit facilities • Instability in the financial markets may adversely affect Europris' business • Europris is subject to potential adverse fluctuations in currency exchange rates • The Company is exposed to fluctuations in interest rates • The Company may make acquisitions that prove unsuccessful or strain or divert the Company's resources *Risks related to laws and regulations* • Violations of and/or changes in laws and regulations, including employment laws and laws related to the Company's merchandise, could increase costs or change the way Europris does business • The Company may incur costs and reputational damage from litigation, increased regulation, product liability claims and intellectual property disputes • Changes in tax laws, rules related to accounting for income taxes or adverse outcomes from audits by taxation authorities could impact the Company's effective tax rate • Antitrust and competition regulations or authorities may limit the Company's ability to grow and may force the Company to alter its business practices
D.3	**Key risks specific to the securities**	*Risks related to the Listing and the Shares* • The Company will incur increased costs as a result of being a publicly traded company • There may not be an active and liquid market for the Shares and the price of the Shares could fluctuate significantly • NC Europris Holding may continue to exercise considerable influence of the Company and its operations, and the interests of this shareholder may conflict with those of other shareholders • Future offerings of debt or equity securities by the Company may adversely affect the market price of the Shares and lead to substantial dilution of existing shareholders • Future sales, or the possibility for future sales, after the Offering may affect the market price of the Shares • Pre-emptive rights to subscribe for Shares in additional issuances could be unavailable to U.S. or other shareholders • Investors could be unable to exercise their voting rights for Shares registered in a nominee account

	• The Company's ability to pay dividends in accordance with its dividend policy or otherwise is dependent on the availability of distributable reserves and the Company may be unable or unwilling to pay any dividends in the future • Investors could be unable to recover losses in civil proceedings in jurisdictions other than Norway • Norwegian law could limit shareholders' ability to bring an action against the Company • Investors with a reference currency other than NOK will become subject to certain foreign exchange risks when investing in the Shares • The Shares are listed on an "if sold/if issued" basis until delivery of the Shares, which could result in all conditional trades being reversed • The Company may be treated as a "foreign financial institution" under the U.S. Foreign Account Tax Compliance Act, which may impose withholding requirements on payments on the Offer Shares made after December 31, 2016

Section E – Offer

E.1	**Net proceeds and estimated expenses**	Assuming that the Offer Price is set at the mid-point of the Indicative Price Range, all the New Shares and Sale Shares are sold in the Offering at such Offer Price and the Over-Allotment Option is exercised in full, the aggregate gross amount of the Offering will be approximately NOK 4,576 million. The Company will receive the proceeds from the sale of the New Shares while the Selling Shareholders will receive the proceeds from the sale of the Sale Shares and NC Europris Holding will receive the proceeds from the sale of any Additional Shares pursuant to the Over-Allotment Option. See Section 13 "The Selling Shareholders." The gross proceeds to the Company will be approximately NOK 850 million and the Company's total costs and expenses of, and incidental to, the Listing and the Offering are estimated to be approximately NOK 30 million.
E.2a	**Reasons for the Offering and use of proceeds**	The Company believes that the Offering and Listing will: • enhance Europris' profile with investors, business partners and customers; • further enhance the ability of Europris to attract and retain key management and employees; • enable access to capital markets if necessary for future growth; • diversify the shareholder base; • while at the same time enabling the Selling Shareholders to partially monetise their holdings and as a result allow for a liquid market for their Shares going forward. The Company will use the proceeds from the issuance of the New Shares to pay the redemption amount for the Preference Shares, repay the Shareholder Loan and pay for transaction costs. See Section 15.3 "Share capital and share capital history." The Company will not receive any proceeds from the sale of the Sale Shares by the Selling Shareholders and/or the sale of any Additional Shares by NC Europris Holding.
E.3	**Terms and conditions of the Offering**	The Offering consists of (i) an offer of New Shares issued by Europris ASA to raise gross proceeds of approximately NOK 850 million and (ii) an offer

of Sale Shares, all of which are existing, validly issued and fully paid-up registered Shares with a par value of NOK 1[1], offered by the Selling Shareholders, as further listed and specified in Section 13 "The Selling Shareholders."

In addition, the Joint Bookrunners may elect to over-allot a number of Additional Shares, equalling up to approximately 15% of the aggregate number of New Shares and Sale Shares sold in the Offering. NC Europris Holding is expected to grant to the Joint Bookrunners an Over-Allotment Option, which may be exercised on behalf of the Joint Bookrunners by ABG Sundal Collier Norge ASA, as Stabilisation Manager, allowing ABG Sundal Collier Norge ASA to purchase a number of Additional Shares to cover any short position created as a result of over-allotments or otherwise.

The Offering consists of:

- An Institutional Offering, in which Offer Shares are being offered (a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, subject to applicable exemptions from the prospectus requirements, and (c) in the United States to QIBs in reliance on Rule 144A under the U.S. Securities Act. The Institutional Offering is subject to a lower limit per application of NOK 2,000,000.
- A Retail Offering, in which Offer Shares are being offered to the public in Norway subject to a lower limit per application of an amount of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each investor. Investors who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit.
- An Employee Offering, in which Offer Shares are being offered to the Company's Eligible Employees, subject to a lower limit of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each Eligible Employee, provided, however, that Eligible Employees participating in the Employee Offering are guaranteed to receive allocation up to and including an amount of NOK 200,000. Each Eligible Employee will receive a fixed cash discount of NOK 1,500 on the aggregate amount payable for the Offer Shares allocated to such employee. Multiple applications by one applicant in the Employee Offering will be treated as one application with respect to the maximum application limit, the allocation, the guaranteed allocation and the discount.

All offers and sales in the United States will be made only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act. All offers and sales outside the United States will be made in compliance with Regulation S of the U.S. Securities Act. This Prospectus does not constitute an offer of, or an invitation to purchase, the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. For further details, see "Important Information" and Section 19 "Selling and Transfer Restrictions."

The Bookbuilding Period for the Institutional Offering is expected to take place from 8 June 2015 at 09:00 hours (CET) to 18 June at 14:00 hours (CET). The Application Period for the Retail Offering and the Employee Offering is expected to take place from 8 June 2015 at 09:00 hours (CET) to 18 June 2015 at 12:00 hours (CET). NC Europris Holding and the

[1] The par value of the Shares as of the date of the prospectus is NOK 0.025. The General Meeting has resolved an increase of the par value to NOK 1, which will come into force at the time of Unconditional Trading.

		Company, in consultation with the Joint Bookrunners, reserve the right to shorten or extend the Bookbuilding Period and/or Application Period at any time. The Joint Bookrunners expect to issue notifications of allocation of Offer Shares in the Institutional Offering on or about 19 June 2015, by issuing contract notes to the applicants by mail or otherwise. Payment by applicants in the Institutional Offering will take place against delivery of Offer Shares. Delivery and payment for Offer Shares is expected to take place on or about 23 June 2015, through the facilities of the VPS. The Company and NC Europris Holding have, together with the Joint Bookrunners, set an Indicative Price Range for the Offering from NOK 43 to NOK 53 per Offer Share. ABG Sundal Collier Norge ASA, acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or about 19 June 2015, by issuing allocation notes to the applicants by mail or otherwise. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch, acting as settlement agent for the Employee Offering, expects to issue notifications of allocation of Offer Shares in the Employee Offering on or about 19 June 2015, by issuing allocation notes to the applicants by mail or otherwise. The due date of payment in the Retail Offering and the Employee Offering is on or about 22 June 2015. Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Retail Offering and the Employee Offering is expected to take place on or about 23 June 2015. Completion of the Offering is conditional upon, among other conditions, the Company satisfying the listing conditions and being listed on the Oslo Stock Exchange, see Section 18.14 “Conditions for completion of the Offering — Listing and trading of the Offer Shares.”
E.4	**Material and conflicting interests**	The Joint Bookrunners, the Financial Advisor or their affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services as well as financing to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. Skandinaviska Enskilda Banken AB (publ) will act as a lender, arranger and agent under the Company’s new financing arrangements, the Credit Facilities. Skandinaviska Enskilda Banken AB (publ) is also a lender under the existing Senior Facilities. The Joint Bookrunners and the Financial Advisor do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Joint Bookrunners will receive underwriting commissions in connection with the Offering and, as such, have an interest in the Offering. The Financial Advisor has been engaged by NC Europris Holding to act as financial advisor and will receive a fee in connection with the Offering and, as such, has an interest in the Offering. The Selling Shareholders will receive the proceeds from the sale of the Sale Shares. NC Europris Holding will receive the proceeds from the sale of any Additional Shares pursuant to the Over-Allotment Option, and will receive 75% of the profit from any stabilisation activities. Any net loss resulting from stabilisation activities shall be borne by the Joint Bookrunners. Beyond the above-mentioned, the Company is not aware of any interest, including conflicting ones, of any natural or legal persons involved in the Offering.

E.5	**Selling shareholders and lock-up agreements**	The Selling Shareholders are NC Europris Holding and certain other shareholders listed in Sections 13.2 "Board of Directors and Management" and 13.3 "Other existing selling shareholders" (the "Other Selling Shareholders" and together with NC Europris Holding, the "Selling Shareholders"). NC Europris Holding will, following the issuance of the New Shares in the Offering, but prior to allocation of the Sale Shares (excluding any Additional Shares sold under the Over-Allotment Option), hold 138,775,844 Shares in the Company, corresponding to 83.7% of the issued and outstanding Shares, assuming that the Offer Price is set at the mid point of the Indicative Price Range. NC Europris Holding is offering to sell a number of Sale Shares resulting in a free float ranging from 35% to 50% of the Shares. Assuming the Offer Price is set at the mid-point of the Indicative Price Range, NC Europris Holding will sell a minimum of 37,791,117 Sale Shares and up to a maximum of 62,659,367 Sale Shares. Based on the same assumption, the Selling Shareholders (NC Europris Holding together with the Other Selling Shareholders) are offering to sell up to a maximum of 65,185,833 Sale Shares. The Other Selling Shareholders are offering to sell up to 2,526,466 Sale Shares in the Offering. Assuming the Offer Price is set at the mid-point of the Indicative Price Range and the Over-Allotment Option is exercised in full, NC Europris Holding will sell a minimum of 8,703,888 additional Shares and a maximum of 12,434,125 additional Shares. Accordingly, assuming the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold at such Offer Price and the Over-Allotment Option is exercised in full, the Offering will amount to up to 95,328,292 Offer Shares, representing up to 57.5% of the Shares following the Offering. NC Europris Holding will retain a shareholding in Europris ASA of at least 38.4% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is exercised in full. Further, NC Europris Holding will retain a shareholding in Europris ASA of approximately 60.9% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the minimum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is not exercised. Pursuant to the Underwriting Agreement, it is expected that the Company and NC Europris Holding will agree with the Joint Bookrunners that, subject to certain exceptions, for a period of 180 days after the first day of trading and official listing of the Offer Shares, they will not without the prior written consent of the Joint Global Coordinators, (1) issue (in the case of the Company), offer, hypothecate, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares, (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Shares, whether any such transaction described in (1) or (2) above is to be settled by delivery of the Shares or other securities, in cash or otherwise, or (3) submit to the Company's shareholders a proposal to effect any of the foregoing. With respect to NC Europris Holding, the foregoing restrictions shall not apply to (A) the sale of Sale Shares or the Additional Shares, (B) the lending of any Shares to the Settlement Agent in relation to the Over-Allotment Option or (C) the acceptance or pre-

		acceptance of any takeover offer pursuant to the Norwegian Securities Trading Act section 6. In addition, members of the Board of Directors, members of Management and the Other Selling Shareholders are expected to agree not to, without the prior consent of the Joint Global Coordinators, (1) offer, pledge, hypothecate, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares or (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Shares, whether any such transactions described in clause (1) or (2) above are to be settled by delivery of Shares or such other securities, in cash or otherwise, for a period of 12 months after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. See Section 18.17 “Lock-up” for a full description of the lock-up.
E.6	**Dilution resulting from the Offering**	The issuance of New Shares in the Offering may result in the number of Shares in Europris ASA amounting to a maximum of 167,847,442, assuming the Offer Price is set at the low-end of the Indicative Price Range, which corresponds to a maximum dilution for the existing shareholders of approximately 11.8%.
E.7	**Estimated expenses charged to investor**	Not applicable. No expenses or taxes will be charged by the Company or the Joint Bookrunners to the applicants in the Offering.

2 RISK FACTORS

An investment in the Offer Shares involves risks. Before making an investment decision with respect to the Offer Shares, investors should carefully consider the risk factors set forth below and all information contained in this Prospectus, including the Financial Statements and related notes. An investment in the Offer Shares is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment. If any of the following risks were to materialise, individually or together with other circumstances, they could have a material and adverse effect on the Company and/or its business, financial condition, results of operations, cash flows and/or prospects, which could cause a decline in the value and trading price of the Offer Shares, resulting in the loss of all or part of an investment in the Offer Shares.

The order in which the risks are presented does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the Company's business, financial condition, results of operations, cash flows and/or prospects. The risks mentioned herein could materialise individually or cumulatively. Furthermore, risks that the Company currently feels are not material could in the future prove to become significant to the Company.

2.1 Risks related to the Company's business

General and regional economic conditions and customer spending affect the Company's business

Customer spending habits, including spending on the merchandise offered in Europris stores, are affected by, among other things, prevailing global economic conditions, inflation, levels of employment, salaries and wage rates, prevailing interest rates, foreign currency exchange rates, housing costs, energy costs, commodities pricing, income tax rates and politics, customer confidence and customer perception of economic conditions. In addition, customer purchasing patterns may be influenced by customers' disposable income, credit availability and debt levels. Customer spending in a number of the Company's product categories may be adversely impacted by the factors described above. A slowdown in the global economy, an uncertain global economic outlook or an expanded economic crisis could adversely affect customer spending habits, resulting in lower operating revenue and profits. In addition, natural disasters, industrial accidents, the occurrence of terrorist acts and acts of war in various parts of the world could have the effect of closing manufacturing plants, disrupting supplies and supply chains and raising prices globally which, in turn, may have adverse effects on the global economy and lead to a downturn in customer confidence and spending. If any of the abovementioned risks were to be realised, the Company's sales could decrease and/or its costs could increase, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's stores are concentrated in Norway

As all of Europris' stores are located in Norway, the Company is susceptible to business and economic risks in Norway and is highly dependent upon the confidence and discretionary income levels of Norwegian customers. While the Company is subject to general and regional risks, see Section 2.1 "Risks related to the Company's business—General and regional economic conditions and customer spending affect the Company's business", a slowdown in the economy in Norway, an uncertain economic outlook or an economic crisis in Norway could adversely affect customer spending habits, which could have a negative impact on the Company's operating revenue and profits.

The Norwegian economy is comprised of a number of key sectors and is heavily reliant on the energy sector and oil and gas industry, which employs a significant number of people across Norway. Market turmoil and uncertain economic conditions, including decreases in oil and gas prices and job losses in the oil and gas industry, could lead to a decrease in spending by customers and may have an adverse effect on the Norwegian economy. In addition, the value of the NOK is sensitive to changes in oil prices. Over the past 12 months, oil prices have declined significantly and the value of the NOK has decreased relative to benchmark currencies, such as the USD. Any further decline in oil prices could have an adverse impact on the value of the NOK, which could lead to a decrease in spending by customers and a downturn in customer confidence. If any of the abovementioned risks were to be realised, the Company's sales could decrease and/or its costs could increase, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris operates in the highly competitive retail market

The retail market in Norway is highly competitive and competitors are constantly adjusting their promotional activity and pricing strategies in response to changing conditions. Europris competes within the industry on the basis of a combination of factors, including, among others, price, quality and assortment of merchandise, customer experience,

store location and the ability to identify and address new and emerging trends in customer demands and preferences. Europris also competes with retailers for customers, store locations and personnel. As a discount variety retailer that offers a broad assortment of merchandise, the Company competes with discount stores and many other types of retailers, including department, supermarket and specialist stores and, to a lesser extent, online retailers, across a variety of product categories and market segments.

The Company's significant competitors include discount variety retail companies, such as Rusta, Nille, Jula, Biltema, Spar Kjøp and Clas Ohlson, and specialist retailers that concentrate in offering a narrower assortment of merchandise from a single product category or market segment. These competitors compete with the Company in at least one of the market segments in which the Company operates. In addition, the Company may also face competitive pressure from future new entrants, and there can be no assurance that the Company will be able to maintain its competitive position or continue to meet changes in the competitive environment. Some of the Company's current and future competitors may be able to secure more favourable store locations and sites, and may have greater financial resources and/or purchase economies of scale, as well as lower cost bases, which could provide a competitive advantage. The Company's competitors may also merge or form strategic partnerships, which could increase competition for the Company. Actions taken by the Company's competitors, such as aggressive pricing strategies and retail sales methods, as well as actions taken by the Company to maintain its competitiveness and reputation, have placed and will continue to place pressure on its pricing strategy, revenue growth and profitability. If competitors are able to gain or leverage competitive advantages, or if the Company were to face any of the above types of competitive pressures, the Company's operating revenue, profitability and market share may decline, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris' business and ability to attract customers or sell merchandise depends in significant part on a strong brand image and Europris may not able to maintain and enhance its brand

Europris relies heavily on market recognition of its brand. The Company's ability to grow its business will depend on the continued favourable public perception of the Europris brand. Europris' ability to promote its brand, maintain or enhance its brand recognition and awareness among customers and maintain its reputation and the value associated with the Europris name is critical to the Company's operations. Europris' reputation could be jeopardised if its customers believe it has failed to maintain merchandise quality and integrity or if it failed to maintain its reputation as price leader. Any events or negative allegations affecting its brand image or negative publicity about product quality or integrity may reduce demand for the Company's merchandise.

The Company's failure to maintain high ethical, social and environmental standards for its operations and activities, or adverse publicity regarding the Company's responses to these concerns, could also jeopardize its reputation. The majority of the merchandise offered in Europris stores, including the Company's own brand merchandise, is manufactured in lower-cost countries in Europe and Asia, and the Company imposes manufacturing and product quality requirements on the suppliers of its merchandise. There can be no assurance that the Company and its quality control management team will be able to detect all violations of such requirements or that the Company's suppliers will maintain or uphold these requirements or continue to operate in compliance with accepted ethical and labour practices. To the extent the Company's producers or suppliers engage in unacceptable ethical and labour practices or do not comply with the Company's manufacturing and product quality requirements or applicable laws, the Company may suffer from negative publicity for using such suppliers, which could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, any acts, wrongdoings or non-compliance with any rules and regulations by the Company's employees, including those who manage and operate stores, the owners, operators and employees of franchise stores operating under the Europris name or the Company's suppliers may harm Europris' business and brand reputation, and the Company may be required to expend significant resources in order to rebuild such business and brand reputation. Any negative impact on the Company's brand reputation, including the failure of the Company or its business partners to comply with applicable laws and regulations, or the loss of customers resulting from the Company's failure to maintain or enhance its brand reputation, could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris' advertising and marketing programmes may not be effective in generating sufficient levels of customer awareness and driving customer footfall

The Company relies on direct mail leaflets, dedicated and seasonal catalogues, quality guarantees, extra discounts and digital outreach methods to increase awareness of its brand, product offerings and pricing and to drive customer footfall. The Company primarily markets through widely distributed direct mail leaflets, but will increasingly utilise other forms of media advertising, including social media and e-marketing. The Company's future growth and profitability will depend in large part upon the effectiveness and efficiency of its advertising and marketing programs. In order for these advertising and marketing programmes to be successful, it must manage advertising and marketing costs effectively in order to maintain acceptable operating margins and return on the Company's marketing investment, and convert customer awareness into customer footfall.

The Company's planned advertising and marketing expenditures may not result in increased total or comparable operating revenue or generate sufficient levels of brand or product awareness. Further, Europris may not be able to manage its advertising and marketing expenditures on a cost-effective basis. Additionally, some of Europris' competitors may have substantially larger marketing budgets, which may provide them with a competitive advantage over Europris. If the Company's advertising and marketing programmes are ineffective or if the Company is unable to manage its advertising and marketing costs, the Company may fail to generate sufficient levels of customer awareness or drive customer footfall, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may be unable to relocate stores or open new stores successfully, on a timely basis, or at all

Europris' growth is dependent on both increases in sales in existing stores and the ability of the Company to open profitable new stores. In order to continue to increase its operating revenue and profits, the Company will need to continue to relocate stores and open and operate profitable new stores on a timely and cost-efficient basis, while continuing to maintain or increase sales and profits at its existing stores. The Company intends to continue to open new stores in Norway in future years, while modernising and developing a portion of its existing store base. As of 31 March 2015, the Company had opened three new stores and had internally approved the opening of 13 additional stores, subject in some cases to further regulatory approvals by local authorities. The Company aims to open 10 net new stores in 2015 and around eight net new stores per year thereafter over the near to medium-term, with a long-term target of 270 or more stores in Norway by the end of 2020.

The Company's ability to relocate stores, open and operate profitable new stores and expand into additional market areas depends on a number of factors, some of which are beyond the Company's control. These factors include, among others, the Company's ability to identify and properly assess suitable store locations and gather and analyse demographic and market data regarding catchment areas, its ability to negotiate favourable lease agreements, its ability to supply new stores with inventory in a timely manner and at a low cost, its ability to sell merchandise at competitive prices in the new stores and the opening of competing stores near existing stores or in locations identified as targets for new stores. In addition, as the Company continues to grow within Norway, it may become more difficult to identify catchment areas or locations for new stores and the risk that new stores divert or adversely impact sales from existing stores may increase. There can be no assurances as to the Company's ability to relocate stores or open new stores, or the extent to which such stores will become profitable. If relocated and/or new stores fail to perform the Company may incur costs associated with closing such stores and the Company's brand image may be negatively impacted, which may in turn have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's growth strategy may also place a significant strain on management, operational, financial and other resources, which could cause the Company to operate its business less effectively and result in deterioration in the financial performance of the Company's existing store base. The Company makes and relies on certain estimates as to profitability, market and other performance metrics, including estimates relating to like-for-like growth and return on investment for its stores, in order to evaluate investments relating to the general business strategy and the network of stores. For example, the Company analyses anticipated like-for-like growth of potential new store locations in order to weigh the attractiveness of a potential new location, and then uses these estimates to judge and monitor the performance of such new store going forward. See Section 4.3 "Presentation of financial and other information" for further information on like-for-like growth. While these estimates are based on the Company's prior experience, such estimates may prove to be incorrect or may be based on assumptions that prove to be incorrect and actual developments may differ significantly from expectations, which could result in lower growth or unsuccessful new store openings and difficulty in monitoring new store performance. The Company may not be able to manage store growth or execute its growth strategy successfully, on a timely basis, or at all, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris' business strategy and profitability is dependent on its logistics and distribution infrastructure

The Company relies on six warehouse and storage facilities, including its central warehouse. These six warehouses are located in separate locations in and around Fredrikstad Norway, and thus require organised infrastructure equipment in order to maintain the efficiency of the Company's supply chain. The central warehouse serves as a central hub for the Company's products and processes products for distribution and delivery to stores. If the Company's facilities, and the central warehouse in particular, were to be destroyed or closed for any reason or if the stock and/or equipment in these facilities were to be significantly damaged, the Company would face setbacks in its ability to store, process and distribute its products on a timely and cost-efficient basis, or at all, which could have a material adverse effect on the Company's business, results of operations and financial condition. While the Company holds property and business interruption insurance in amounts that Management believes to be appropriate, and believes that it maintains adequate insurance for its headquarters, directly owned stores, warehouses and joint venture sourcing office in Shanghai, there can be no assurance that it will be able to fully recover amounts resulting from business interruption or the destruction and/or loss of buildings, or that recovered amounts will be sufficient to cover the Company's losses.

The success of Europris stores depends on the timely receipt of merchandise from the Company's warehouse and storage facilities. The Company relies on third-party transport providers to deliver merchandise via a network of truck and sea freight delivery routes across Norway. Should timely deliveries by these providers or receipt of merchandise by stores be disrupted or delayed, the Company could lose significant revenue and suffer harm to its brand reputation, which could have a material adverse effect on the Company's business, results of operations and financial condition.

An important part of Europris' strategy is to achieve cost efficiencies while maintaining turnover growth. The Company's cost efficiencies depend on its continued ability to identify and implement improvements to its logistics and distribution infrastructure. Although the Company continues to examine cost-efficient methods of storage, processing and distribution, there can be no assurance that the Company will continue to efficiently maintain the storage capacity and product processing and distribution requirements necessary to operate its business profitability. Any failure to do so could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris relies significantly on information and inventory management systems and may fail to upgrade or introduce new systems as necessary

Europris relies heavily on the uninterrupted operation of its computer systems for the efficient running of its business and operations, including, but not limited to, the monitoring of stock levels and processing of orders, and is taking steps to introduce an updated inventory management system. Further, Europris' ability to effectively manage and maintain the Company's inventory, and to ship products to its stores and its customers on a timely basis, depends significantly on the Company's technological systems. If the Company fails to maintain or update such systems to meet the demands of changing business requirements, if the Company decides to modify or change its hardware and/or operating systems or if these systems malfunction for any other reason, disruption to the Company's business may result. Any significant disruption to the Company's computer systems, including its point-of-sale cash register systems, and information technology could have an adverse effect on the Company's operations and on the proper functioning of the Company's headquarters, warehouses and stores, particularly with respect to inventory replenishment and the related logistic and distribution activities, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Furthermore, the Company depends on the suppliers of such systems and on operational suppliers for other forms of support related to its financial, accounting and payroll systems and its point-of-sale cash register systems. Consafe Logistics AB provides the Company with the Astro warehouse management system, which the Company uses to manage its warehouse and distribution functions. Any significant disruption or adverse event affecting these service providers or the Company's relationship with them could have a material adverse effect on the Company's business, financial condition and results of operations. If such events lead the Company to replace its operational suppliers, it may face risks associated with a transfer of operations to different suppliers, including systems delays, inadequacy, interruptions or security failures, which could have a material adverse effect on the Company's business, financial conditions and results of operations

The Company does not manufacture products and is dependent on the ability of its suppliers, the majority of which are located in foreign countries, to provide it with sufficient quantities of merchandise at acceptable prices and specifications

The Company does not own or operate any manufacturing facilities and relies upon the timely receipt of satisfactory quality own brand and brand name merchandise from third-party suppliers. As a result, although the Company sources

its merchandise from more than 450 different suppliers, the Company's business is dependent on its relationships and contracts with the suppliers of its merchandise. If a producer or supplier is unable to produce and/or ship orders to the Company in a timely manner, whether due to operational difficulties, such as a reduction in the available production capacity, or otherwise, or fails to meet the Company's manufacturing and product quality requirements, and the Company is unable to find alternative sources to provide substitute merchandise, there could be a delay in the Company's ability to deliver merchandise to its stores or respond to customer demands, which could have an adverse impact on customer confidence in the quality and value of the Company's brand and have a material adverse effect on the Company's business, results of operations and financial condition.

Europris operates on a purchase order basis for its own brand and branded merchandise, with framework agreements primarily governing bonuses and discounts. The agreements are typically valid for one or two year terms and automatically terminate at the end of the initially contracted term. In addition, the agreements are generally non-exclusive and the Company retains flexibility under the agreements to order various volumes and assortments of merchandise. While the Company retains such flexibility and sources from a broad network of suppliers, there can be no assurance that the Company will be able to acquire merchandise in sufficient quantities and on acceptable or comparable terms in the future. For example, certain suppliers may in the future require that the Company provide specific product or brand name marketing and/or in-store product placement and, as a result, such suppliers may try to impose policies regarding in-store product or brand presentation as a condition to negotiating a new agreement. To the extent the Company is required to locate new suppliers or is unable to successfully negotiate new agreements with existing suppliers, the Company's costs may increase as a result of increased or additional sourcing costs or changes in payment terms from suppliers, and the Company may not be able to pass such costs on to customers, which could adversely affect the Company's business, results of operations and financial condition.

In addition, as the majority of the Company's suppliers are located in foreign countries, the Company faces a variety of risks generally associated with doing business with foreign markets and with foreign entities, particularly with respect to its operations in China. For example, the Company may be exposed to allegations of non-compliance with acceptable labour practices, applicable laws or fraud, bribery and corruption resulting from its sourcing in foreign markets, and there can be no assurance that the Company will be able to detect or prevent every such instance of this type of activity. The Company's internal controls can only provide reasonable assurance that the objectives of the controls are met, and to the extent that the Company is subject to civil or criminal penalties in any jurisdiction where its employees or agents engage in any impermissible or illegal activity, there could be fines, negative publicity and an adverse impact on the Company's brand and reputation, all of which could be could have a material adverse effect on the Company's business, results of operations and financial condition.

The interruption of the flow of merchandise from international manufacturers could disrupt Europris' supply chain

The majority of the Company's merchandise is produced outside Norway, primarily in Europe and Asia. Political, social or economic instability in Europe and Asia, or in other regions in which the suppliers of the Company's merchandise are located, could cause disruptions in trade, including exports to Norway. The Company maintains exclusive commitments to purchase from certain suppliers, and any event causing disruption of imports, including the insolvency of these suppliers or a significant labour dispute involving these suppliers, could have an adverse impact on the Company's operations. Other events that could also cause general disruptions to imports to Norway include, among others, the imposition of additional trade law provisions or regulations and additional duties, tariffs and other charges on imports and exports, foreign currency fluctuations, natural disasters, war or acts of terrorism, restrictions on the transfer of funds, the financial instability or bankruptcy of manufacturers, and significant labour disputes, such as dock strikes. If there is an interruption of the flow of merchandise from international manufacturers or a disruption in the Company's supply chain, there could be an adverse impact on the Company's ability to manage inventory levels and distribute sufficient quantities of merchandise to its stores, which could result in a decrease in sales and have a material adverse effect on the Company's business, results of operations and financial condition.

Europris' operating revenue, cash flows and inventory levels fluctuate on a seasonal basis and may be impacted by changes in sales or margins during peak selling periods and extreme or unusual weather conditions

Europris business strategy includes tailoring merchandise, store layouts, offers and marketing campaigns and promotions to attract customers during seasonal periods, and the Company's operating revenue, operating income and cash flows are subject to seasonal peaks. Historically, the Company's most important peak selling periods have been in the lead up to, and during, the summer holiday (June, July and August), Easter (March/April) and Christmas (November/December). Any decrease in sales during the Company's peak selling periods could have a

disproportionate effect on the Company's business, results of operations and financial condition, and could leave the Company with a substantial amount of unsold merchandise comprised of seasonal products for which there is low or no customer demand outside the relevant peak selling season. In such an event, Europris may be forced to rely on markdowns or promotional sales to dispose of excess inventory, which could lower the Company's margins and have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's operating income is also sensitive to periods of abnormal, severe or unseasonal weather conditions. The Company may see a reduction of sales during periods of inclement weather due to reduced customer footfall, and the number of customers visiting Europris stores may also decline during periods of severe weather conditions affecting the relevant local catchment area. Abnormal or unusual weather conditions, such as unfavourable snow conditions or the absence of snow in the winter months, could also adversely impact customer demand for certain product items. Prolonged unseasonal weather or temporary severe weather, particularly during the Company's peak selling periods, could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company actively manages its purchase, storage and distribution of inventory during peak selling periods and its working capital ratio fluctuates on a seasonal basis as the Company incurs additional expenses, including costs relating to the procurement of additional inventory, in advance of these peak selling periods and in anticipation of higher sales during such periods. If the Company fails to purchase a suitable quantity of merchandise in advance of a peak selling period, or if it is unsuccessful in efficiently managing its inventory and storage capacity during a peak selling period, it may not have an adequate supply of products to satisfy customer demand, which may have a negative impact on customer loyalty and cause Europris to lose potential sales, or it may face increased storage costs and be forced to rely on markdowns or promotional sales to dispose of excess inventory, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris' business is dependent upon it being able to anticipate, identify and respond to changing trends and customer preferences and to manage its inventory effectively

Europris' success depends on its ability to effectively anticipate, identify and respond to changing tastes and customer preferences, and to translate its analysis of market trends into appropriate, saleable merchandise in a timely manner. If the Company is unable to successfully anticipate, identify or respond to changing styles or trends or misjudges the market for its products or any new product lines, there could be an adverse impact on Europris' brand image and customer recognition, the Company's sales may be lower than expected and the Company may hold a substantial amount of unsold inventory. In response to such a situation, the Company may be forced to rely on markdowns or promotional sales to dispose of excess or slow-moving inventory, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Further, the Company's success depends on its ability to effectively manage its inventory levels and inventory flow in order to sufficiently meet its customers' demands without allowing these levels to increase to an extent such that the costs of storage and holding the products as inventory unduly impacts the Company's financial condition. Since many of the Company's products are manufactured in Asia, the lead times between ordering and delivery make it more important to accurately predict, and more difficult to fulfil, the demand for items. As the Company must order such products in anticipation of customer demand, there can be no assurance that the Company's orders will match actual customer demand or that customer tastes and preferences regarding such products will not change before the Company has offered and sold its ordered inventory. If the Company is unable to respond to customer demand or changing tastes and preferences successfully, the Company may hold a substantial amount of unsold inventory or may experience inventory shortfalls on popular merchandise, any of which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's own brand products may not achieve or maintain broad market acceptance

Europris has substantially increased the number of own brand products available in its stores, and the own brand program comprises a sizable part of the Company's future growth strategy. For the twelve months ended 28 February 2015, own brand products comprised 25% of the Chain's sales in SKUs that were active on 28 February 2015. The Company's own brand products generally have higher margins than its brand name merchandise, and a reduction in demand or market acceptance of its own brand products, or increased reliance on sales of brand name merchandise, could have an adverse impact on the Company's operating revenue and margins. Management believes that its success in gaining and maintaining broad market acceptance of the Company's own brand products depends on many factors, including pricing, the Company's costs, quality and customer perception, and there can be no assurance that its own brand products will generate sufficient customer interest and demand or that the Company will continue to

effectively maintain the pricing, quality and customer perception of its own brand products. Further, Europris may not achieve or maintain its expected sales for its own brand products. If the Company's own brand products do not achieve or maintain broad market acceptance, or if the Company becomes reliant on brand name merchandise, there may be an adverse impact on the Company's sales and margins, which could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris depends on key executive management and may not be able to retain or replace these individuals

Europris depends on the leadership and experience of its key executive management. The loss of the services of any of the Company's executive management members could have a material adverse effect on its business and prospects, as it may not be able to find suitable individuals to replace such personnel on a timely basis or without incurring increased costs, or at all. Management believes that the Company's future success will depend greatly on its continued ability to attract and retain highly skilled and qualified personnel. There is a high level of competition for experienced, successful personnel in the retail market. To the extent that the Company is unable to meet or satisfy its staffing requirements, the Company's growth and profitability may be impaired, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The store employee turnover rate in the retail market is generally high and excessive store employee turnover could result in higher employee costs

Management believes that the Company's success depends in part upon its ability to attract, motivate and retain a sufficient number of store employees, including store managers, who understand and appreciate Europris' corporate culture, customers and merchandise, and are able to adequately and effectively represent this culture. The store employee turnover rate in the retail market is generally high, and excessive store employee turnover will generally result in higher employee costs associated with finding, hiring and training new store employees.

Temporary and part-time employees comprise a significant percentage of the Company's employees, and the Company relies on such employees to adequately staff its stores, particularly during busy periods, such as peak selling periods and when multiple new stores are opening. There can be no assurance that the Company will receive adequate assistance from its temporary and part-time employees, or that there will be sufficient sources of suitable temporary and part-time employees to meet the Company's demand. Any such failure to meet staffing needs or any material increases in employee turnover rates could result in higher employee costs and may force the Company to pay higher wages in order to attract or retain employees, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company is subject to unionisation, work stoppages, slowdowns or increased labour costs

As of 31 March 2015, approximately 20% of the Company's employees were represented by unions under several collective bargaining agreements. Union membership amongst the Company's employees varies by employee type. If the terms of the Company's collective bargaining agreements were to be renegotiated under terms that are different from the current arrangements, or if more of the Company's employees unionised, it could increase the Company's costs and adversely impact the Company's profitability. Although the Company currently considers its relationships with its employees and their labour unions to be good, there can be no assurance that labour relations will continue to be positive or that deterioration in labour relations will not have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's labour costs are subject to many external factors, including unemployment levels, prevailing wage rates, collective bargaining arrangements, insurance costs and changes in employment and labour legislation. Any increase in labour costs may adversely impact the Company's profitability, and could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris is subject to risks associated with leasing substantial amounts of space

Europris leases all of its store locations, its corporate headquarters and warehouses. Europris currently occupies all of its stores under operating leases, typically with terms of one to 13 years, the majority of which contain renewal options beyond the initially contracted period. The Company's lease agreement for the central warehouse expires in 2022 and contains an option to renew for up to two additional five year terms. The Company's ability to maintain its existing rates or to renew an expired lease on favourable terms will depend on many factors which are not within its control, such as conditions in the local real estate market, competition for desirable properties and its relationship with current or prospective landlords. In the future, Europris may not be able to negotiate favourable lease terms and any inability to do so may cause the Company's occupancy costs to be higher in future years or may force the Company to

move warehouse and storage facilities or close or relocate stores. In addition, new or other facilities may not be available.

In addition, Europris' ability to lease suitable locations to open new stores depends upon its ability to obtain planning consent on satisfactory terms from local planning authorities and to negotiate satisfactory terms that meet the Company's financial targets. Europris may not be able to successfully negotiate such lease terms, or may be unable to negotiate its release from obligations under leases in circumstances in which the Company delays or fails to open new stores in respect of the leased location. Furthermore, to the extent Europris closes or relocates existing stores, the Company may be committed to perform its obligations under the applicable lease including, among other things, paying rent for the balance of the lease term. If the Company is unable to terminate or renew existing leases or lease suitable alternative locations, or enter into leases for new locations on favourable terms, the Company's growth and profitability may be negatively impacted, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's leased property portfolio includes properties of various ages and a number of its properties were constructed in areas that have historically been used in commerce or industry. It is possible that on-site pollution or contamination could have been caused by such previous use or in limited circumstances by current uses, for which Europris could be held liable. Any relevant liabilities, claims or actions, or regulatory actions against Europris for pollution or contamination could have a material adverse effect on the Company's business, results of operations and financial condition.

Certain of the Company's agreements are subject to change of control or similar provisions that may be triggered by changes of control in the Company after the Offering

Certain of the Company's agreements, including lease agreements and the Credit Facilities (the latter as further described in Section 11.5.4 "Material Indebtedness") are subject to change of control provisions that may be triggered by changes of control in the Company after the Offering. Failure to receive necessary consents or waivers for any reason upon a change of control could result in the loss of contractual rights and benefits, or the termination of agreements, any of which could have a material and adverse effect on the Company's business, results of operations and financial condition.

Unauthorised disclosure of sensitive or confidential customer information could harm Europris' business and standing with its customers

The protection of its customer, employee and company data is critical to Europris. The Company relies on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential customer information, such as payment card and personally identifiable information. Despite the security measures in place, Europris' facilities and systems, and those of its third-party service providers, may be vulnerable to security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming or human errors or other similar events. Furthermore, the Company is increasing its digital and online presence and may be affected by its reliance on third-party hardware and software providers, technology changes, risks related to the failure of computer systems that operate the Company's online presence, telecommunications failures, electronic break-ins and similar disruptions. Any security breach involving the misappropriation, loss or other unauthorized disclosure of confidential information, whether by Europris or its vendors, could damage Europris' reputation, expose it to risk of litigation and liability and disrupt its operations, which in turn could have a material adverse effect on the Company's business, results of operations and financial condition.

Europris' may be unable to protect and enforce its trademarks or other intellectual property rights

Europris' trademarks and other intellectual property rights are central to the value of the Europris brand. Europris relies on certain trademark registrations and legal trademark rights to protect the distinctiveness of its name and brand. Third parties may in the future try to challenge the ownership of and/or validity of the Company's intellectual property. In addition, the Company's business is subject to the risk of third parties counterfeiting the Company's brands or otherwise infringing upon the Company's intellectual property rights, which could diminish the value and efficacy of the Europris brand and could cause customer confusion. There can be no assurance that the actions that Europris has taken to establish and protect its trademarks with the Norwegian Industrial Property Office or otherwise will be adequate to prevent imitation of its trademarks by others or from claims that sales of its products infringe, dilute or otherwise violate third-party trademarks or other intellectual property rights. See Section 2.1 "Risks related to laws and regulations—The Company may incur costs and reputational damage from litigation, increased regulation, product liability claims and intellectual property disputes." If the Company is unable to protect and enforce its

trademarks or other intellectual property rights, there could be an adverse impact on the Company's brand and reputation, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's cash flows may be strained due to its dependence on cash generated from its existing stores to support its growth and the availability of financing and credit facilities

The Company primarily relies on cash flow generated from existing stores to fund current operations and growth plans. It takes several months and an investment of cash to relocate an existing store or open a new store. Europris funds new stores primarily from cash flow generated by existing stores, however it may not be able to do so in the future, or the rate at which the Company is able to open new stores may be limited. An increase in the Company's net cash outflow for relocated and/or new stores could adversely affect its operations by reducing the amount of cash available to address other aspects of the Company's business, which could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, as the Company expands its business, it will need significant amounts of cash from operations to pay its existing and future lease obligations, purchase inventory, pay personnel, pay for the increased costs associated with operating as a public company, and, when necessary, further invest in the Company's infrastructure and facilities. In addition to relying on cash flow generated from existing stores, Europris also relies on interest bearing debt, when needed. If Europris' business does not generate sufficient cash flow from operations to fund these activities, and sufficient funds become unavailable under the Senior Facilities or the Credit Facilities (as described in Section 11.5.1 "Sources and uses of cash" and Section 11.5.4 "Material indebtedness") or future credit facilities, Europris may need additional equity or debt financing. If such financing is not available to the Company on satisfactory terms, its ability to operate and expand its business or to respond to competitive pressures would be limited and it may be required to delay, curtail or eliminate planned store openings, which could reduce activity and have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may be unable to refinance its existing financing by drawing upon the credit facilities as planned and may default under the existing financing and credit facilities

Concurrently with the Offering, the Company is refinancing the Senior Facilities with the Credit Facilities as further described in Section 11.5.4 "Material indebtedness." The refinancing is conditional upon the closing of the Offering and the Shares being traded unconditionally on the Oslo Stock Exchange. It is expected that the Company will send the utilisation request under the Credit Facilities on the day prior to the date of Listing and that funds from the Credit Facilities will be made available to the Company on the third trading day of the Shares on the Oslo Stock Exchange (i.e. following the time of Unconditional Trading), provided that there is no default under, or non-compliance with, the terms of the Credit Facilities. The existing Senior Facilities will become subject to mandatory prepayment upon the Listing. If for any reason funds are not made available to the Company under the Credit Facilities and the Company is not able to repay the Senior Facilities, the Company will not have sufficient funding and may default under the Senior Facilities.

Instability in the financial markets may adversely affect Europris' business

Changes in global credit and equity markets, including market disruptions, limited liquidity and interest rate fluctuations may increase the cost of financing or restrict the Company's access and ability to obtain financing on acceptable terms. Although Europris has agreed to refinance its long-term debt indebtedness pursuant to its Senior Facilities subject to certain conditions, including the completion of this Offering, tightening of credit markets could make it more difficult for the Company to access funds, refinance its existing indebtedness, enter into agreements for new indebtedness or obtain funding through the issuance of securities. Negative trends in the credit markets and/or financial institution failures could lead to lowered credit availability as well as difficulty in obtaining financing. In the event of limitations to its access to credit facilities, the Company's liquidity, continued growth and financial condition could be adversely affected. Any debt financing for the Company may impose financial and other covenants that restrict the Company's operations, and will require interest payments that would create additional cash demands and financial risk. Additionally, Europris' borrowing costs could be affected by ratings that independent rating agencies assign to the Company's short and long-term debt, which are based largely on Europris' performance as measured by credit metrics, including lease-adjusted leverage ratios.

Furthermore, the inability of key suppliers to access liquidity, or the insolvency of key suppliers, could lead to their failure to deliver merchandise to the Company. The Company's inability to access credit and equity markets or secure merchandise in a timely manner from major suppliers could have a material adverse effect on its business, results of

operations and financial condition.

Europris is subject to potential adverse fluctuations in currency exchange rates

The Company pays a number of its suppliers in USD and EUR, and thus bears certain risks of disadvantageous changes in exchange rates, particularly with respect to changes in the value of the NOK resulting from its sensitivity and correlation to fluctuations in oil prices. Over the past 12 months, oil prices have declined significantly and the value of the NOK has decreased relative to benchmark currencies, such as the USD, which can increase the cost of products sourced from suppliers in USD and EUR, and the Company may not be able to pass all such costs on to customers. Although, the Company engages in foreign exchange hedging transactions, the hedges have a general duration of six months and there can be no assurance that these actions will adequately protect the Company's operating results from the effects of exchange rate fluctuations. In addition, the Company's hedging transactions may reduce any benefit that it might otherwise achieve as a result of favourable movements in NOK against USD and EUR that could decrease the cost of products sourced from suppliers in USD and EUR. As a result, currency fluctuations may in the future have a material adverse effect on the Company's cost of goods sold, business, results of operations and financial condition.

The Company is exposed to fluctuations in interest rates

Concurrently with the Offering, the Company will refinance the Senior Facilities with the Credit Facilities (as described in Section 11.5.1 "Sources and uses of cash" and Section 11.5.4 "Material indebtedness"), all of which bear interest at a variable interest rate and the Company is therefore exposed to movements in interest rates. In addition, interest rate fluctuations affect the return on the Company's cash and other short-term investments. Movements in interest rates could have a material adverse effect on any unhedged borrowing exposure or on the returns generated by the Company's investments, either of which could adversely affect the Company's business, results of operations and financial condition.

The Company may make acquisitions that prove unsuccessful or strain or divert the Company's resources

The Company may consider making strategic acquisitions to support future growth and profitability. Successful growth through acquisitions is dependent upon the Company's ability to identify suitable acquisition targets, conduct appropriate due diligence, negotiate transactions on favourable terms, obtain required licenses and authorisations and ultimately complete such acquisitions and integrate acquired entities into the Company. If the Company makes acquisitions, it may be unable to generate expected margins or cash flows, or realise the anticipated benefits of such acquisitions, including growth or expected synergies. The Company's assessment of and assumptions regarding acquisition targets may prove to be incorrect, and actual developments may differ significantly from expectations. The Company may not be able to integrate acquisitions successfully and such integration may require greater investment than anticipated, and the Company could incur or assume unknown or unanticipated liabilities or contingencies with respect to customers, employees, government authorities or other parties. The process of integrating acquisitions may also be disruptive to the Company's operations, as a result of, among other things, unforeseen legal, regulatory, contractual and other issues and difficulties in realising operating synergies, which could cause the Company's results of operations to decline. Moreover, any acquisition may divert management's attention from day to day business and may result in the incurrence of additional debt. Should any of the above occur in connection with an acquisition, there could be a material adverse effect on the Company's business, results of operations and financial condition.

2.2 Risks related to laws and regulations

Violations of and/or changes in laws and regulations, including employment laws and laws related to the Company's merchandise, could increase costs or change the way Europris does business

The Company is subject to numerous regulations, including labour and employment, customs, truth-in-advertising, consumer protection, and occupancy laws and ordinances that regulate retailers generally and/or govern the importation, promotion and sale of merchandise and the operation of stores and warehouse facilities. If these regulations were violated by the Company's management or employees or by its producers or suppliers, the costs of certain goods could increase, or the Company could experience delays in shipments of its goods, be subject to fines or penalties or suffer reputational harm, which could reduce demand for Europris' merchandise and have a material adverse effect on the Company's business, results of operations and financial condition.

Similarly, changes in laws could make operating the Company's business more expensive or require the Company to change the way in which it conducts its business. For example, changes in laws relating to employee hours, wages, job classification and benefits could significantly increase the operating costs of the Company. In addition, changes in product safety or other consumer protection laws could lead to increased costs for certain merchandise, or additional labour costs associated with readying merchandise for sale. It may be difficult for Europris to foresee regulatory or

legal changes impacting its business, and any actions required in order to respond to, or prepare for, such changes could be costly or may negatively impact the Company's operations, and could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may incur costs and reputational damage from litigation, increased regulation, product liability claims and intellectual property disputes

The Company is involved, from time to time, in litigation incidental to its business. Although Management currently believes, after considering a number of factors and the nature of the legal proceedings to which it is subject, that the outcome of current litigation will not have a material adverse effect upon its results of operations or financial condition (see Section 8.17 "Legal proceedings"), its assessment of the Company's current litigation could change in light of the discovery of facts not presently known to it or determinations by judges or other finders of fact that are not in accord with Management's evaluation of the possible liability or outcome of such litigation. Furthermore, the Company may be subject to legal proceedings in the future that may be significant and there can be no assurance that the outcome of pending or future proceedings and litigation will not have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may be subject to product liability claims from customers or penalties from government agencies relating to products that are recalled, defective or otherwise harmful. The products that the Company sells may be or become defective in a variety of ways, and parties may bring claims against the Company as the retailer of such products. The Company's insurance coverage may not be adequate to cover every claim that could be asserted against it and any claims brought against the Company (whether successful or not) could significantly damage its reputation and customer confidence in the Company's merchandise, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Litigation may be necessary to protect, enforce or defend the Company's intellectual property rights. Any litigation or claims brought by or against the Company (whether successful or not) could result in substantial costs and diversion of its resources. Any intellectual property litigation or claims against the Company could result in the loss or compromise of its intellectual property rights, could subject it to significant liabilities, require the Company to seek licenses, prevent the Company from manufacturing or selling certain products and/or require Europris to redesign or re-label its products or rename its brand. If any of the above risks were to materialise, the result could have a material adverse effect on the Company's business, results of operations can financial condition.

In addition, Europris is subject to regulations by a variety of regulatory authorities, including the Norwegian Consumer Product Safety Act of 11 June 1976 no. 79 (the "**CPSA**"). The CPSA empowers the Ministry of Environment to protect consumers from hazardous goods and other articles that are found to be hazardous, in particular with respect to children's products. The Ministry of Environment has the authority to exclude from the market certain consumer products that are found to be hazardous. If the Company fails to comply with government and industry safety standards, it may be subject to claims, lawsuits, fines and negative publicity that could harm its reputation, operating income and overall financial condition. Further, the CPSA and related legislation also apply to product labelling, licensing requirements, flammability testing, call-back of merchandise and product safety. In the event that Europris is unable to comply with regulatory changes in a timely manner, including those pursuant to the CPSA, significant fines or penalties could result, which could adversely affect Europris' operations.

Changes in tax laws, rules related to accounting for income taxes or adverse outcomes from audits by taxation authorities could impact the Company's effective tax rate

Europris operates in Norway and its effective tax rate is derived primarily from the applicable tax rate in Norway. Europris' effective tax rate may be lower or higher than its tax rates have been in the past due to numerous factors, including the sources of its income and the tax filing positions it takes. Europris estimates its effective tax rate at any given point in time based on a calculated mix of the tax rates applicable to its Company and on estimates of the amount of business likely to be done in any given jurisdiction. Changes in rules related to accounting for income taxes, changes in tax laws in any of the jurisdictions in which Europris operates, expiration of tax credits formerly available, or adverse outcomes from tax audits that Europris may be subject to in any of the jurisdictions in which it operates could result in an unfavourable change in its effective tax rate.

Antitrust and competition regulations or authorities may limit the Company's ability to grow and may force the Company to alter its business practices

Depending on how a relevant market is defined by the Norwegian Competition Authority, the Company may be found

to have a leading competitive position, which may restrict the ability of the Company to make additional expansion efforts, including through acquisitions. If the Company were deemed to have a "dominant position" in any given market, certain of its business practices may need to be altered or modified in order to comply with applicable regulations, and there can be no assurance that the Norwegian Competition Authority will not take action against the Company or that the Company will successfully implement or carry out any required alterations or modifications to its business practices. An enforcement action by such antitrust or competition authority in Norway could have a material adverse effect on the Company's business, results of operations and financial condition.

2.3 Risks related to the Listing and the Shares

The Company will incur increased costs as a result of being a publicly traded company

As a publicly traded company with its Shares listed on the Oslo Stock Exchange, the Company will be required to comply with the Oslo Stock Exchange's reporting and disclosure requirements and with corporate governance requirements. The Company will incur additional legal, accounting and other expenses to comply with these and other applicable rules and regulations, including hiring additional personnel. The Company anticipates that its incremental general and administrative expenses as a publicly traded company will include, among other things, costs associated with annual and quarterly reports to shareholders, shareholders' meetings, investor relations, incremental director and officer liability insurance costs and officer and director compensation. Any such increased costs, individually or in the aggregate, could have an adverse effect on the Company's business, results of operations and financial condition.

There may not be an active and liquid market for the Shares and the price of the Shares could fluctuate significantly

An investment in the Company's Shares is associated with a high degree of risk and the price of the Shares may not develop favourably. Prior to the Offering, there has been no public market for the Shares. Following the Listing, an active or liquid trading market in the Company's Shares may not develop or be sustained. If such market fails to develop or be sustained, it could have a negative impact on the price volatility of the Shares. Investors may not be in a position to sell their shares quickly or at the market price if there is no active trading in the Company's Shares.

The share prices of publicly-traded companies can be highly volatile and, after the Offering, the price of the Shares could fluctuate substantially due to various factors, some of which could be specific to the Company and its operations, and some of which could be related to the industry in which the Company operates or equity markets generally. Some of the factors that could negatively affect the Share price or result in fluctuations in the price or trading volume of the Shares include, for example, changes in the Company's actual or projected results of operations or those of its competitors, investors' evaluations of the success and effects of the strategy described in this Prospectus, an increase in market interest rates, changes in shareholders and other factors. As a result of these and other factors, the Shares may trade at prices significantly below the Offer Price.

Market volatility and volume fluctuations have affected and continue to affect the market prices of securities issued by many companies, including companies in the retail market, and may occur without regard to the operating performance of such companies. The market price of the Shares may decline, and the Shares may trade at prices significantly below the Offer Price, regardless of the Company's actual operating performance, and there can be no assurance as to the liquidity of any market in the Shares, an investor's ability to sell their Shares or the prices at which investors would be able to sell their Shares.

NC Europris Holding may continue to exercise considerable influence of the Company and its operations, and the interests of this shareholder may conflict with those of other shareholders

Upon completion of the Offering, NC Europris Holding will hold a significant percentage of the Shares in the Company. NC Europris Holding will retain a shareholding in Europris ASA of at least 38.4% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is exercised in full. Further, NC Europris will retain a shareholding in Europris ASA of approximately 60.9% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the minimum number of Sale Shares are sold by NC Europris Holding at such Offer Price and excluding any Additional Shares sold under the Over-Allotment Option. Accordingly, NC Europris Holding will continue to retain a controlling interest in the Company and will consequently have the power to control the outcome of most matters to be decided by vote at a shareholders' meeting. Such matters include the issuance of additional shares or other equity related securities, which may dilute holders of the Company's shares, the election of members to the Board of Directors and the payment of any future dividends. The interests of NC Europris Holding may differ significantly from or compete with the Company's interests or those of other shareholders and it is possible that NC Europris Holding may exercise influence over the Company in a manner that is not in the best

interests of all shareholders. The concentration of share ownership could delay, postpone or prevent a change of control in the Company, and impact mergers, consolidations, acquisitions or other forms of combinations, as well as distributions of profit, which may or may not be desired by the other investors. Such conflicts could have a material adverse effect on the Company's business, results of operations and financial condition.

Future offerings of debt or equity securities by the Company may adversely affect the market price of the Shares and lead to substantial dilution of existing shareholders

The Company may in the future seek to raise capital through offerings of debt securities (potentially including convertible debt securities) or additional equity securities in order to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes. An issuance of additional equity securities or securities with rights to convert into equity could reduce the market price for the Shares and would dilute the economic and voting rights of the existing shareholders if made without granting subscription rights to existing shareholders. There can be no assurance that the Company will not decide to conduct further offerings of securities in the future, and because the time and nature of any future offering will depend on announcements by press coverage of the Company and market conditions at the timing of such an offering, the Company cannot predict or estimate the amount, timing or nature of any future offering. Accordingly, the shareholders bear the risk of any future offerings reducing the market price of the Shares and/or diluting their shareholdings in the Company.

Future sales, or the possibility for future sales, after the Offering may affect the market price of the Shares

The Company cannot predict what effect, if any, future sales of the Shares, or the availability of Shares for future sales, will have on the market price of the Shares. Sales of substantial amounts of the Shares in the public market following the Offering, including by the Selling Shareholders, or the perception that such sales could occur, could adversely affect the market price of the Shares, making it more difficult for holders to sell their Shares at a time and price that they deem appropriate. Although the Company and NC Europris Holding are expected to agree with the Joint Bookrunners to restrictions, subject to certain exceptions, on their ability to sell or transfer their Shares for a period of 180 days after the first day of trading and official listing of the Offer Shares (or in the case the Other Selling Shareholders, for a period of 12 months after the first day of trading and official listing of the Offer Shares, subject to certain exceptions), the Joint Global Coordinators may, in their sole discretion and at any time, waive such restrictions on sales or transfer during this period. When the restricted periods expire, or if they are waived or terminated by the Joint Global Coordinators, the Shares that are subject to the restrictions will be available for sale in the public market or otherwise, subject to applicable securities laws restrictions.

Pre-emptive rights to subscribe for Shares in additional issuances could be unavailable to U.S. or other shareholders

Under Norwegian law, unless otherwise resolved at the Company's general meeting of shareholders (the "**General Meeting**"), existing shareholders have pre-emptive rights to participate on the basis of their existing ownership of Shares in the issuance of any new Shares for cash consideration. Shareholders in the United States, however, could be unable to exercise any such rights to subscribe for new Shares unless a registration statement under the U.S. Securities Act is in effect in respect of such rights and Shares or an exemption from the registration requirements under the U.S. Securities Act is available. Shareholders in other jurisdictions outside Norway could be similarly affected if the rights and the new Shares being offered have not been registered with, exempted, or approved by, the relevant authorities in such jurisdiction. The Company is under no obligation to file a registration statement under the U.S. Securities Act or seek similar approvals under the laws of any other jurisdiction in respect of any such rights and Shares, and doing so in the future could be impractical and costly. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new Shares, their proportional interests in the Company will be diluted.

Investors could be unable to exercise their voting rights for Shares registered in a nominee account

Beneficial owners of the Shares that are registered in a nominee account (such as through brokers, dealers or other third parties) could be unable to vote such Shares unless their ownership is re-registered in their names with the VPS prior to any General Meeting. There is no assurance that beneficial owners of the Shares will receive the notice of any General Meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote their Shares in the manner desired by such beneficial owners.

The Company's ability to pay dividends in accordance with its dividend policy or otherwise is dependent on the availability of distributable reserves and the Company may be unable or unwilling to pay any dividends in the future

Norwegian law provides that any declaration of dividends must be adopted by the shareholders at the General Meeting, or by the Board of Directors in accordance with an authorisation from the General Meeting. Dividends may only be declared to the extent that the Company has distributable funds and the Board of Directors finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with the Company's operations and the need to strengthen its liquidity and financial position. As the Company's ability to pay dividends is dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries and companies in which the Company may invest. As a general rule, the General Meeting may not declare higher dividends than the Board of Directors has proposed or approved. If, for any reason, the General Meeting does not declare dividends in accordance with the above, a shareholder will, as a general rule, have no claim in respect of such non-payment, and the Company will, as a general rule, have no obligation to pay any dividend in respect of the relevant period. The Company's ability to distribute dividends may also be limited in the Company's future financing agreements.

Investors could be unable to recover losses in civil proceedings in jurisdictions other than Norway

The Company is a public limited company organised under the laws of Norway. The majority of the members of the Board of Directors and Management reside in Norway. As a result, it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce against such persons or the Company judgments obtained in non-Norwegian courts, or to enforce judgments on such persons or the Company in other jurisdictions.

Norwegian law could limit shareholders' ability to bring an action against the Company

The rights of holders of the Shares are governed by Norwegian law and by the Articles of Association. These rights may differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. For example, under Norwegian law, any action brought by the Company in respect of wrongful acts committed against the Company will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it could be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

Investors with a reference currency other than NOK will become subject to certain foreign exchange risks when investing in the Shares

The Shares will be priced and traded in NOK on the Oslo Stock Exchange and any future payments of dividends on the Shares will be denominated in NOK. Investors registered in the VPS whose address is outside Norway and who have not supplied the VPS with details of any NOK account, will, however, receive dividends by check in their local currency, as exchanged from the NOK amount distributed through the VPS. If it is not practical in the sole opinion of DNB Bank ASA ("**DNB**"), being the Company's VPS registrar, to issue a check in a local currency, a check will be issued in USD. The issuing and mailing of checks will be executed in accordance with the standard procedures of DNB. The exchange rate(s) that is applied will be DNB's rate on the date of issuance. Exchange rate movements of NOK will therefore affect the value of these dividends and distributions for investors whose principal or reference currency is not NOK. Further, the market value of the Shares as expressed in foreign currencies will fluctuate in part as a result of foreign exchange fluctuations. This could affect the value of the Shares and of any dividends paid on the Shares for an investor whose principal currency is not NOK.

The Shares are listed on an "if sold/if issued" basis until delivery of the Shares, which could result in all conditional trades being reversed

The Shares will be listed on the Oslo Stock Exchange on an "if sold/if issued" basis. Therefore, the Shares will be tradable on the Oslo Stock Exchange before the Shares are delivered to each investor. If the Underwriting Agreement is terminated due to certain force majeure events or the default by the Joint Bookrunners in certain circumstances, the Shares will not be delivered to the investors. All trades with the Shares will be cancelled and reversed, and any payments made will be returned without interest or other compensation. Such events could adversely affect participants in the Offering and those who trade in the Shares during the period of conditional trading. The Joint Bookrunners, the Financial Advisor, the Company and the Selling Shareholders do not accept any responsibility or liability for any loss incurred by any person as a result of a termination of the Offering or (the related) annulment of any transactions on the Oslo Stock Exchange during the period of conditional trading.

The Company may be treated as a "foreign financial institution" under the U.S. Foreign Account Tax Compliance Act, which may impose withholding requirements on payments on the Offer Shares made after December 31, 2016

Certain provisions of the U.S. Internal Revenue Code of 1986, as amended and applicable U.S. Treasury regulations commonly referred to as "FATCA" may impose 30% withholding on certain "foreign passthru payments" made by a "foreign financial institution" (an "FFI"). If the Company were to be treated as an FFI, such withholding may be imposed on such payments to any other FFI (including an intermediary through which an investor may hold the Offer Shares) that is not a Participating FFI (as defined under FATCA) or any other investor who does not provide information sufficient to establish that the investor is not subject to withholding under FATCA, unless such FFI or investor is otherwise exempt from FATCA. Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether or to what extent payments on the Offer Shares would be considered foreign passthru payments. Withholding on foreign passthru payments would not be required with respect to payments made before January 1, 2017. The United States has entered into an intergovernmental agreement with Norway (the "IGA") which potentially modifies the FATCA withholding regime described above. It is not yet clear how the IGA will address foreign passthru payments. Prospective investors in the Offer Shares should consult their tax advisors regarding the potential impact of FATCA, the IGA and any non-U.S. legislation implementing FATCA, on their investment in the Offer Shares.

3 RESPONSIBILITY FOR THE PROSPECTUS

3.1 The Board of Directors of Europris ASA

This Prospectus has been prepared in connection with the Offering described herein and the Listing of the Shares on the Oslo Stock Exchange.

The Board of Directors of Europris ASA accepts responsibility for the information contained in this Prospectus. The members of the Board of Directors confirm that, after having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

5 June 2015

The Board of Directors of Europris ASA

Tom Vidar Rygh *Chairman*	Carl Christian Westin Jansson *Board member*	Michael Haaning *Board member*
Hege Bømark *Board member*	Anne Carine Tanum *Board member*	Bente Sollid Storehaug *Board member*

4 GENERAL INFORMATION

4.1 Other important investor information

The Company has furnished the information in this Prospectus. The Joint Bookrunners and the Financial Advisor make no representation or warranty, whether express or implied, as to the accuracy, completeness or verification of the information in this Prospectus, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Joint Bookrunners or the Financial Advisor, whether as to the past or the future. The Joint Bookrunners and the Financial Advisor assume no responsibility for the accuracy or completeness or the verification of this Prospectus and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability, whether arising in tort, contract or otherwise which they might otherwise have in respect of this Prospectus or any such statement.

The Joint Bookrunners are acting exclusively for the Company and the Selling Shareholders and no-one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholders for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

None of the Company, the Selling Shareholders, the Joint Bookrunners, the Financial Advisor, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares.

4.2 Forward-looking statements

This Prospectus contains various forward-looking statements that reflect Management's current views with respect to future events and anticipated financial and operational performance. Forward-looking statements as a general matter are all statements other than statements as to historical facts or present facts or circumstances. The words ''believe,'' ''expect,'' ''anticipate,'' ''intend,'' ''may,'' ''plan,'' ''estimate,'' ''will,'' ''should,'' ''could,'' ''aim'' or ''might,'' or, in each case, their negative, or similar expressions, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements appear in a number of places in this Prospectus, including in the sections entitled "Summary," "Risk Factors," "Dividend and Dividend Policy," "Operating and Financial Review," "Industry and Market Overview" and "Business" and include, among other things, statements relating to:

- the Company's strategy, outlook and growth prospects;
- the Company's operational and financial objectives, including statements relating to expectations for the financial year 2015 and statements as to the Company's medium or long-term growth, margin, objectives, like-for-like growth and dividend policy;
- the competitive nature of the business in which the Company operates and the competitive pressure and competitive environment in general;
- earnings, cash flow, dividends and other expected financial results and conditions;
- the expected growth and other developments of the retail market, including the discount variety segment in which the Company operates and the concentration of the Company's stores in the Norwegian market;
- the Company's planned investments and expected, estimated or planned new stores and franchise takeover forecasts; and
- the Company's liquidity, capital resources, capital expenditures, and access to funding.

Although Management believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialise or prove to be correct. Because these statements are based on

assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors, including, among others:

- changes in international, national and local economic, political, business, industry and tax conditions;
- changes in underlying customer behaviour, including changes in customer buying trends and patterns and customer preferences and demands for merchandise;
- changes in the operations of the Company's producers and suppliers;
- fluctuations in the price of goods, the value of the NOK and exchange and interest rates;
- changes in the legal and regulatory environment and in the Company's compliance with laws and regulations;
- competition from local, national or international retailers, including discount variety and specialty retailers;
- the Company's ability to grow the business organically;
- the Company's ability to successfully expand the number of stores in the Chain;
- the Company's ability to improve its logistics and distribution operations to keep pace with the Company's growth;
- the Company's ability to retain or replace key personnel and manage store employee turnover and other labour costs;
- changes regarding the Company's brand reputation and brand image; and
- changes in the Company's business strategy, development and investment plans.

Additional factors that could cause the Company's actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 2 "Risk Factors."

The forward-looking statements speak only as at the date of this Prospectus. The Company expressly undertakes no obligation to publicly update or publicly revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law or regulation. Accordingly, prospective investors are cautioned not to place undue reliance on any of the forward-looking statements herein.

4.3 Presentation of financial and other information

4.3.1 Financial information

The Company's audited consolidated financial statements as of, and for the years ended, 31 December 2014, 2013 and 2012 have been audited by PricewaterhouseCoopers AS and prepared in accordance with International Financial Reporting Standards, as adopted by the European Union ("**IFRS**"), as well as Norwegian disclosure requirements pursuant to the Norwegian Accounting Act of 31 December 2014, and are together referred to as the "**Audited Financial Statements**" herein. The Audited Financial Statements are included in Appendix B to this Prospectus.

The Company was formed on 16 November 2011 by Nordic Capital for the purpose of acquiring the parent holding company of the Europris business at the time. The acquisition of the previous parent holding company by the Company was completed on 1 April 2012. Prior to this date, the Company did not have any material assets or liabilities or conduct any operating activities other than those related to its formation and the acquisition. As such, there are no financial statements reflecting the operations of the business as now conducted by the Company before 1 April 2012. Accordingly, the audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012. All references in this Prospectus to the Company's audited consolidated financial statements for the year ended 31 December 2012 must be read in this context. As a result, the audited consolidated financial statements for the year ended 31 December 2012 are not directly comparable to the audited consolidated financial statements for the years ended 31 December 2014 and 2013, and period to period comparisons may not be meaningful.

The Company's unaudited interim consolidated financial statements as of, and for the three months ended, 31 March 2015 and 2014 have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("**IAS 34**"), and are together referred to as the "**Interim Financial Statements**" herein. PricewaterhouseCoopers AS has issued a review report on the Interim Financial Statements, as set forth in their report on review of interim financial information included herein. The Interim Financial Statements are included in Appendix C to this Prospectus.

Certain financial information in this Prospectus for the year ended 31 December 2012 has been calculated using the Company's audited consolidated financial statements for the year ended 31 December 2012 (reflecting the period from 1 April 2012 through 31 December 2012) and unaudited financial information derived from the Company's accounts for the three months ended 31 March 2012 (reflecting the period from 1 January 2012 to 31 March 2012). The audited financial information (reflecting the period from 1 April 2012 through 31 December 2012) has been prepared in accordance with IFRS; the unaudited financial information for the three months ended 31 March 2012 has been prepared in accordance with NGAAP and, as a result, is not directly comparable to the selected other financial information for other periods.

Certain financial information in this Prospectus has been extracted from the previous parent holding company's audited consolidated financial statements as of, and for the years ended, 31 December 2011 and 2010, which financial statements were audited by PricewaterhouseCoopers AS (together the "**2011 and 2010 Audited Financial Statements**"). However, these financial statements were prepared in accordance with Norwegian Generally Accepted Accounting Principles ("**NGAAP**"). IFRS differ in certain significant respects from NGAAP and investors should seek their own advice regarding the differences between IFRS and NGAAP. As a result, the 2011 and 2010 financial information extracted from the 2011 and 2010 Audited Financial Statements is not directly comparable to the information in the Audited Financial Statements, and period to period comparisons may not be meaningful.

The Audited Financial Statements and the Interim Financial Statements are together referred to as the "**Financial Statements**" herein.

4.3.2 Non-IFRS financial measures

In this Prospectus, the Company presents certain non-IFRS financial measures and ratios:

- Like-for-like growth represents the percentage change in same-store sales in the year presented compared to the prior year. Same-store sales exclude the sales of a store if the store was not open for the full calendar year and the entire prior calendar year. The stores included in calculating like-for-like growth are redefined each year at the beginning of the year and include both directly owned stores and franchise stores. Management does not exclude stores that are temporarily closed for refurbishment, relocation or expansion during an applicable calendar year. Management excludes stores that have been permanently closed during an applicable calendar year. Average annual like-for-like growth figures over a period presented in this Prospectus are the arithmetic mean of the like-for-like growth for each year in the period.

- EBITDA represents operating income before depreciation and write-downs ("**EBITDA**"). For a reconciliation of EBITDA to operating income, see Section 10.7 "Selected other financial information."

- EBITDA margin represents EBITDA as a percentage of total operating revenue.

- Adjusted EBITDA represents EBITDA before certain other operating costs ("**Adjusted EBITDA**"). For a reconciliation of Adjusted EBITDA to operating income, see Section 10.7 "Selected other financial information."

- Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of total operating revenue.

- Capital expenditures represent the sum of purchases of fixed assets and intangible assets.

- Net debt to Adjusted EBITDA ratio represents the ratio of net debt, i.e. the sum of long-term interest-bearing debt to financial institutions and short term interest-bearing borrowings, before IFRS fair value adjustments (amounting to total debt), minus cash and cash equivalents, to Adjusted EBITDA.

- Free cash flow represents Adjusted EBITDA less total capital expenditures (excluding amounts under financial leases).

- Cash conversion rate represents Adjusted EBITDA less total capital expenditures (excluding amounts under financial leases) as a percentage of Adjusted EBITDA.

The non-IFRS financial measures presented herein are not recognised measurements of financial performance or liquidity under IFRS, but are used by Management to monitor and analyse the underlying performance of the Company's business and operations. In particular, non-IFRS financial measures should not be viewed as substitutes for profit/(loss) for the period, profit/(loss) after financial items, operating income, cash and cash equivalents at period end or other income statement or cash flow items computed in accordance with IFRS. The non-IFRS financial measures do not necessarily indicate whether cash flow will be sufficient or available to meet the Company's cash requirements and may not be indicative of the Company's historical operating results, nor are such measures meant to be predictive of the Company's future results.

Management has presented these non-IFRS measures in this Prospectus because it considers them to be important supplemental measures of the Company's performance and believes that they are widely used by investors in comparing performance between companies. Because companies calculate the non-IFRS financial measures presented herein differently, the non-IFRS financial measures presented herein may not be comparable to similarly defined terms or measures used by other companies.

4.3.3 Certain terms used

As used herein, unless otherwise specified or the context otherwise requires, references to:

- "Europris ASA" refers to the Norwegian public limited liability company, Europris ASA;

- "Company" or "Europris" refer to Europris ASA together with Europris Holding AS, Europris AS and Europris Butikkdrift AS, the group of subsidiaries of which Europris ASA is the parent holding company;

- "Chain" refers to all of the stores in the network, including stores directly owned by the Company and franchise stores;

- "Net new stores" for a period refers to the number of new stores opened less the number of existing stores closed during the respective period;

- "Customer footfall" refers to customer transactions, and changes in customer footfall indicate the extent to which the number of customer transactions processed by the Chain increased or decreased for an applicable period. The same stores used to calculate like-for-like growth are used for calculating customer footfall. See Section 4.3.2 "Non-IFRS financial measures;"

- "Basket size" refers to the average value of each customer transaction, and is calculated for an applicable period as the net sales of the Chain for the applicable period over the number of customer transactions processed by the Chain in the applicable period. Basket size is impacted by changes in both the quantity and the price of the products purchased in each basket and includes VAT charges on customer transactions. The same stores used to calculate like-for-like growth are used for calculating basket size. See Section 4.3.2 "Non-IFRS financial measures;"

- "Discount variety segment" comprises the discount variety segment of the retail market in Norway. See Section 7 "Industry and Market Overview;"

- "Own brands" refers to the Company's owned private label brands, such as Effekt, Vie and Trysil Sokken; and

- "Payback time on investment" for a store is generally calculated as the sum of capital expenditure for the store divided by the EBITDA for the store for the second full year of operation of the store.

As used herein, all references to the point of time for "Unconditional Trading" refers to approx. 18:00 CET on the second day of trading, which is the point of time after which the Shares are expected to trade unconditionally on the

Oslo Stock Exchange. The first day of trading is expected to be on 19 June 2015. See Section 15.4 "Admission to trading" and Section 18.1 “Overview of the Offering.”

For definitions of certain terms used in the Prospectus as well as a glossary of other terms used in this Prospectus, see Section 22 ‘‘Definitions and Glossary.’’

4.3.4 Calculation of number of outstanding Shares following the Offering

In this Prospectus, all calculations of the number of outstanding Shares following the Offering and any calculations based on such number, do not reflect the discount given by the Company in the Employee Offering.

4.3.5 Currency

The Company publishes its financial information in Norwegian krone. Unless otherwise noted, all amounts in this Prospectus are expressed in Norwegian krone.

In this Prospectus, all references to (i) “**NOK**” are to the Norwegian krone, the lawful currency of Norway, (ii) “**USD**” are to the United States dollar, the lawful currency of the United States of America and (iii) “**EUR**” are to euro, the lawful common currency of the EU member states who have adopted the euro as their sole national currency.

4.3.6 Rounding

Certain figures included in this Prospectus have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

4.3.7 Trademarks

The Company owns or has rights to certain trademarks, trade names or service marks that it uses in connection with the operation of its business. The Company asserts, to the fullest extent under applicable law, its rights to its trademarks, trade names and service marks.

Each trademark, trade name or service mark of any other company appearing in this Prospectus belongs to its holder. Solely for convenience, the trademarks, trade names and copyrights referred to in this Prospectus are listed without the ™,® and © symbols.

4.3.8 Industry and market data

In this Prospectus, the Company has used publicly available information and industry and market data from independent industry publications and market research, including publications and research prepared by Boston Consulting Group (“**BCG**”), Kvarud Analyse, Varde Hartmark, TNS Gallup, Euromonitor, Ultima and others. Where information sourced from third parties has been presented, the source of such information has been identified. Information referring to such third parties in this Prospectus is from independent market research carried out by the relevant third parties, and should not be relied upon in making, or refraining from making, any investment decision.

While the Company can confirm that it has accurately compiled, extracted and reproduced such third-party information, the Company has not independently verified and cannot give any assurances as to the accuracy of such industry and market data or other information on which such third party providers have based their studies. As far as the Company is aware and is able to ascertain from information published by these third party providers, no facts appear have been omitted that would render the reproduced information inaccurate or misleading.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Industry and market data and statistics are inherently unpredictable and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

Unless otherwise indicated in this Prospectus, any references to or statements regarding the Company’s competitive position have been based on the Company’s own assessment and knowledge of the market in which it operates. Additionally, unless otherwise indicated in this Prospectus, any references to or statements regarding customer

perception of the Company and price comparisons to other retailers have been based on the Company's own assessment and knowledge, including customer surveys and systematic comparisons to other retailers.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 2 "Risk Factors" and elsewhere in this Prospectus.

4.4 Exchange rates

The following table sets out the actual annual average of monthly rates in the NOK exchange rate against USD and EUR over the financial years ended 31 December 2014, 2013 and 2012 and the three months ended 31 March 2015 and 2014, and up until the date hereof.

	1 to 4 June	Months		Three months ended 31 March		Year ended 31 December		
	2015	May 2015	April 2015	2015	2014	2014	2013	2012
USD	7.84	7.55	7.89	7.75	6.10	6.30	5.88	5.82
EUR	8.71	8.41	8.50	8.73	8.34	8.35	7.81	7.47

Source: average figures www.norges-bank.no

5 REASONS FOR THE OFFERING AND THE LISTING AND USE OF PROCEEDS

The Company believes that the Offering and Listing will:

- enhance Europris' profile with investors, business partners and customers;
- further enhance the ability of Europris to attract and retain key management and employees;
- diversify the shareholder base;
- enable access to capital markets if necessary for future growth;
- while at the same time enabling the Selling Shareholders to partially monetise their holding, and as a result allow for a liquid market for their Shares going forward.

At Europris ASA's extraordinary general meeting held on 22 May 2015 it was resolved that all of Europris ASA's Preference Shares be redeemed against payment of NOK 803.53 million to the preference shareholders. The Company will use the proceeds from the issuance of the New Shares to pay the redemption amount for the Preference Shares, repay the Shareholder Loan and pay for its portion of the transaction costs. See Section 15.3 "Share capital and share capital history." The Company will not receive any proceeds from the sale of the Sale Shares by the Selling Shareholders and/or the sale of any additional Shares by NC Europris Holding.

6 DIVIDENDS AND DIVIDEND POLICY

6.1 Dividend policy

In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will have to comply with legal restrictions, as set out in the Norwegian Public Limited Companies Act of 13 June 1997 no. 45 (the "**Norwegian Public Limited Companies Act**") (see Section 6.2 "Legal constraints on the distribution of dividends"), and take into account the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions pursuant to its contractual arrangements in place at the time, in addition to the maintenance of appropriate financial flexibility. Except in certain specific and limited circumstances set out in the Norwegian Public Limited Companies Act, the amount of dividends paid may not exceed the amount recommended by the Board of Directors.

Europris will initially target a dividend pay-out ratio of 50-60% of the Company's net profit for the year.

The proposal to pay a dividend in any year is, in addition to the legal restrictions as set out in Section 6.2 "Legal constraints on the distribution of dividends," further subject to any restrictions under the Company's borrowing arrangements or other contractual arrangements in place at the time. See Section 11.5.4 "Material indebtedness."

There can be no assurance that a dividend will be proposed or declared in any given half year. If a dividend is proposed or declared, there can be no assurance that the dividend amount or yield will be as contemplated above.

The Company has not distributed dividends for the years 2014, 2013 and 2012.

6.2 Legal constraints on the distribution of dividends

Dividends may be paid in cash or in some instances in kind. The Norwegian Public Limited Companies Act provides the following constraints on the distribution of dividends applicable to the Company:

- Section 8-1 of the Norwegian Public Limited Companies Act provides that the Company may distribute dividends to the extent that the Company's net assets following the distribution cover (i) the share capital, (ii) the reserve for valuation variances and (iii) the reserve for unrealised gains. The amount of any receivable held by the Company which is secured by a pledge over Shares in the Company, as well as the aggregate amount of credit and security which, pursuant to Section 8–7 to 8-10 of the Norwegian Public Limited Companies Act fall within the limits of distributable equity, shall be deducted from the distributable amount.

  The calculation of the distributable equity shall be made on the basis of the balance sheet included in the approved annual accounts for the last financial year, provided, however, that the registered share capital as of the date of the resolution to distribute dividends shall be applied. Following the approval of the annual accounts for the last financial year, the General Meeting may also authorise the Board of Directors to declare dividends on the basis of the Company's annual accounts. Dividends may also be resolved by the General Meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the General Meeting's resolution.

- Dividends can only be distributed to the extent that the Company's equity and liquidity following the distribution is considered sound.

There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 17 "Taxation."

6.3 Manner of dividend payments

Any future payments of dividends on the Shares will be denominated in NOK, and will be paid to the shareholders through the VPS. Investors registered in the VPS whose address is outside Norway and who have not supplied the VPS with details of any NOK account, will, however, receive dividends by check in their local currency, as exchanged from the NOK amount distributed through the VPS. If it is not practical in the sole opinion of DNB, being the Company's VPS registrar, to issue a check in a local currency, a check will be issued in USD. The issuing and mailing of checks will be executed in accordance with the standard procedures of DNB. The exchange rate(s) that is applied will be DNB's rate on the date of issuance. Dividends will be credited automatically to the VPS registered shareholders' NOK accounts, or

in lieu of such registered NOK account, by check, without the need for shareholders to present documentation proving their ownership of the Shares.

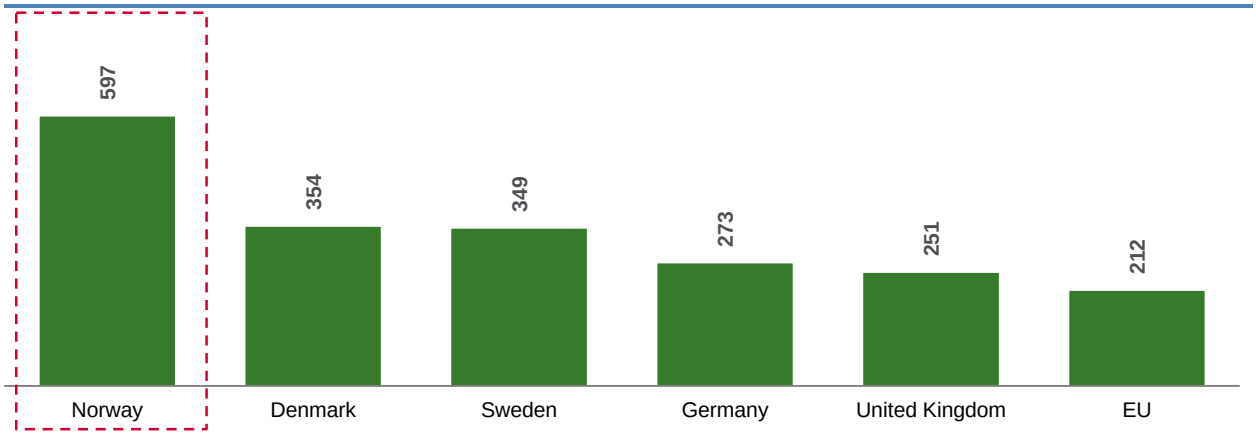
7 INDUSTRY AND MARKET OVERVIEW

7.1 General economic and demographic drivers

The Norwegian economy is one of the most robust economies in Europe, delivering consistently strong gross domestic product ("**GDP**") growth. Despite the current low oil prices, the country's strong growth is forecast to continue, with Euromonitor (Eurostat, UN, OECD, IMF and WEO) estimating an average of 2.0% annual growth between 2016 and 2020 that exceeds the corresponding estimated average annual growth of 1.9% in EU countries during the same period.

The future strength and resilience of the Norwegian economy is further underpinned by the country's sovereign wealth fund, amounting to approximately NOK 6.7 trillion in value (as of 14 May 2015) and supported by Norway's oil wealth, which phases petroleum revenues into the Norwegian economy in periods of weakness (Norges Bank Investment Management, www.NBIM.no). More broadly, Norway is one of the most prosperous regions globally as measured by per capita GDP, with the highest GDP per capita in Europe. The chart below illustrates the per capita GDP for Norway in comparison to other Nordic and European countries. While highly resilient, the Norwegian economy also comprises one of the fastest-growing retail markets in Europe, with one of the highest levels of consumer expenditure (Eurostat, UN, OECD).

Average GDP Per Capita (NOK 000's) 2011-2014

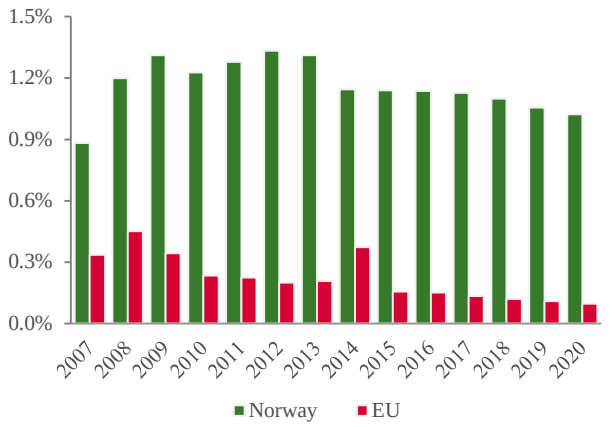


Source: Euromonitor (Eurostat, OECD, UN, IMF, IFS), 25 May 2015.

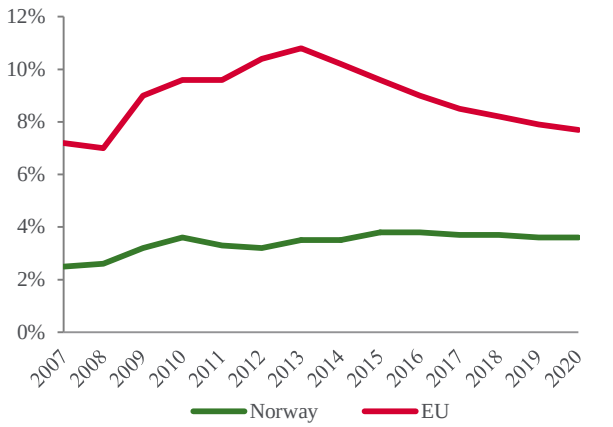
Note: EU data represents the weighted average of all EU countries; exchange rates to NOK based on average 2011-2014 exchange rates

Norway also benefits from strong population growth and structurally low unemployment, a combination which is likely to continue to support consumer confidence and expenditure. As shown in the charts below, Norway's population growth is expected to outpace the growth of EU countries over the next five years, while the country's unemployment rate is projected to remain stable and low.

Population Growth of Norway vs. EU, 2007-2020



Unemployment Rate of Norway vs. EU, 2007-2020

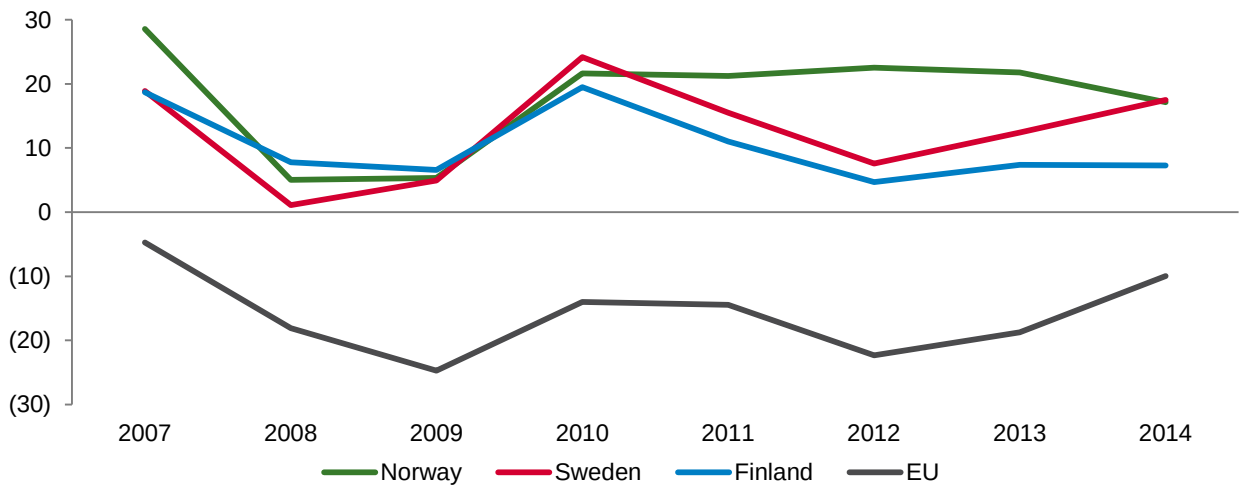


Source: Euromonitor (UN, ILO, Eurostat, OECD), March and April 2015 for EU and Norway respectively.

Note: EU population growth represents growth of the aggregate EU population; EU unemployment rate represents weighted average for all EU countries.

Furthermore, consumer confidence in Norway has been high over the last seven years, and resilient throughout economic cycles. The chart below illustrates how consumer confidence indicators in Norway and other Nordic countries are high compared to the average for all EU countries.

Consumer Confidence Indicators
2007 - 2014



Source: Datastream (Directorate General for Economic and Financial Affairs for Finland, TNS Gallup for Norway and OECD for Sweden) (25 February 2015 for Norway, 4 May 2015 for EU, 9 April 2015 for Sweden and 29 April 2015 for Finland).
Note: Consumer confidence indicators based surveys of households' own and their country's economic situation on a forward-looking basis. Units correspond to differences between the percentage of households responding positively or negatively.

7.2 Market definition

Europris is active in the Norwegian retail market through the Chain that comprises 223 stores throughout Norway. As a leading discount variety retailer,[2] it currently operates within six distinct market segments, which comprise Europris' addressable markets: Packaged Food, Home & Garden, Clothing & Shoes, Leisure & Office, Health & Beauty and Electronic & Appliances, having a combined retail value (excluding VAT) of NOK 279 billion in 2014 (Euromonitor, BCG analysis). These markets have in aggregate grown at a compound annual growth rate ("CAGR") of 3.6% during the period 2010 to 2014, with all individual segments growing between a CAGR of 2.9% (Packaged Food, Leisure & Office) and 5.0% (Electronic & Appliances) over the same period. From 2000 to 2013, the overall discount variety segment in Norway grew at a CAGR of approximately 16% (Ultima, Varde Hartmark).

Within the Norwegian retail market, Europris operates in the discount variety segment. This segment incorporates product offerings that intersect the grocery, general merchandise and specialty retail segments, and include companies that offer a wide range of products at a discount to the wider market (such as Biltema, Clas Ohlson, Nille, Jula and Rusta). Europris is the largest discount variety retailer in Norway,[3] See Section 8.11 "Competition." The chart below summarises the main market segments in which Europris is active:

Europris' Key Market Segments

Market Segment	Market Size (NOK billion)	Sample Products	Sales Channels
Packaged Food	86	• Canned and dried food, baked goods, confectionary, other packaged foods • Excludes fresh and frozen foods	• Local supermarkets • Convenience stores
Home & Garden	70	• DIY products, kitchen appliances and supplies, textiles, bathroom accessories, storage solutions and various interior and exterior design products	• Furniture stores • Hardware stores
Clothing & Shoes	41	• Boots, sneakers, running shoes, underwear durable outdoor wear, shirts, pants, accessories	• Large Malls • Smaller designer shops

[2] Source: Varde Hartmark and TNS Gallup.

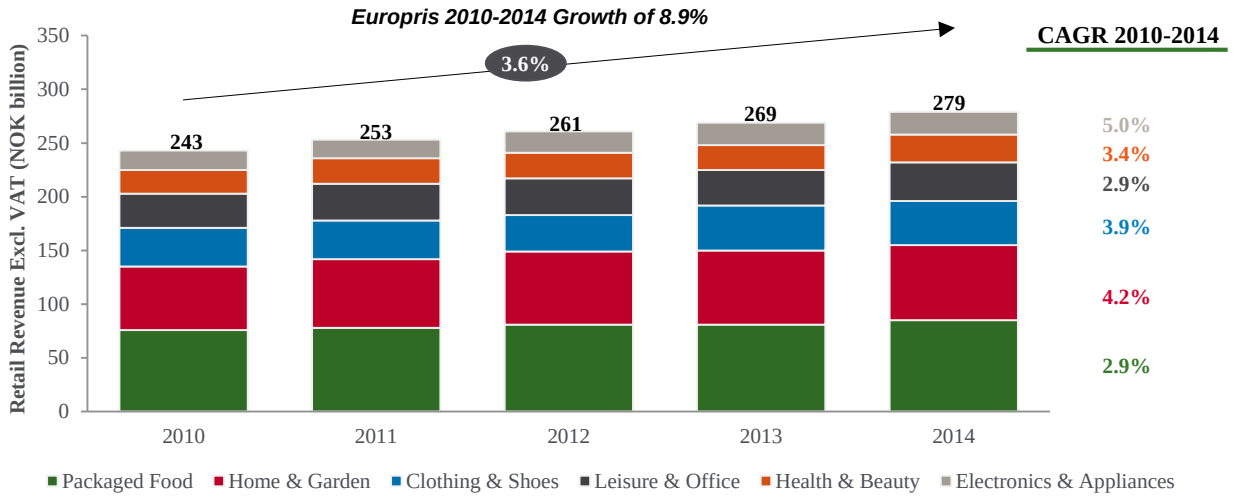
[3] Euromonitor, using sales comparisons based on the Chain's annual sales in 2013 (including franchises).

			and other apparel		
Leisure & Office	37	•	Sports gear, pet accessories, travel products, games and basic office supplies such as envelopes, notebooks, pens and adhesives	•	Specialist retailers
Health & Beauty	26	•	Cosmetics, vitamins, minerals and over-the-counter drugs	• • •	Pharmacies Beauty specialists Optical goods stores
Electronics & Appliances	20	•	Audio-visual equipment (including, but not limited to, sound systems, headphones, radios, wristwatches and other electronic products)	• •	Large megastores Smaller appliance shops

Source: Euromonitor, November 2014, BCG analysis

The chart below shows the size of the Europris' addressable markets in Norway by retail value in NOK billion for each year ended 31 December 2010 to 2014 (only including physical store sales, excluding VAT):

Underlying Addressable Markets

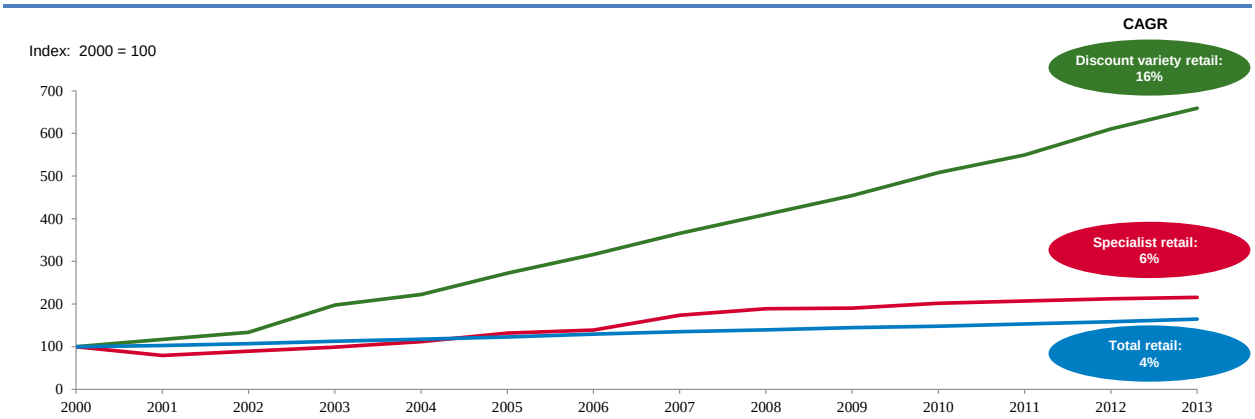


Source: Euromonitor. November 2014, Europris data warehouse, BCG analysis
Note: Only including physical store sales; all numbers RSP excl. VAT

7.3 Evolution of the discount retail segment in Norway

The discount variety segment of the Norwegian retail market has grown strongly at a CAGR of 16% from 2000 to 2013, while the specialist retail market had a CAGR of 6%. According to Euromonitor International, the total retail market (including grocery) grew by 4% respectively over the same period. The below chart demonstrates the long term trend for consumers switching into discount variety retailers and continuing to shop at those retailers even after economic recoveries.

Discount Retail Growth 2000-2013



Source: Ultima, Varde Hartmark, Euromonitor for total retail only (trade sources, national statistics), November 2014.

Note: Specialist retail is defined as the retail market excluding services, groceries, B2B, vehicles and fuel, kiosks, petrol stations and discount variety retail. Discount variety retail comprises stores with a broad selection of products ranging at least five product segments classified as such by Statistics Norway.

While the discount variety segment has historically mainly targeted less affluent consumers, it has over time won a significantly wider group of consumers. More affluent consumers are structurally changing their purchasing patterns to purchase higher end goods and services in particular product categories than before and to take advantage of value offerings in other categories to compensate for the increased cost of the high-end goods and services. For example, this can be seen in the discount variety segment and grocery penetration in the food retail channel in Norway, where the segment is still underpenetrated compared to other European countries. In addition to that segment, this trend has taken place across several other sectors, such as travel, sports, apparel and insurance.

Once consumers make the switch to discount variety retailers in certain product categories, they have a tendency to stick with those choices over time rather than trading back up when economic conditions improve. This has been evidenced in a comparable dollar and variety store market in the United States where growth rates in the sector accelerated to a CAGR of 5.0% through the recession of 2001 – 2002, as US consumer income came under pressure and there was a shift to discount products. The growth rate of the dollar and variety store market continued at 6.9% during the period from 2002 to 2007, showing that customers continued to seek discount alternatives despite the economic recovery. The growth in this market remained at 6.9% during the period 2007 to 2012 which, again, showed the market's resiliency through the financial crisis of 2008 - 2009 (source: Euromonitor, November 2014 – discounter and variety stores, which include dollar stores, from trade sources and national statistics).

Suppliers have adapted to this structural shift in the consumer habits towards the discount retail segment. According to Nielsen Strategic Planner[4], in 2013, unit sales of products in hypermarkets and supermarkets in major Western European countries (including France, Germany, Italy, Spain and the UK) on average fell by 0.7% year-on-year in general but grew by 1.9% in the discount retail segment. According to AC Nielsen, similar dynamics have been seen in the retail market in Norway. Therefore, the discount market and retailers such as Europris have become increasingly important to customers across demographics. At the same time, brand owners and suppliers actively support discount retailers, ensuring their products are available in store to meet the increased consumer need.

In addition to the increased interest from suppliers, landlords have acknowledged the benefits of having discount variety retailers, such as Europris, as tenants in their retail parks or shopping centres. Discount retailers, drive footfall to the location, attract large numbers of customers and are perceived as financially stable and attractive tenants.

7.4 Outlook for discount retail in Norway

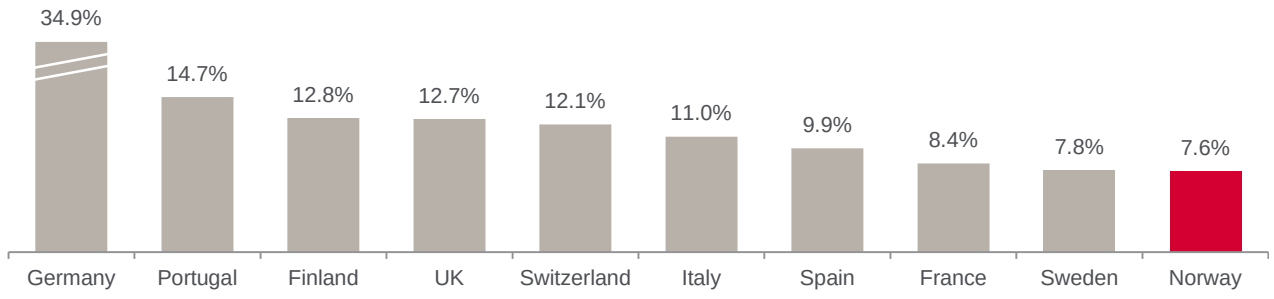
Retailers offering discounted brand and own brand products are expected to continue to benefit from the structural and ongoing shift to discount products. Management expects that this shift will continue to develop in Norway, with several key supportive factors such as online development, population increase and low unemployment rates described below.

Consumers are expected to continue to seek discount products in certain segments in order to fund increased purchases in higher end goods and services in other segments. This trend is a structural shift seen across the market and discussed above. The below graph demonstrates that the discount variety retail in Norway is underpenetrated, i.e., that the discount market covers a proportionally small part of the entire retail market and has therefore potential to grow, when compared with other countries in Europe. The Norwegian discount variety segment covers only approximately 8% of the total retail market in the country (defined as the aggregate of the grocery and variety retail segments), approximately five percentage points less than that of the United Kingdom and several times lower than the German discount retail market, which has a long history. This suggests that there is a significantly higher level of growth potential in the Norwegian discount variety segment as consumers are increasingly interested in purchasing discount products.

[4] Nielsen Strategic Planner Year to 29/12/2013 (W.E Big Countries), Total FMCG, Unit Sales.

Norwegian market remains underpenetrated

Discount retail penetration of grocery and variety retail (%)



Source: Euromonitor (trade associations and national statistics), November 2014
Note: Includes grocery, discount and variety retail; all variety retail is defined as discount. The Norwegian grocery retail market is highly consolidated with three main players effectively controlling the entire market. These are Rema 1000, Coop (recently acquired ICA in Norway) and Norgesgruppen. Euromonitor has defined the following four retailers (effectively three retailers following Coop's acquisition of ICA in Norway) as "Discounters" in Norway: Rema 1000, Kiwi (controlled by Norgesgruppen), Rimi (controlled by Coop after their recent acquisition of ICA in Norway) and Coop Prix, which together account for 44% of the Norwegian grocery retail market according to Euromonitor. Based on the assortment and prices of these retailers, they are not defined as "Discounters" for the purpose of this analysis when comparing to other geographical markets where the "Discount" retailers are believed to be more differentiated compared to these major grocery retailers. Coop Obs, on the other hand, which is not defined as a "Discounter" by Euromonitor, has been defined as a "Discounter" for the purpose of this analysis based on its wider assortment and its prices. If the definitions from Euromonitor were to be applied without any adjustments and therefore these major grocery retailers were included, the discount penetration in Norway would be substantially higher.

Discount variety retailers with small ticket and basket sizes are less vulnerable to the shift to online shopping, and instead have benefitted from this trend as online channels have allowed consumers more transparency and an ability to check prices across retailers.

Finally, the Norwegian economy is structurally attractive: the population is expected to continue to grow and unemployment levels are expected to continue to be among the lowest in Europe, underpinning the growth of the Company's target market.

8 BUSINESS

8.1 Overview

Europris is Norway's largest discount variety retailer by sales.[5] The Company offers its customers a broad assortment of quality own brand and brand name merchandise across 12 product categories: Home & Kitchen; Groceries; House & Garden; Travel, Leisure & Sport; Electronics; Personal Care; Clothes & Shoes; Handyman; Hobby & Office; Candy & Chocolate; Laundry & Cleaning; and Pets. The Company delivers a unique value proposition for shoppers by offering a broad assortment of quality merchandise at low prices in destination stores across Norway.

The Company's merchandise is sold through the Chain, which consists of a network of 223 stores throughout Norway, 159 of which are directly owned by the Company and 64 of which operate as franchise stores. The stores are designed to facilitate a consistent, easy and efficient shopping experience with a defined layout and "store-in-store" concept. The Company centrally manages the Chain's assortment of merchandise, which results in a consistent range of merchandise from each product category in both directly owned and franchise stores. While the Company's business model includes franchise stores, the Company also takes over franchise stores in a variety of instances, such as at the request or retirement of a franchisee, in circumstances where a franchisee develops health issues or when a franchisee is unwilling to make necessary upgrades or relocations. The Company has taken over more than 40 franchise stores during the period from 1 January 2010 through 31 March 2015.

Europris employs a low cost operating model with a focus on efficiency across the entire value chain from factory to customer. Europris aims to maintain a low cost base through optimised and efficient sourcing, logistics and distribution processes. The Company's experienced procurement team purchases large volumes of goods that are principally sourced directly from suppliers in low cost countries in Europe and Asia. Sourcing is central to the Company's value proposition, and in 2013 the Company established a dedicated sourcing office in Shanghai, China, which is structured as a joint venture with Tokmanni Group Oy ("**Tokmanni**"), one of the largest discount variety retail chains in Finland.

Europris manages inventory in central and overflow warehouses and storage facilities located in Fredrikstad, Norway. The majority of the Company's inventory is processed through the Company's central warehouse, which utilises proven inventory and information management systems to monitor inventory levels and storage capacity and process product orders. The Company distributes and delivers products to the Chain, which offers merchandise to the market using the Europris brand, consistent store concept and centrally managed assortment of merchandise.

The Company's management team has a track record of success, and the Company has shown continuous and consistent growth since its founding. The Company's growth is primarily driven by category management and other initiatives supporting like-for-like growth, including the Company's own brand and leading brand offerings, optimised marketing strategy and extensive store upgrade programme, as well as by the Company's focused store rollout programme. Since 2005, the Company has increased total operating revenue by an average of 10.4% per year. The Chain's like-for-like growth has consistently outperformed the market with an average annual like-for-like growth of 4.8% for the period from 2010 through 2014, which is 2.2 times the market growth rate, based on Kvarud Analyse's yearly assessment of like-for-like growth for a broad range of shopping centres in Norway during the period. Since 2010, the Company has added more than 30 new directly owned stores to the Chain, including nine new directly owned stores in 2014 and three new directly owned stores in the first quarter of 2015.

The Company's headquarters are located in Fredrikstad, Norway. As of 31 March 2015, the Company employed approximately 2,000 full-time and part-time employees. For the year ended 31 December 2014, the Company generated total operating revenue of NOK 4.3 billion, with an Adjusted EBITDA of NOK 551 million and an Adjusted EBITDA margin of 12.9%.

[5] Euromonitor, using sales comparisons based on the Chain's annual sales in 2013 (including franchises).

8.2 History and important events

The table below provides an overview of key events in the history of Europris:

Date	Important event
1992	Predecessor company founded in Sandnes, Norway, with the first store opening in May 1992 in Sandnes, Norway
1993	Predecessor company entered into wholesale agreement with Terje Høili AS to purchase large volumes of products
2000	Predecessor company established closer relationship with Terje Høili AS to create unique supply chain from factory to customers
2000	Company achieved new milestone with 100 stores in Norway
2004	Acquired by IK Investment Partners from Terje Høili AS and Company founders
2006	Company achieved new milestone with 150 stores in Norway
2007	Company opened central warehouse in Fredrikstad, Norway
2012	Nordic Capital acquired Europris Holding AS from IK Investment Partners
2012	Company achieved new milestone with 200 stores in Norway
2013	Company entered into joint venture with Tokmanni and launched Shanghai sourcing office
2014	Pål Wibe joins Company as CEO and Espen Eldal joins Company as CFO
2014	Chain processed over 26 million customer transactions for the year

The Europris business was started in May 1992 when the first store was opened in Sandnes, Norway. In 2004, IK Investment Partners acquired a substantial portion of the predecessor company. In 2012, IK Investment Partners sold the predecessor company to Nordic Capital. The Company was formed on 16 November 2011 by Nordic Capital for the purpose of acquiring the predecessor parent company of the Europris business from IK Investment Partners. As a result of this acquisition, which was settled by cash payment, the audited consolidated financial statements for the year ended 31 December 2012 reflect goodwill of NOK 1,538 million resulting from the acquisition of subsidiaries on 1 April 2012. Since the acquisition, the Chain has grown to 223 stores, with over 26 million customer transactions processed in 2014.

8.3 Strengths

Management believes that the Company has a number of competitive strengths that have helped to differentiate it from its competitors and achieve significant profitable growth. These key competitive strengths are:

8.3.1 Unchallenged position in a fast growing segment of the Norwegian retail market

The discount variety segment has significantly outperformed other retail segments in Norway over the last 15 years. According to Euromonitor and Ultima, discount variety retailers have achieved an average annual growth rate of 16% from 2000 to 2013, significantly higher than the average annual growth rate of 6% for specialist retailers and 4% for all retailers (including grocery) during the same period. The discount variety segment in Norway is expected to continue to grow as structural trends within the segment, particularly the underpenetration of discount variety retailers in Norway, underpin continued growth. See Section 7.4 “Outlook for discount retail in Norway.”

Within the fast growing discount variety segment, the Company is Norway’s largest retailer by sales.[6] With a broad assortment of branded and own brand merchandise across 12 product categories, Management believes that the Company is uniquely positioned as a multi-category discount retailer with a total addressable market of approximately NOK 280 billion, according to Euromonitor. Management believes that no other discount variety retailer in Norway offers an equally strong value proposition to customers in terms of the breadth of the merchandise offered, quality and competitive prices.

8.3.2 Unique customer value proposition

Management believes that the Company offers a unique customer value proposition, which is based on three key elements:

- *Offering price conscious customers affordable quality*. The Company aims to offer quality merchandise at low prices.

[6] Euromonitor, using sales comparisons based on the Chain’s annual sales in 2013 (including franchises)

- *Enabling customers to bargain hunt for great deals*. The Company aims to create a shopping experience whereby customers can discover great deals and "bargain hunting" opportunities on the extensive range of merchandise available at its stores.

- *Covering basic shopping needs*. With its broad assortment of merchandise across 12 product categories, the Company aims to be a destination store where customers can address many of their basic shopping needs.

8.3.3 Price leader across categories

The Company aims to be a price leader across all product categories. Using a segmented pricing strategy, the Company actively benchmarks its prices against those of its closest competitors to ensure that, for the majority of its merchandise, the customer is offered a competitive price, thereby building loyalty and generating repeat business. In a systematic comparison to competitors' prices in 2014, the Company calculated that it had the lowest prices on more than 90% of the front page merchandise advertised on its direct mail leaflets. According to a web-based customer survey conducted by the Company from September to October 2014, the Company received the highest ranking as the retailer that customers believe offers the lowest prices.[7]

8.3.4 Nationwide presence and deep brand recognition

The extensive network of 223 stores covers all 19 counties in Norway. According to Varde Hardmark, Europris is an "iconic Norwegian brand" being "the top-of-mind variety retail chain in Norway." This national recognition, combined with the Company's focused marketing strategy and extensive geographic presence, has enabled the Company to achieve brand awareness of more than 90% in 2014, according to TNS Gallup.[8] Management believes that there continues to be significant and attractive expansion opportunities for new store locations in both rural and urban environments in Norway and that there is potential to further capitalise on the Company's strong brand and unique customer value proposition to increase the Company's customer base, including with respect to smaller targeted catchment areas.

8.3.5 Defined category management strategy

By offering a broad assortment of merchandise across its 12 product categories (approximately 9,000 active SKUs for an average store), the Company has flexibility to optimise its product mix by focusing on specific product categories at any given time depending on the competition, customer demand, growth potential and profitability within each respective product category. This flexibility allows for downside protection and supports the resilience and stability of the Company's business model and earnings. The Company has several tools to implement its category management strategy, such as optimisation of the product mix, pricing strategy, packaging guidelines, campaign development and focused in-store placement and communication, which the Company has successfully utilised in the past to grow selected product categories. The Company also uses its seven identified destination product article groups, which are the focus of the Company's marketing campaigns and seasonal offerings and which the Company uses to market, cross-sell and up-sell merchandise from different product categories and further optimise the product mix. See Section 8.5.1.2 "Destination product article groups."

8.3.6 Norway's largest seasonal store

The Company focuses on making each season a selling event and on magnifying the impact and significance of the seasons both in respect of the customer footfall and shopping experience and the Company's marketing and sales strategies. The Company also continues to take advantage of the trend of expansion of the seasons by introducing new and underpenetrated seasons or selling events, such as back to school and Halloween. Stores dedicate an average of approximately 200 m^2 selling area to campaign and seasonal merchandise, and Management believes that the Company is the largest seasonal store in Norway measured by all-year dedicated seasonal space. In addition, Management believes that the Company is unique across the majority of Norwegian retailers in the extent to which its stores offer such large dedicated spaces with flexibility to offer dedicated merchandise to match the various seasons. The Company has significant expertise related to seasonal variations in merchandise in terms of targeted sourcing, effective marketing and efficient logistics. The Company actively promotes seasonal offerings through tailored marketing campaigns and seasonal catalogues around peak periods of customer demand. The Company's seasonal offerings are key drivers of customer footfall, and the Company uses its seasonal offerings to cross-sell merchandise from other product categories and increase basket size.

[7] Based on survey of approximately 1,300 people. In carrying out the survey, the Company contacted people living within a predetermined range of a Europris store.

[8] Forbruker & Media, January 2014.

8.3.7 Fully integrated, low cost operating model

The Company has developed a fully integrated value chain from factory to customer based on 22 years of operating experience. Its main competitive advantages are based on:

- Longstanding sourcing experience from low cost countries

Sourcing of quality products at low cost is essential to the Company's value proposition. The Company has a large base of over 450 suppliers across a broad geographic range with limited dependency on any single supplier, which provides the Company with flexibility to seek out favourable commercial terms, leverage its economies of scale and adapt to customer demands. For the year ended 31 December 2014, the top five suppliers accounted for 14.4% of the Company's cost of goods sold, and the Company sourced from a broad geographic range of countries, with 41% of the Company's suppliers located in Asia, 40% in Europe, 17% in Norway and 2% in North America.

The Company has worked to reduce the use of agents and intermediaries for the purchase of its products, as Management believes that buying directly from suppliers provides a competitive advantage by supporting margin growth while allowing the Company to maintain a high level of oversight and control of its sourcing activities and merchandise. The Company's joint venture sourcing office in Shanghai, China has increased its ability to negotiate directly with suppliers and to track commercial and regulatory developments. The Company aims to double the volume of products currently sourced through the joint venture sourcing office. In order to deliver high quality products and build customer loyalty, the Company seeks to establish relationships with suppliers that are committed to supporting long-term development of products, and who strive to maintain the highest standards of corporate social responsibility. As such, the Company has implemented several quality control measures and has dedicated quality control management teams in Norway and at the joint venture sourcing office in Shanghai.

- Highly efficient logistics setup with nationwide reach

The Company employs a network of central and overflow warehouses and storage facilities in Fredrikstad, Norway. The majority of products are ordered and processed through the central warehouse, which limits the use of costly third-party service providers for deliveries directly to stores. The Company uses truck and sea freight delivery to transport products from the central warehouse to stores throughout Norway.

With a high degree of end-to-end integration, the Company is able to systematically track the flow of goods, in-store inventory and selling patterns, which it strategically uses to optimise sourcing decisions and plan campaign and seasonal offerings.

- Expansive marketing scale with full integration

The Company utilises a national marketing campaign strategy that is standardised across the Chain and fully integrated into its store concept through in-store layouts, signage, logos, product placement and marketing. By standardising the strategy across the Chain on a nationwide basis and closely integrating the marketing message with the current season and category focus, the Company is able to take advantage of economies of scale and increase marketing effectiveness without increasing marketing costs. While the Company relies on several marketing channels such as catalogues, digital outreach, social media and product category experts, the Company's main marketing channel comprises direct mail marketing. On average, the Company distributes over five million direct mail leaflets per month, which highlight special bargains, new merchandise and campaign and seasonal promotions, with the majority of recipients within driving distance of a Europris store. These leaflets have a significant readership, and Management believes that the leaflets are effective in driving customer footfall and creating customer demand for merchandise. Accordingly, successful marketing efforts have the potential to yield high returns in terms of increased customer footfall.

- Cost efficient store operations

In order to maintain cost efficient operations, the Company seeks out attractive rental premises and standardises the store concept and marketing across the Chain. Because Europris stores serve as destination stores that can increase the general flow and number of customers in the immediate vicinity, Europris stores can be attractive tenants to landlords, which enables the Company to secure favourable lease terms and preferred locations. Additionally, when choosing new locations to lease, the Company has more options available than competitors that are limited to shopping malls or city centre locations.

Given its consistent store format, layout, merchandise and marketing across the Chain, the Company can operate most stores with limited in-store personnel without risking customer satisfaction. The Company's stores utilise an average of six FTEs.

8.3.8 Resilient business model in the face of e-commerce

Compared to other segments of the retail market, the online channel is less prevalent in the discount variety segment due to the relatively low basket size per customer transaction in discount variety retailer stores. At 31 December 2014, more than 50% of the Company's active SKUs had a price point of NOK 50 or less. In comparison, the purchase of a high number of items online would be required in order to generate a basket size sufficient to justify home shipping expenses resulting from online shopping. While the Company introduced an online click and collect offering for select merchandise in April 2015, the Company largely maintains a non-transactional online presence and uses its website to drive customer footfall and increase awareness of its low prices. If other retailers within the discount variety segment were to establish or increase their online transactional presence, Management believes that the increased price transparency and comparability across competing retailers would further reinforce the Company's position as a price leader.

8.3.9 Impressive track record of growth, high profitability and solid cash generation

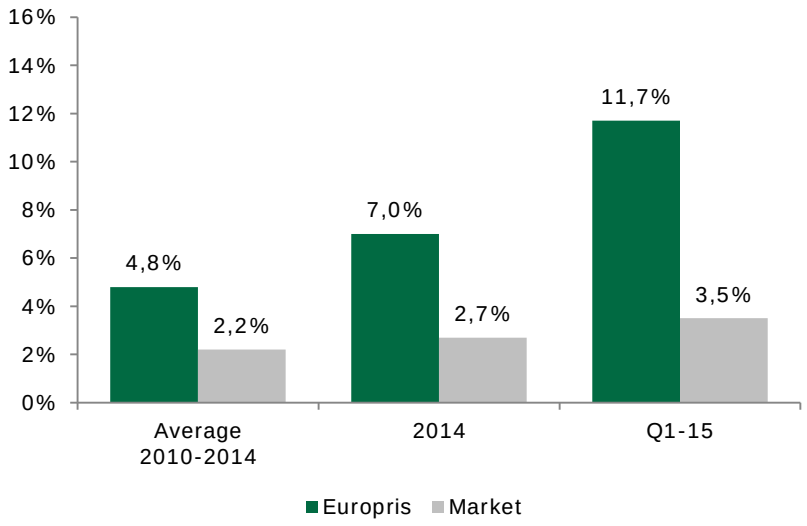
Based on its market winning retail model, the Company has demonstrated an impressive track record of profitable and resilient growth combined with strong cash generation.

- Like-for-like growth well above market

Since 2010, the Chain has achieved an average annual like-for-like growth of 4.8%, which is 2.2 times the market growth rate, based on Kvarud Analyse's yearly assessment of like-for-like growth for a broad range of shopping centres in Norway during the period. In 2014, the Chain's like-for-like growth was 7.0%, increasing to 11.7% during the first quarter of 2015 partly due to the strong Easter selling season falling in the first quarter of the year. The Chain's like-for-like growth is driven by increases in customer footfall and the average basket size of each customer transaction. The chart below shows the percentage increase in the Chain's like-for-like growth on a year-over-year basis as compared to the market growth rate based on Kvarud Analyse's[9] assessment:

Like-for-like Growth Performance

Year-on-Year like-for-like growth (%)



- Strong store rollout of profitable stores

For the period from 2012 through 2014, the Company opened an average of ten stores per year, contributing to a CAGR in Chain sales of approximately 7.5% for the same period. The Company adheres to strict financial criteria when rolling out new stores. This discipline has proven highly successful with 207 of the 212 stores opened prior to 31

[9] The average in the period 2010 – 2014 is based on Kvarud Analyse's yearly assessment of like-for-like growth in Norway for the period, while 2014 and Q1 2015 numbers are derived from Kvarud Analyse's "Kjøpesenterindeks" for December 2014 and March 2015, published 14 January 2015 and 12 April 2015 respectively.

December 2013 being profitable (stores opened in 2014 are not included in this analysis because first year operations and results are generally not reflective of a respective store's profitability over subsequent years).

- High and stable profitability

The Company's gross margin has been stable, varying only marginally from 43.0% in 2012 to 43.1% in 2014. Operating expenses have slightly increased during this same period mainly due to higher personnel costs resulting from franchise takeovers. Adjusted EBITDA increased from NOK 370 million in 2012 (reflecting the period from 1 April 2012 through 31 December 2012) to NOK 551 million in 2014.

- Solid cash generation

In combination with delivering strong profitable growth, the Company has maintained solid cash generation. The average Adjusted EBITDA cash conversion rate after maintenance and expansion capital expenditure was 86% for the period from 2010 through 2014, mainly driven by high cash generation for the existing store base with limited maintenance capital expenditure requirements and strong payback time on investment for new stores. Management uses payback time on investment to measure and analyse new store performance and the expected return on investment in reviewing potential sites for new stores. Based on EBITDA for the relevant new stores in their second year of operations, new stores opened during the period from 2010 through 2012 had an average payback time on investment of approximately 1.1 years. In addition, the Company aims for all stores to be EBITDA positive for the Company within the first full year of operations.

8.4 Strategy

The Company's strategy is to continue to strengthen its position as a leading discount variety retailer in the attractive Norwegian market,[10] delivering stable and profitable growth over the long term. The Company aims to achieve this by further leveraging its market winning retail model, strong brand and unique customer value proposition to drive like-for-like growth and continue its focused store rollout programme.

8.4.1 Category management and other initiatives supporting like-for-like growth

Management aims to drive like-for-like growth through category management, maintaining and further improving the optimal mix of own brand and branded products, expanding its marketing strategy and upgrading stores through its extensive store upgrade programme.

- Category management

The Company is focused on actively managing its product offerings and selling area to drive performance by applying proven and successful initiatives across all product categories, as well as by being a leader in pricing, product mix and innovation. The Company aims to use tools to optimise product offerings and assortment and drive like-for-like growth in certain product categories, and the Company actively monitors and rebalances its centrally managed assortment of merchandise in order to maximise appeal to customers and increase sales while phasing out underperforming merchandise. The Company has 12 product categories and has identified seven destination product article groups that are designed to drive customer footfall.

With respect to the Company's tools to optimise product offerings and assortment, the Company is working to better align the Home & Kitchen product category and marketing with customer behaviour and preferences, improve merchandising and in-store operations, optimise pricing and review in-store layout and merchandise assortment. In the Clothes & Shoes product category, the Company aims to further develop destination product article groups and increase seasonal promotions within the product category. In addition, the Company aims to optimise in-store layout to prioritise high performing destination product article groups, such as Socks & Underwear. In the past, the Company has used similar category management tools to optimise its Personal Care product category, successfully growing revenue for this product category at a CAGR of 19% for the period from 2011 through 2014.

In addition, by actively managing the selling area allocated to each product category, the Company works to optimise selling area utilisation and sales densities. For example, certain destination product articles are positioned in the most prominent locations within the store with eye-catching visual merchandising. The Company also uses its targeted

[10] Source: Varde Hartmark and TNS Gallup.

marketing campaigns as an anchor for promotions, which can increase the general flow of customers to and from stores and drive customer footfall.

- Optimal mix of own brand and branded products

In addition to centrally managing the assortment of merchandise, the Company actively manages its own brand and branded product mix to ensure that it has a balanced offering that maximises appeal to customers. In achieving the appropriate product mix of own brand and branded products, the Company is able to appeal to customer preferences for branded products that are important to the customers while also offering and promoting similar or related own brand products. The Company's ability to offer branded products at competitive prices can drive customer footfall, while the Company's own brand products offer customers quality merchandise at lower prices than comparable branded goods. Similarly, where customers prefer branded products for specific items, the Company focuses on cross-selling and introducing complementary own brand products. In addition, the Company seeks to establish independent identities for its own brand products and build customer loyalty.

The Company also plans to continue to introduce leading brands to the Norwegian market that are already established in international markets. As the sole Norwegian provider of certain international leading brands, the Company drives customer footfall by offering premium quality items at value prices and can enhance sales. For example, the Company recently successfully introduced paint brushes made by Harris, a UK-based manufacturer of high-quality decorating products that was previously largely unknown in Norway, as an alternative to more established brands in Norway.

- Expanded marketing strategy

The Company will continue to focus on expanding its existing marketing campaigns to increase the frequency of its communications and the relevancy of its content to customers. While the Company intends to further develop its direct marketing campaign as its primary marketing channel, it also aims to increase focus on targeted follow-up marketing and advertisements. For example, the Company will increasingly utilise nationwide online and offline channels, such as radio advertisements, to support the direct marketing leaflets. These supporting marketing channels can be timed to efficiently drive customer footfall. For example, the Company can increase online and radio marketing efforts going into the weekend. In addition, the Company will increase its focus on digital market channels in order to drive customer footfall and further penetrate additional customer segments. The Company also aims to use its customer database for its digital marketing to tailor marketing based on customer profiles.

- Extensive store upgrade programme

In 2014, the Company rolled out an extensive store upgrade programme across its directly owned stores. Management estimates that approximately 80% of these directly owned stores will be upgraded by the end of 2015. The upgrades have been carried out to increase the layout and appeal of the stores, making the stores easier for customers to navigate and helping to drive increased basket size. Store upgrades can deliver significant immediate and long-term returns on investment based on significant increases in like-for-like growth. See Section 11.2.1 "Revenue development—Refurbishments and Relocations." To the extent stores are relocated, the Company also updates these relocated stores such that they reflect the most up to date layout, marketing and shopping experience offered by the Company. The Company also works with franchisees to upgrade franchise stores and generally enters into upgrade arrangements whereby the franchisee pays for capital expenditures associated with the upgrade while the Company pays for project management and personnel costs related to the upgrade. For example, the Company worked with franchisees to upgrade 10 franchise stores in 2014.

8.4.2 Focused store rollout programme

The Company has a current store portfolio of 223 stores across Norway, including nine new directly owned stores added in 2014 and three new directly owned stores added in the first quarter of 2015. The Company is strongly committed to its store rollout programme, with a proven ability to identify new and similarly profitable Europris store locations.

The Company has conducted a White Spot Analysis for the purpose of identifying the most attractive locations in Norway for its continued roll-out of stores. The project, supported by BCG, has been two-fold: (i) identifying attractive rural and town locations through assessment of demographics, competitive landscape and impact on current locations, and (ii) screening potential locations in the largest cities in Norway where the Company is currently underpenetrated. Beyond the new stores currently contemplated by the Company over the short to medium-term, approximately 20

attractive rural or town locations have been identified for potential expansion. Further, when assessing the potential for additional locations in the largest cities in Norway (including Oslo, Bergen, Trondheim and Stavanger), approximately 30 attractive new store locations have been identified for potential expansion. Adding the potential locations in smaller cities, which have been analysed in detail by Management, the Company could have significantly more than 300 store locations in Norway, which supports the Company's assessment of its longer term growth potential.

Given the proven track record of the Company's value proposition and profitable store base across Norway, Management believes significant opportunities exist to open new stores. Management also believes that the Company can sustain multiple stores in individual catchment areas with little to no impact on its existing stores. Additionally, going forward the Company plans to continue to relocate or expand a number of its existing stores on an annual basis, based on Management's review and analysis of the financial criteria and future changes in customer traffic patterns, infrastructure and construction developments and general shopping habits.

8.5 Merchandise and marketing

8.5.1 Product categories and assortment

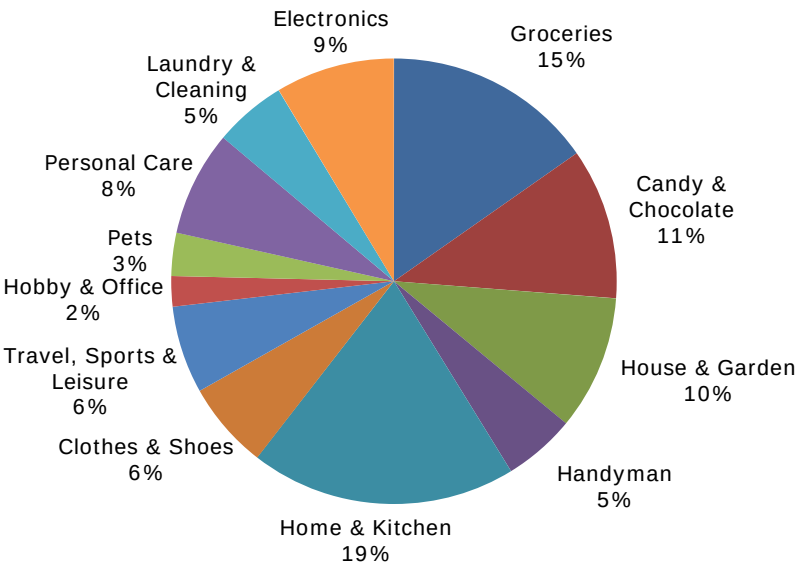
The Company offers a broad assortment of quality merchandise (approximately 9,000 active SKUs for an average store) at low prices, providing customers the opportunity to address many of their basic shopping needs with a single trip to a Europris store. Across the network of stores, each Europris store provides a similarly broad and centrally managed assortment of merchandise.

The Company sells quality brands from leading manufacturers, such as Freia, Black & Decker and L'Oreal. In addition, the Company offers its own brand selections to customers, including Effekt, Vie and Trysil Sokken, which provide options to purchase entry point items and brand equivalent merchandise at discount prices and drive customer footfall with continuous customer demand for successful own brand products. The Company manages the in-store mix and assortment of branded and own brand products in order to drive sales. See Section 8.4.1 "Optimal mix of own brand and branded products." For the twelve months ended 28 February 2015, own brand products comprised 25% of the Chain's sales in SKUs that were active on 28 February 2015.

8.5.1.1 Product categories

The Company separates its merchandise into 12 broad product categories that cover the six market segments in which the Company operates.

Product Category by Percentage of Chain Sales in 2014



Note: The above percentages total approximately 99%. For the year ended 31 December 2014, approximately 1% of the Chain's sales related to unallocated SKUs and services.

With the Company's centrally managed assortment of merchandise, each Europris store offers a wide assortment of merchandise across these 12 product categories. Larger stores offer an even broader selection of merchandise within each product category. The Company's 12 product categories include:

- *Home & Kitchen*: Household items such as vases, candles, paper materials and towels and kitchen accessories such as utensils, tools and tableware. The Home & Kitchen product category comprised approximately 19% of the Chain's sales for the year ended 31 December 2014.
- *Groceries*: Packaged foods and beverage items. The Groceries product category comprised approximately 15% of the Chain's sales for the year ended 31 December 2014.
- *Candy & Chocolate*: Selections of candy by the pound, chocolate and other candy. The Candy & Chocolate product category comprised approximately 11% of the Chain's sales for the year ended 31 December 2014.
- *House & Garden*: Do-it-yourself interior and exterior design merchandise, furniture, grills and gardening store merchandise, such as lawnmowers, soil, seeds and gardening tools. The Home & Garden product category comprised approximately 10% of the Chain's sales for the year ended 31 December 2014.
- *Electronics*: Electrical supplies, lighting and audio/video accessories. The Electronics product category comprised approximately 9% of the Chain's sales for the year ended 31 December 2014.
- *Personal Care*: Hair, skin and oral hygiene merchandise. The Personal Care product category comprised approximately 8% of the Chain's sales for the year ended 31 December 2014.
- *Clothes & Shoes*: Apparel, accessories and shoes. The Clothes & Shoes product category comprised approximately 6% of the Chain's sales for the year ended 31 December 2014.
- *Travel, Leisure & Sport*: Suitcases, boat merchandise and accessories, sporting and outdoor merchandise and accessories. The Travel, Leisure & Sport product category comprised approximately 6% of the Chain's sales for the year ended 31 December 2014.
- *Handyman*: Tools, technical and chemical items, do-it-yourself accessories and other hardware store merchandise. The Handyman product category comprised approximately 5% of the Chain's sales for the year ended 31 December 2014.
- *Laundry & Cleaning*: Detergents, washing liquids, cloths, cleaning supplies and accessories. The Laundry & Cleaning product category comprised approximately 5% of the Chain's sales for the year ended 31 December 2014.
- *Pets*: Pet food, snacks, toys and accessories. The Pets product category comprised approximately 3% of the Chain's sales for the year ended 31 December 2014.
- *Hobby & Office*: Office supplies, arts and crafts accessories and stationary. The Hobby & Office product category comprised approximately 2% of the Chain's sales for the year ended 31 December 2014.

8.5.1.2 Destination product article groups

The Company has identified seven destination product article groups that are comprised of low cost items with high turnover and efficient selling area utilisation, which the Company actively manages in order drive customer footfall: Personal Care, Laundry & Cleaning, Candy & Chocolate, Pet food & Accessories, Home Storage, Socks & Underwear and Candles & Napkins. See Section 8.4.1 "Category management and other initiatives supporting like-for-like growth." For the year ended 31 December 2014, merchandise from these seven destination product article groups, together with seasonal merchandise, comprised more than 40% of Chain sales.

8.5.1.3 Inventory types

The Company divides its merchandise into three inventory types: base products, campaign products, and seasonal products. Base products are classified as staple merchandise with consistent customer demand throughout the year, such as core groceries and other consumables, and generally comprise the majority of the Company's overall product inventory. Campaign products are classified as merchandise that the Company strategically orders and stores in high volumes in advance of strategic sales campaigns and promotions, and generally comprise a lower percentage of the Company's overall product inventory. Seasonal products are classified as merchandise with periods of concentrated customer demand focused primarily around distinct seasonal and cyclical peak periods (e.g., Christmas and Easter products and accessories). Such products generally comprise the lowest percentage of the Company's overall product inventory.

8.5.2 Marketing

The Company utilises a national marketing campaign strategy whereby one message, offer or special discount applies consistently across the Chain. Management believes that its national marketing strategy and campaigns facilitate widespread brand awareness and have helped the Company achieve national recognition as one of Norway's leading discount variety retailers.[11] See Section 8.3.4 "Nationwide presence and deep brand recognition."

The Company utilises various timed and targeted marketing strategies, including direct mail leaflets, dedicated and seasonal catalogues, quality guarantees, extra discounts and digital outreach methods. The Company constantly updates and improves its marketing materials, and primarily markets through widely distributed direct mail leaflets that are mailed on a weekly basis and which are tailored to drive customer footfall by attracting customers with special bargains, new merchandise and campaign or seasonal offers. The Company distributes an average of over five million direct mail leaflets per month, and Management believes that the leaflets are effective in driving customer footfall and creating customer demand for merchandise. In addition, the Company has recently expanded its marketing strategy to include certain product category experts to market selected product categories, which serve to draw attention to the Company's broad assortment of merchandise within specific product categories, further increase credibility within these product categories and drive customer footfall. For example, Andrea Huseby, two time Norwegian champion in agility for dogs, is a product category expert for the Company's Pets product category. Furthermore, the Company has created packaging guidelines that are designed to promote high-visibility and efficient selling area utilisation.

The Company's digital marketing efforts include the Europris website and other online and social media marketing outlets, a mobile app, radio advertisements and television advertisements, which the Company expects to focus on and utilise more over the mid- to long-term. The Company uses its website (www.europris.no) primarily as a shop window to drive awareness of its competitive prices. The website is used to enhance the Company's marketing reach, improve customer satisfaction and drive customer footfall. For example, the website displays the Company's prices for a variety of merchandise and thus gives customers the ability to research and compare the Company's prices to competitor prices. The website also enables customers to check merchandise availability at specific stores. In addition, in April 2015 the Company launched a click and collect offering for a limited selection of merchandise and stores. The Company's click and collect offering enables customers to choose and reserve larger items online, such as garden furniture, which are then collected and paid for at the respective customer's local store. The Company is also planning to strategically test the online channel for B2B customers, whereby municipalities, schools, care institutions and small to medium-sized businesses can order high volumes of merchandise from Europris' online B2B web portal and have such merchandise delivered directly to their respective companies and businesses.

The Company generally engages in year-round marketing efforts that focus on merchandise assortment and price leadership versus competing discount retailers. The Company also markets specific merchandise, bargains or discounts and new store openings, and tailors its marketing messages and content to reflect campaign and seasonal periods. As seasonal products are a key focus for the Company, the Company has developed a marketing strategy that emphasises seasonal products around the traditional peak periods of customer demand (e.g. Christmas). See Section 8.3.7 "Fully integrated, low cost operating model."

With respect to the pricing of merchandise, the Company aims to offer quality merchandise to customers at lower prices than its competitors. The Company utilises a segmented pricing strategy whereby the Company systematically compares its prices with those of its competitors and benchmarks the prices of certain merchandise in order to beat or match competitor prices or increase margins and enhance the Company's profits. The Company also adjusts prices for factors impacting the cost of sourcing products, such as currency fluctuations. This pricing strategy is designed to drive or maintain the Company's price perception and enhance its reputation as a price leader in Norway.

As a result of the Company's focused nationwide marketing strategy, each store benefits from the same widespread, consistent and branded promotional and marketing efforts, which helps to facilitate cost effective marketing for the Company. The nationwide marketing strategy also ensures that a consistent and controlled marketing message is conveyed to customers across Norway, which can increase the effectiveness of the marketing and help to reduce risks associated with maintaining the Company's brand and reputation. Management believes that the nationwide marketing strategy and various marketing outlets are cost efficient and effective in driving sales and serve to increase customer footfall while reinforcing customers' perception of Europris as a leading discount variety retailer in Norway.[12]

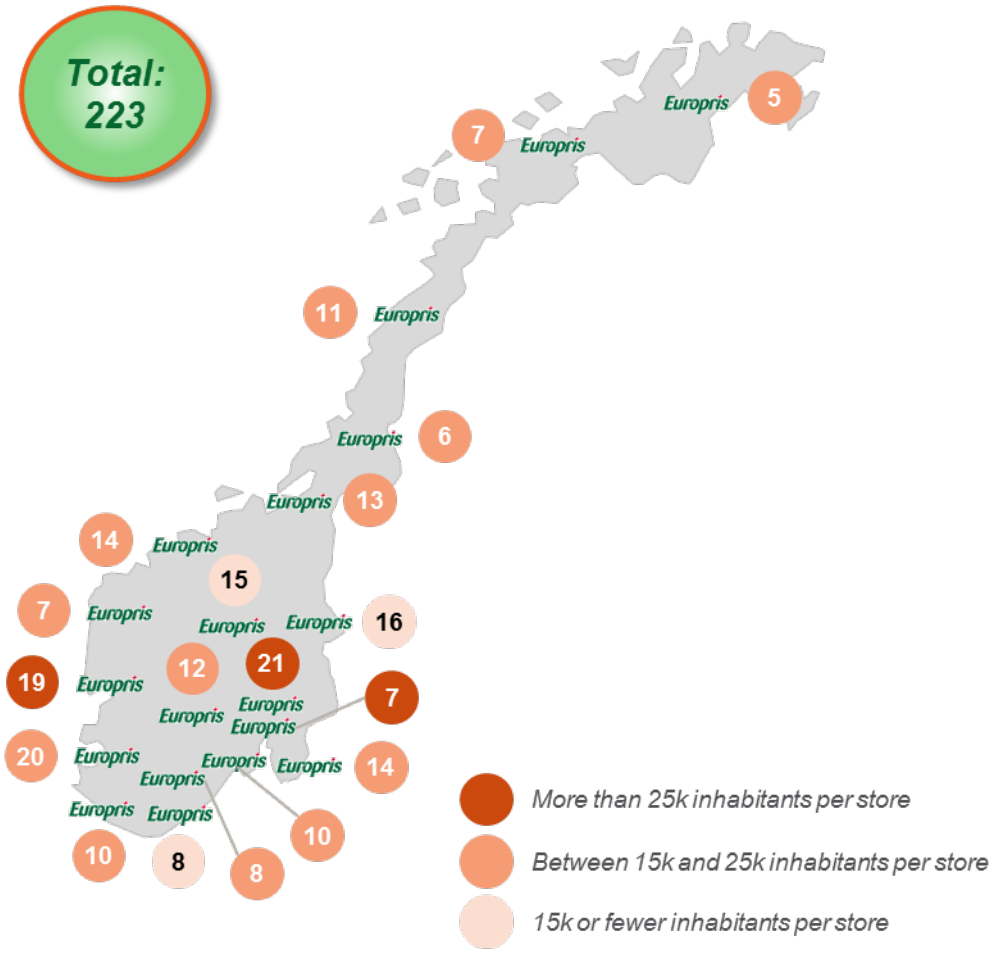
[11] Source: Varde Hartmark and TNS Gallup.
[12] Source: Varde Hartmark and TNS Gallup.

8.6 Stores and store development

8.6.1 Introduction

The Chain consists of a network of 223 stores throughout Norway, 159 of which are directly owned by the Company and 64 of which operate as franchise stores. Directly owned stores and franchise stores are managed similarly, and both operate using a consistent store concept in accordance with national campaigns and marketing strategies. The stores are based on the concept of a destination store whereby customers travel to the stores in order to purchase a variety of merchandise at discount prices. As a destination store, the Company aims to offer an assortment of merchandise that provides customers the opportunity to address many of their basic shopping needs with a single trip to their local store. Most stores are located in lower rent locations in close proximity to densely populated catchment areas and with convenient access to transportation, but the Company has also successfully opened smaller stores in urban environments. Generally, populated and accessible catchment areas help to increase the general flow of customers to and from stores and drive customer footfall. For the year ended 31 December 2014, the Chain processed over 26 million customer transactions across Norway.

The map below shows the network of Chain stores as of the date of this Prospectus.



Source: Company data as of 18 May 2015, including 64 franchise stores.

8.6.2 Store concept and operations

Europris stores are designed to facilitate a consistent, easy and efficient shopping experience. The Company centrally manages the assortment of merchandise available across the Chain and facilitates organised rotation of merchandise, particularly with respect to campaign and seasonal products, which results in the offering of a consistent and broad assortment of merchandise from each product category in both directly owned and franchise stores. The Company also operates nine Europris Pluss stores, which offer a broader selection of merchandise within each of the Company's product categories.

The stores follow a defined layout and feature a "store-in-store" concept with signage and designated areas for merchandise from the Company's various product categories. Stores dedicate an average of approximately 200 m^2 of selling area to campaign and seasonal merchandise, and can be reorganised during campaign and seasonal periods to increase product visibility. Management believes that the Company is unique across the majority of Norwegian retailers in the extent to which its stores offer such large dedicated campaign and seasonal spaces. See Section 8.3.6 "Norway's largest seasonal store." In addition, in-store signage, logos, product placement and marketing are consistent across the Chain and match the Company's marketing materials, which, together with the centrally managed assortment of merchandise, can enhance customer experience and recognition, and promote the effectiveness and reach of campaigns and marketing strategies.

The average selling area of Europris stores ranges from less than 800 m^2 to over 2,500 m^2, with an average selling area of approximately 1,125 m^2. The Company operates nine Europris Pluss stores, which provide larger selling areas than the average Europris store. The average Europris store has approximately 9,000 active SKUs while the smallest stores have approximately 300 fewer active SKUs and the largest stores have approximately 300 more active SKUs. Large stores have a greater capacity to present and stock high volumes of merchandise from a variety of product categories, and thus can operate on a larger scale and generate more sales than smaller stores. As customers generally travel to stores seeking a broad range of merchandise, each store's ability to present and stock such merchandise is essential to meeting customer needs, and while Management believes that the Europris concept can thrive across rural and urban environments and store sizes, it also believes that large stores can offer more value for scale than smaller stores.

To maintain and improve margins, the Company typically seeks to open large stores in low rent locations that are easily accessible by potential customers and provide adequate parking. Smaller stores can be more appropriate depending upon the market and location environment, and the Company generally utilises smaller stores and store footprints when opening stores in more urban environments. As of 31 December 2014, approximately 73% of stores were located in rural locations or in and around towns, and approximately 27% of stores were located in urban environments.

Directly owned stores and franchise stores are managed similarly, and employ a store manager who organises the in-store product placement and marketing in accordance with the Company's national campaigns and marketing strategies. In addition to supervising day-to-day operations, each store manager manages the hiring and staffing of their respective store, and serves as the primary point of contact for communications with, and orders for merchandise from, the Company's headquarters and warehouses. Store managers operate in similar capacities with similar obligations and roles in both directly owned stores and franchise stores. The Company's stores utilise an average of six FTEs.

8.6.3 Store expansion opportunities and site selection

Since it was founded, the Company has consistently expanded the number of stores in the Chain, and has historically added an average of approximately 10 new stores to the Chain per year. Management plans to continue to open new stores in the future at an average rate of approximately eight net new stores per year, with a long-term target of 270 or more stores in Norway by the end of 2020. As of 31 March 2015, the Company had opened three new stores and had internally approved the opening of 13 additional stores, subject in some cases to further regulatory approvals by local authorities.

The Company continuously monitors and analyses its expansion potential beyond the existing store base and current Chain locations. For example, in addition to its internal review of potential locations, the Company has obtained a White Spot Analysis that identifies potential attractive locations and analyses city and urban environments in which the Company is currently underpenetrated. See Section 8.4.2 "Focused store rollout programme."

The Company analyses the performance of its stores on the basis of a number of performance metrics, including contribution to Company EBITDA, like-for-like growth, internal rate of return on investment and payback time on investment. The Company has established internal benchmarks for each performance metric, and utilises these metrics and performance comparisons as a means of determining the success and direction of its expansion strategy. In selecting sites for new stores, the Company adheres strictly to these performance metrics and evaluates the business case for each new site with a focus on profitability and payback time on investment (on both capital expenditures and initial inventory).

Generally, the analysis or discovery of new and/or unpenetrated catchment areas drives the Company's evaluation of potential sites for new store openings. The Company also estimates the potential adverse impact on nearby existing Europris stores (or areas that are currently served by existing Europris stores), and the potential impact of such competition on existing stores is included in the overall analysis in evaluating and ranking the attractiveness of new store locations.

The Company also uses these metrics to evaluate relocation and expansion opportunities for existing stores with lower performance metrics, and will close underperforming stores only after completing an analysis of the potential solutions and opportunities to improve store performance. For example, the Company has previously expanded the size and selling area of certain stores in order to increase sales and improve performance metrics at stores with attractive catchment areas and customer footfall. The Company will relocate stores within the same catchment area in order to track or adjust to shifting consumer traffic patterns and shopping flows, or to larger facilities with locations that permit parking and have larger selling areas and storage capacities. For example, if traffic patterns within a catchment area change due to the construction of a new roadway, the Company will evaluate relocating the store that serves that particular catchment area in order to drive or maintain customer footfall and store visibility. Similarly, if a new shopping centre is opened within a catchment area, the Company will evaluate relocating the store that serves that particular catchment area in order to track customer flows and accommodate customer preferences for shopping centres. The Company has had success in relocating and expanding existing stores and has experienced significant increases in customer footfall and demand, and improvements in performance metrics, resulting from strategic relocations and expansions.

For the year ended 31 December 2014, the Company opened nine new stores, upgraded or relocated 51 stores and closed two stores.

8.6.4 Modernisation and store development

The Company seeks to improve its brand and in-store operations, particularly with respect to the in-store placement and marketing of merchandise to drive like-for-like growth.

In 2014, the Company rolled out an extensive store upgrade programme for Europris stores, which seeks to refurbish and significantly upgrade the Company's directly owned stores. As part of this programme, the Company has invested in full store upgrades, including significant changes to store exteriors, layouts, lighting, selling area, marketing, and signage, in a number of its stores and expects that approximately 80% of its directly owned stores will be upgraded by the end of 2015. See Section 8.4.1 "Category management and other initiatives supporting like-for-like growth."

8.6.5 Franchise stores

Franchise stores are managed and operate similarly to the Company's directly owned stores and form an integral part of the Company's business model. The Company receives franchise fees from franchise stores and sells products to franchise stores on a wholesale basis. Franchise contracts generally have a duration of five years, after which the Company and the franchisee may negotiate to enter into a new franchise contract. During the contracted franchise period, the Company manages the accounting of the franchisee and tracks the performance of the franchise store. In the event that a franchise store is underperforming or does not meet certain financial undertakings set out in the franchise contract, steps can be taken to remedy underperformance and the Company may analyse the takeover value of the franchise store. While the Company's business model includes franchise stores, the Company also takes over franchise stores in a variety of instances, such as at the request or retirement of a franchisee, in circumstances where a franchisee develops health issues or when a franchisee is unwilling to make necessary upgrades or relocations. The Company has taken over more than 40 franchise stores during the period from 1 January 2010 through 31 March 2015. As a result of the Company's standard franchise contract and lease restrictions imposed upon franchise stores, see Section 8.10 "Properties and assets," Management believes that the Company has adequate oversight of the franchise stores in the Chain with controlled risk exposure.

8.7 Sourcing and logistics

8.7.1 Introduction

In order to manage costs and maintain margins, Europris has developed an integrated sourcing and logistics model whereby the Company efficiently procures, stores, manages and distributes products in executing its business model. Together, sourcing and logistics are essential to the efficiency and success of the Company's business and are central to the Company's strategy of offering price-conscious customers a variety of quality merchandise at low prices. The Company sources large volumes of goods from a diverse group of product suppliers in low cost countries and manages

the storage and delivery of these goods to the market via the Chain. The Company has an experienced procurement team and an efficient product transport infrastructure and distribution network, which enable the Company to maintain tight control of its inventory and facilitate timely delivery of products to its stores.

8.7.2 Sourcing and quality control

8.7.2.1 Sourcing

The Company sources its merchandise from a diverse group of product suppliers. As of 31 December 2014, the Company had over 450 suppliers across a broad geographic range with no single supplier accounting for more than 5% of the cost of goods sold in 2014. For the year ended 31 December 2014, the Company's top 20 suppliers accounted for approximately 39% of the cost of goods sold in 2014 and the top five suppliers accounted for approximately 14% of the cost of goods sold in 2014. The Company actively works to bypass agents and intermediaries by sourcing directly suppliers and to reduce its dependence on key suppliers. The Company also works internally and with its suppliers to capitalise on economies of scale and purchasing synergies.

The Company focuses on sourcing primarily from low cost countries, and seeks to leverage its experience and relationships with suppliers and producers in such countries. The merchandise that the Company sells is sourced from four geographical regions: Asia, Europe, Norway and North America. For the year ended 31 December 2014, approximately 41% of the Company's suppliers were located in Asia, approximately 40% in Europe, approximately 17% in Norway and approximately 2% in North America. For the same period, approximately 46% of the Company's product purchases were made in NOK, approximately 37% in USD, approximately 11% in EUR and approximately 6% across a variety of currencies including the Swedish Krona, Danish Krone, Pound Sterling and Hong Kong Dollar. The Company generally sources the majority of its base products from suppliers and producers in Norway and Europe, which provide for shorter inbound shipping periods and faster delivery to the Company's warehouses. The Company generally sources the majority of its campaign and seasonal products from suppliers and producers in Asia, as such sourcing lowers costs and is possible, in part, because of the Company's ability to predict and create targeted periods of customer demand for such products. See Section 8.5.1 "Product categories and assortment." The own brand merchandise that the Company sells is generally produced by manufacturers located in low cost countries, with 70% sourced from Asia.

The Company's sourcing in Norway, North America and Europe is operated through the Company's headquarters in Fredrikstad, Norway. From its headquarters, the Company outlines its sourcing initiatives and monitors the progress and impact of the Company's broader sourcing strategy. For example, the headquarters drive the Company's low cost country sourcing initiative and work closely with suppliers in Norway, North America and Europe to promote competitive pricing and capitalise on the Company's wholesale purchasing power and economies of scale. The Company's sourcing in Asia is operated primarily through its joint venture sourcing office in Shanghai, China. In 2013, the Company entered into a 50/50 joint venture agreement with Tokmanni whereby the Company and Tokmanni created a joint venture sourcing office in Shanghai. Tokmanni is indirectly controlled by Nordic Capital (together with associated co-investment vehicles), which also controls NC Europris Holding. Management believes that this joint venture sourcing office has increased the Company's ability to negotiate competitive contracts directly with local suppliers (rather than agents or intermediaries), track local commercial and regulatory developments, and perform local product quality reviews. The joint venture sourcing office in Shanghai has resulted in savings across various product categories and has exceeded savings targets in a number of product categories. Management believes that the Company can achieve increased product quality standards and greater savings and efficiencies in sourcing from Asia via the joint venture sourcing office in Shanghai.

The Company has established strong relationships with, and Management believes that the Company has been able to negotiate competitive terms and conditions from, its suppliers and producers in Asia, Europe, Norway and North America. As is common in the wholesale distribution and retail industries, the Company typically receives a significant discount on the gross list or retail price advertised by suppliers and producers, and achieves economies of scale by buying high volumes of products directly from the source. Given the Company's large purchasing orders and book of business, the Company is able to leverage its bargaining power and increase such discounts, which is an important factor in its ability to reduce purchasing costs.

The Company typically enters into procurement and supply agreements directly with the largest suppliers of the merchandise that it offers. In addition the Company strives to remain flexible and retain its bargaining power by limiting the extent to which it enters into long term purchasing agreements. The procurement and supply agreements are generally standard purchase agreements and contain provisions regarding marketing support. The average duration of these agreements is generally one to two years with an ability to renew upon completion of the contracted

term. The Company generally does not negotiate minimum or maximum purchasing requirements. These strategies serve to reduce purchasing costs and increase the speed at which products make it to market in Europris stores.

The Company's procurement organisation in Norway consists of a team of division managers and support staff covering a range of processes and support roles, and operates across three product purchasing groups: grocery, leisure and interior and textile. Each product purchasing group has a team of product managers, purchasers and assistants. The product managers are responsible for monitoring the relevant markets, available products and future trends, and are also responsible for the day-to-day relationships and negotiations with suppliers. Purchasers are responsible for ordering products and maintaining inventory levels. The joint venture sourcing office in Shanghai also has a dedicated sourcing team. The Company currently employs a total of 42 FTEs in its procurement group in Norway, and the joint venture sourcing office in Shanghai employs 14 FTEs.

8.7.2.2 Quality control

The Company has a dedicated quality control management team and product testing lab in Norway. The quality control management team regularly tests products and carries out quality reviews and assurance testing on the merchandise that the Company procures for sale in its stores.

In addition, the joint venture sourcing office in Shanghai has a quality control team that conducts site visits and regularly carries out compliance and quality reviews and assurance testing on supplier facilities and merchandise. The joint venture sourcing office has developed evaluation criteria and a supplier and product rating and review system that includes product testing, supplier production capacity monitoring and certifications regarding working conditions and workers. In 2014, the quality control team made visits to 84 factories in order to monitor and ascertain compliance with policies and quality checklists.

8.7.3 Logistics

8.7.3.1 Warehouse and storage

The Company leases six warehouse facilities in and around Fredrikstad, Norway, which are in close proximity to Fredrikstad Harbour. These warehouses include the Company's central warehouse, a second major warehouse and several overflow and storage warehouse facilities. In addition to its warehouses, the Company has the capacity to store products and excess inventory at container ports in Norway. The central warehouse organises incoming shipments of products and allocates products to different warehouses depending on inventory type. The central warehouse also serves as the general distribution hub for the Company's products, and processes products for distribution and delivery to Europris stores across Norway.

The central warehouse is approximately 30,000 m^2 and the Company's second major warehouse is approximately 16,700 m^2. The Company's overflow and storage warehouse facilities range from approximately 2,900 m^2 to approximately 11,500 m^2. Management believes that the Company's current storage capacity (approximately 76,800 m^2) is adequate to support the Company's growth. As of 31 March 2015, the Company had a high warehouse utilisation rate of approximately 90% due in part to the Easter peak selling period during the quarter and preparations for the summer sales. The Company is examining ways to improve warehouse efficiencies and considering warehouse consolidation and/or expansion as future mid- to long-term opportunities, and in April 2015 entered into a lease agreement for an additional warehouse in Fredrikstad, Norway. See Section 8.10 "Properties and assets."

The Company allocates products to its various warehouses and storage facilities on the basis of a number of metrics, including inventory type, overall inventory levels, warehouse utilisation levels, seasonal and campaign periods, historical trends in customer demand and in-store inventory requirements. Generally, if warehouse utilisation is high and the Company is in a peak seasonal or campaign period, the Company stores products with high turnover rates in more expensive container port facilities, and stores products with longer average inventory periods in the more cost-efficient central and major warehouse facilities.

8.7.3.2 Inventory management

The Company has a centralised inventory management system that monitors and tracks store and warehouse inventory levels to promote high inventory turnover and optimal in-store inventory levels. This inventory management system operates on the basis of orders and requests for merchandise from stores, which order merchandise in accordance with centrally managed parameters and initiatives by the Company.

The Company uses inventory reports generated by the inventory management system in a variety of ways, including to determine the timing and product ranges for targeted sales strategies. For example, if inventory levels of a specific product remain high, or the product is entering a period or season of historically low demand, the Company can launch targeted sales strategies in order to generate demand and reduce product inventory levels. Similarly, if the inventory reports indicate that a specific product has low sales, the Company can scale back or phase out its procurement of such products.

The Company is in the process of updating its inventory management system in order to automatically deliver products in quantities tailored to each store's inventory needs and customer demands. Under this new system, an order for additional product supplies will be automatically generated for a respective store based on forecasts regarding the respective store's operations. This forecasting model will take into account the historical performance of products and product categories at the respective store and can be customised for various store-specific factors, such as the store's size and storage capacity. Management believes that the new automated inventory management system has the potential to increase inventory turnover levels, mainly by improving in-store inventory performance.

8.7.4 Distribution

The Company's distribution network is comprised of two distribution channels. The majority of products sourced and procured by the Company are imported and delivered to the Company's central warehouse for processing, distribution and delivery to Europris stores. A minority of the Company's products are delivered directly to Europris stores via third-party transport providers. The majority of products are ordered and processed through the central warehouse and a minority of products are delivered directly to Europris stores. The majority of the Company's products that are delivered directly to Europris stores are high volume products, such as consumable base products or just-in-time seasonal items, which are delivered during peak seasonal or campaign periods. The extent to which the Company internally manages and processes distributions from its central warehouse helps to facilitate lower operating costs and optimise the flow of goods through the full supply chain.

Given the geography of Norway and the proximity of the Company's warehouses to Fredrikstad Harbour, the Company's distribution network utilises truck and sea freight delivery to Europris stores. The Company outsources the distribution and delivery of products from warehouses to Europris stores to third-party service providers, including Nor Lines AS, that operate networks of trucks and vessels. Similarly, with respect to direct deliveries from suppliers to stores, the Company utilises various third-party service providers and transporters. For the year ended 31 December 2014, approximately 30% of distributions were delivered by sea freight to Europris stores located along Norway's coast, and approximately 70% of distributions were delivered to Europris stores by truck.

The Company's products are selectively moved from storage into the distribution network on the basis of feedback and orders from the Company's inventory management system. The central warehouse is fully integrated with the Company's information management systems and is equipped with modern automation and "pick-by-voice" technology. See Section 8.8 "Management systems and information technology." These systems work in synchronisation with the Company's inventory management system to monitor inventory levels and storage capacity, notify when new product orders are needed and fill managers' orders to replenish in-store merchandise. In addition, the Company has created packaging guidelines that are designed to promote efficient inventory management, storage and transport of products across the supply chain as well as high-visibility and organised in-store product placement.

8.8 Management systems and information technology

The Company utilizes a combination of third-party information technology and systems solutions across its business functions, and has deployed advanced information technology (IT) in most of its operations. Europris operates a number of different IT systems that are grouped around a customised and modern ordering and stock management system, called Bestillingsweb. Management believes that the Company's IT systems are sufficiently scalable to be deployed as the Company's business grows over the medium- to long-term.

Consafe Logistics AB provides the Company with the Astro warehouse management system, which the Company uses to manage certain warehouse and distribution functions in each of its warehouse and storage facilities. Consafe Logistics AB is responsible for the maintenance and support of the Astro warehouse management system pursuant to a framework agreement, which is automatically renewed annually unless terminated by either party three months prior to the then applicable expiration date. The Company also uses "pick-by-voice" technology, which is provided by Vocollect and is fully integrated into the Astro warehouse management system. These systems operate to improve the Company's inventory management and merchandise receipt, organisation and delivery.

The Company is in the process of implementing a new product ordering system, called Relex, which operates to identify patterns and generate repurchase recommendations by item by store, and to efficiently order products in synchronisation with the Company's warehouse management system and operating and management systems.

The Company uses a number of other third-party programs and systems for a variety of purposes, including for its financial, accounting and Aditro payroll systems and its point-of-sale cash register systems. The point-of-sale systems are integrated into the centralised inventory management system, which helps to monitor store inventory levels, identify product shortages and track consumer preferences. The Company is rolling out its new point-of-sale cash register system to certain key stores with the aim to increase the speed and ease of the checkout process. Management believes that the system will have a positive impact on business and will continue to roll out the new system to additional stores.

8.9 Employees

As of 31 March 2015, the Company employed 2,004 full-time and part-time employees, including warehouse, sourcing, and sales personnel, as well as store managers and distribution and corporate personnel, excluding franchises. The vast majority of the Company's employees are employed and work in Europris stores in Norway, with 1,682 employees employed in Europris stores as of 31 March 2015, excluding franchises. The Company's staffing needs fluctuate during the year as a result of the seasonality of the Company's business and general consumer demand, and the Company hires additional employees on a seasonal and part-time basis during peak periods, the majority of whom are sales personnel employed in Europris stores. As of 31 December 2014, the joint venture sourcing office in Shanghai had 14 FTEs.

The following table sets forth the number of employees, full-time and part-time, by function for the periods indicated.

Function	As of 31 March 2015	As of 31 December 2014
Corporate (headquarters in Fredrikstad)	167	158
Store/Sales [1]	1,682	1,597
Warehouse (warehouse in Fredrikstad)	155	140
Total	**2,004**	**1,895**

1) Please refer to Section 8.6.1 for map of stores

For the year ended 31 December 2014, the Company's employee turnover was approximately 20%, with the majority of the Company's employee turnover resulting from fluctuations in the number of store associates hired on a part-time and seasonal basis and the hiring of school students during summer and winters holiday periods. Management believes that the Company has a strong recruitment pipeline, and the Company has not recently experienced, nor does Management reasonably foresee, an inability to find and employ the people necessary to operate or run the business.

Union membership amongst the Company's employees varies by employee type. The Company is bound by several collective bargaining agreements. The Company considers its relationships with its employees and their labour unions to be good, and the Company has not experienced or been subject to any material work stoppage, slowdown or collective employee action. In addition to salary and other benefits in kind, including bonus agreements for store managers, the Company provides a contractual early retirement scheme and defined contribution pension plans for its employees.

8.10 Properties and assets

The Company operates out of leased properties, including its stores, offices and warehouses, and divides assets across its operating subsidiaries entering into lease agreements depending upon their field of activity within the group. See Section 15.2 "Legal structure" for additional information regarding the operations, functions and general division of assets across subsidiaries.

The Company controls all of the lease agreements entered into by its 159 directly owned stores. All stores are leased from third parties under lease agreements with lease terms ranging from one to 13 years. The majority of the lease agreements contain renewal options beyond the initially contracted period, and the Company has historically been able to renew its lease agreements on favourable terms, irrespective of whether the renewed lease agreement contained a renewal option. The average remaining term to maturity for the Company's lease agreements is approximately 60 months, and the lease terms for 74 of the Company's stores come up for renewal from 2015 to 2017. With respect to new stores, the Company typically enters into the relevant lease agreements between six and nine months prior to the opening of the store, or further in advance of the opening in respect of new constructions.

With respect to the 64 franchise stores, the underlying lease for each respective franchise store is entered into by either the Company or the respective franchise company. In the event that a lease is entered into by a franchise company, the Company generally retains certain "step in" rights, whereby it may assume the franchise company's lease obligations and acquire the franchised stores fixtures and furniture at book cost, as well as the marketable inventory of the franchised store. These rights may become available at the end of the franchise lease or upon the occurrence of certain events, including default or termination under the respective franchise agreement. For example, such rights may become available upon the expiration of the franchise term or failure on behalf of the franchisee to operate successfully or maintain required equity levels or inventory.

Despite the lease commitments, holding stores on a leasehold basis helps the Company to remain operationally flexible, as it requires a lower level of capital expenditure and allows the Company to reduce the market and liquidity risks associated with ownership of real property. The Company's lease agreements for its stores vary in rent adjustments and other key terms, and while the majority of the lease agreements provide for fixed rental costs, some lease agreements adjust rental costs annually based on a consumer price index or contain variable rental costs that are linked to the respective store's sales.

The Company's corporate headquarters building is located in Fredrikstad, Norway, and is leased under an agreement expiring in 2019, with an option to renew for an additional 10 years. The Company leases its headquarters and joint venture sourcing offices pursuant to customary operating lease agreements.

The lease terms for the Company's warehouses vary, but are medium- to long-term in nature, with no lease scheduled to expire before 2017. The lease for the central warehouse is extendible from 2022 for up to two additional five-year terms on the same conditions as currently agreed. Two of the Company's warehouse leases are subject to termination upon three and 12 months' notice, respectively. Generally, the lease agreements for the Company's warehouses provide for fixed rental costs that are adjusted annually based on a consumer price index. Management believes that the Company's current storage capacity (approximately 76,800 m^2) is adequate to support the Company's growth. As of 31 March 2015, the Company had a high warehouse utilisation rate of approximately 90% due in part to the Easter peak selling period during the quarter and preparations for the summer sales. The Company is examining ways to improve warehouse efficiencies and considering warehouse consolidation and/or expansion as future mid- to long-term opportunities. For example, in April 2015 the Company entered into a lease agreement for an additional warehouse facility of 11,500 m^2 in Fredrikstad, Norway, which will be operative from August 2015.

The following table sets forth the key office and warehouse properties as of the date of this Prospectus:

Location	Primary Function	Lease Expiry	Approx. Size/Capacity (m^2)
Fredrikstad, Norway	Headquarter Office	2019	3,700
Fredrikstad, Norway	Central Warehouse	2022	30,000
Fredrikstad, Norway	Second Major Warehouse	2019	16,700
Fredrikstad, Norway	Warehouse (Øra)	2020	5,800
Fredrikstad, Norway	Warehouse (Karnpenveien)	2020	11,500
Fredrikstad, Norway	Warehouse (Jøtul)	2017	6,200
Sarpsborg, Norway	Warehouse (Bredmyra)	3 Months' Notice	2,900

In addition the above, the joint venture sourcing office in Shanghai is approximately 400 m^2 and is leased by the joint venture company under an agreement expiring in 2018.

There are no major encumbrances on the Company's leases of properties. See Section 11.6 "Contractual cash obligations and other commitments" for details on the Company's future commitments under the lease payments.

The Company's main fixed assets are fixtures and fittings in stores. As of 31 March 2015 and 31 December 2014, fixtures and fittings had a book value of NOK 210 million and NOK 186 million, respectively. The fixtures and fittings are spread across the network of stores, warehouses and headquarters. See Section 8.6 "Stores and store development." Europris Butikkdrift AS, a subsidiary entity, owns all of the directly owned stores and the related fixtures and fittings. As of 31 December 2014, Europris Butikkdrift AS had fixed assets of NOK 140 million, representing approximately 77% of total fixed assets of the Company. Europris AS, a subsidiary entity, accounts for the Company's headquarters and warehouses. As of 31 December 2014, Europris AS had fixed assets of NOK 43 million, representing approximately 23% of total fixed assets of the Company. See Section 15.2 "Legal structure." There are no major encumbrances on the company's fixed assets. The Company had operating lease expenses of NOK 308 million, NOK 265 million and NOK 194 million in 2014, 2013 and 2012 respectively. Operating lease commitments

as of 31 December 2014 were, within one year NOK 245 million, within one to five years NOK 942 million and after five years NOK 271 million.

8.11 Competition

The Company operates in the retail market and the discount variety segment, which are competitive with respect to price, store location, merchandise quality, assortment and presentation, in-stock consistency and customer service. The Company has a distinct market position as a multi-category retailer, which allows it to compete across the six market segments of the Norwegian retail market: Packaged Food, Home & Garden, Clothing & Shoes, Leisure & Office, Health & Beauty and Electronics & Appliances. As a discount variety retailer, the Company competes across these six market segments with discount stores and many other types of retailers, including specialist, department, supermarket and hypermarket stores and, to a lesser extent, online retailers. The Company differentiates itself within the Norwegian retail market by offering an extensive assortment of merchandise at low prices, and Management believes that that the Company is unique and unmatched in Norway in the extent to which it offers a diverse assortment of merchandise across a broader range of market segments than other retailers. Accordingly, while there are several retailers that compete with the Company across a portion of the six market segments in which the Company operates, Management believes that there is no direct competitor to the Company in terms of its scale and the assortment of merchandise offered to customers.

Market Segment	Key Competitors
Packaged Food	Coop Norge, NorgesGruppen, Rema 1000, KIWI mini pris, ICA and Bunnpris
Home & Garden	Jula, Clas Ohlson, Rusta, Maxbo, Monter, Byggmakker, Ikea and Plantasjen
Clothing & Shoes	Coop Norge, H&M and DinSko
Leisure & Office	Norges Gruppen, Rusta, XXL, Biltema and nille
Health & Beauty	Coop Norge, Norges Gruppen, Rema 1000, nille, Boots and Spar Kjøp
Electronics & Appliances	Biltema, Jula, Clas Ohlson, Rusta, Elkjop and Optimera

In examining the Company's competitors by retailer type, the Company competes primarily with other discount variety retailers in Norway, including Nille, Clas Ohlson, Jula, Rusta and Biltema. The discount variety retail business model has become increasingly prevalent in Norway, with a number of discount variety retailers addressing different market segments. Although the Company competes with these discount variety retailers, the Company offers a wider variety of merchandise from more market segments than any competing discount variety retailer and Management believes that there is no direct competitor with a high degree of assortment overlap and scale. For example, Rusta, which Management estimates to have the highest degree of assortment overlap (approximately 60% assortment overlap) of the Company's competitors, offers merchandise from a variety of market segments, including Home & Garden, Leisure & Office and Electronics & Appliances. However, Rusta generally does not address other market segments, such as Packaged Food or Clothing & Shoes, and has considerably fewer stores in Norway than the Company does (only seven stores in Norway since October 2014).

The Company also competes with various specialty retail chains that specialise in offering merchandise from one or two of the market segments in which the Company operates. These speciality retailers offer narrower ranges of merchandise at varying prices and are able to offer more differentiated merchandise within a particular niche product category or market segment than the Company, which can attract professional customers seeking a specialised range of merchandise within a single product category or market segment. For example, the Company competes with retailers specialising in offerings within the Leisure & Office market segment, such as XXL, which focuses on sporting apparel/goods but does not offer other merchandise within the Leisure & Office market segment (such as office supplies or arts and crafts goods). Specialty retailers present direct competition for the Company in these individual market segments, and thus the Company competes with different speciality retailers across each market segment.

Finally, the Company competes with retail stores that combine the concept of a department store with a grocery store. These retail stores, known as hypermarket retailers, can offer a large variety of merchandise, such as appliances, clothing and groceries, but generally do not offer the same assortment or depth of merchandise within each market segment, and do not offer merchandise across as broad a range of market segments as the Company. Although the Company competes with hypermarket retailers in Norway, such as Coop Obs!, the hypermarket concept is not prevalent in the Norwegian retail market.

8.12 Corporate social responsibility and environment

The Company recognizes that it has a responsibility to ensure that its business is conducted in a socially responsible manner. As a result of this responsibility, the Company has focused on the environmental impact of its business, the care and satisfaction of its employees, and the community in which it operates.

The Company is committed to taking concrete steps to benefit the environment and minimise the adverse environmental impact resulting from its business and operations. As the Company is a discount variety retailer, Management believes that the Company's impact on the environment primarily results from the Company's choice of products, product transportation and operations at its stores and warehouses. The Company is Eco-Lighthouse certified in Norway by the Eco-Lighthouse Foundation, and has implemented energy conservation and waste reduction projects that aim to reduce the energy consumption of each store and develop smaller and more efficient packaging for its products. In addition, the Company has structured its distribution network to promote efficiency in transporting and delivering products, including through the use of sea freight to deliver products directly to certain stores.

The Company is also committed to promoting corporate conduct that reflects respect and consideration for others and complies with the health, safety, and environment laws in Norway. The Company monitors the degree to which employees are present at work and promotes the health and wellbeing of its employees. In addition, the Company focuses on the training and education of its employees across all aspects of its business.

The Company supports community activities and organizations and serves as a good corporate citizen in Norway. For example, the Company is a member of the Ethical Trading Initiative and, as of 2015, has partnered with Church City Mission to provide assistance and promote social work within the alcohol care, elderly care, child welfare and mental health care fields across over 20 cities in Norway.

In addition, the Company and the joint venture sourcing office in Shanghai have teams that conduct product quality and assurance testing on merchandise. See Section 8.7.2.2 "Quality control." The joint venture sourcing office in Shanghai also monitors and enforces producer and supplier compliance accepted ethical and labour practices, and has developed evaluation criteria and a supplier and product rating and review system that includes product testing, supplier production capacity monitoring and certifications regarding working conditions and workers.

8.13 Regulation and compliance

The retail market is subject to consumer protection laws and regulations that affect the Company's organisation and day-to-day operations. Laws and regulations applicable to the Company include consumer purchase, marketing, consumer product safety, and labelling regulations, as well as e-commerce and electronic communication laws. The Company is subject to labour and employment laws, health, safety, and environment laws, and other regulations with respect to the operation of its stores and warehouse facilities. The Company monitors changes in these laws and regulations and Management believes that the Company is in material compliance with applicable laws and regulations.

8.14 Material contracts

Other than the repayment of the Shareholder Loan in 2013 as described in Section 14.2 and the concurrent increase of the Senior Facilities by NOK 500 million, and the refinancing of the Senior Facilities with the Credit Facilities as described in Section 11.5.4 "Material indebtedness", neither the Company nor any member of the Company has entered into any material contracts outside the ordinary course of business for the three years prior to the date of this Prospectus. Further, the Company has not entered into any other contract outside the ordinary course of business that contains any provision under which any member of the Company has any obligation or entitlement.

8.15 Insurance

The Company maintains insurance for its headquarters, directly owned stores, warehouses and joint venture sourcing office in Shanghai. The Company's various operating insurance policies cover employees' accidents and travel, property damage, business interruption, general and product liability, vehicles, transport and crime. The Company also maintains officers' and directors' liability insurance for the members of the Board of Directors and Management, the coverage of which Management believes to be customary for a company of a similar size and type. Generally, Management believes that the Company's insurance coverage is customary for companies operating in our industry and adequate for the risks typically associated with its operations and business activities. Management regularly reviews the adequacy of the insurance coverage; however, there can be no assurances that the Company will not incur any damages or losses that are not covered by its insurance policies, or that exceed the coverage limits of such insurance policies.

8.16 Intellectual property

The Company owns trademarks that are registered with the Norwegian Industrial Property Office and are protected under applicable intellectual property laws. The most significant intellectual property owned by the Company is the

Europris name, brand and concept, as well as its own brands, such as Effekt, Vie and Trysil Sokken. The Company also owns variations and formatives of these and other trademarks. Management believes that the Company's trademarks are valuable to its business and the Company invests in maintaining and increasing the value of its brand and concept, such as systematic marketing, as well as continuous updates and renewal of the concept (including store modernisation and refurbishment). The Company attempts to obtain registration of its trademarks whenever practicable and to pursue any infringement of those marks. The Company's trademark registrations have various expiration dates, and each registered trademark is valid for a period of 10 years. Trademark registrations can be renewed an unlimited number of times, subject to the timely payment of a registration fee to the Norwegian Industrial Property Office. Assuming the trademarks are properly renewed, they will have a perpetual duration.

The Europris brand has existed for more than 20 years. Management believes that the strength of the brand continues to increase. According to TNS Gallup, the Company achieved brand awareness of more than 90% in 2014. There are no indications of any weakening of the trademark or brand strength, and Management intends to develop and further strengthen the Europris trademark. Accordingly, the Europris trademark has an indefinite life.

8.17 Legal proceedings

From time to time, the Company is involved in litigation, arbitration, disputes and other legal proceedings arising in the normal course of business. The Company is currently involved as the defendant in a tax dispute with the Norwegian tax authorities where the disputed amount is estimated to be between NOK 5 million and 10 million. The Company is not currently party to any litigation, arbitration, dispute or other legal proceedings that could have a material adverse effect on its business, results of operations or financial condition.

8.18 Dependency on contracts, patents, licenses, etc.

It is Management's opinion that the Company's existing business or profitability is not dependent upon any specific contracts, patents or licenses.

9 CAPITALISATION AND INDEBTEDNESS

The information presented below should be read in conjunction with the other parts of this Prospectus, in particular Section 10 "Selected Financial and Other Information" and Section 11 "Operating and Financial Review," and the Audited Financial Statements and Interim Financial Statements and the notes related thereto, included in Appendix B and C, respectively, of this Prospectus. This Section provides information about the Company's unaudited consolidated capitalisation and net financial indebtedness on an actual basis as at 31 March 2015 and, in the "As adjusted 31 March 2015" column, to give effect to the following adjustments as if the transactions (i) to (vi) had happened on 31 March 2015:

(i) The repayment of the Senior Facilities with the Credit Facilities on 23 June 2015, including IFRS adjustment of amortised transaction costs, accumulated interest on the existing term loan facility, accrued interest on the existing revolving credit facility and the Working Capital Facilities to the extent applicable and transaction costs related to the refinancing of the Senior Facilities, see Section 11.5.4 "Material indebtedness."

(ii) Redemption in full of the Preference Shares, resulting in a reduction of share capital and other paid in equity.

(iii) Repayment in full of the Shareholder Loan.

(iv) Repayment in full of outstanding interest rate swaps.

(v) Receipt of proceeds from the Offering.

(vi) An increase of the Company's ordinary share capital by way of a conversion of other paid in equity and retained earnings, in order to increase the nominal value to NOK 1 per ordinary share, before the issuance of New Shares.

As a result of the transactions in (i) to (vi) above and based on an Offer Price per Offer Share of NOK 48, which is the mid-point of the Indicative Price Range, the Company's share capital will be, net after the redemption of the Preference Shares, NOK 166 million consisting of 165,788,333 Shares, each with a par value of NOK 1.[13]

Other than as set forth as above, there has been no material change to the Company's unaudited consolidated capitalisation and net financial indebtedness since 31 March 2015.

[13] The par value of the Shares as of the date of this Prospectus is NOK 0.025. The General Meeting has resolved an increase of the par value to NOK 1, which will come into force at the time of Unconditional Trading.

Capitalisation

In NOK millions	As of 31 March 2015 (unaudited)	As adjusted[4] 31 March 2015 (unaudited)
Indebtedness		
Total current debt:		
Guaranteed and secured	-	-
Guaranteed but unsecured	-	-
Secured but unguaranteed	144[1]	-
Unguaranteed and unsecured	0	3
Total non-current debt:		
Guaranteed and secured	-	-
Guaranteed but unsecured	-	-
Secured but unguaranteed	1,479[2]	13
Unguaranteed and unsecured	17[3]	1,637
Total indebtedness	**1,640**	1,653
Shareholders' equity		
Share capital	9	166
Other reserves	1,201	1,038
Total shareholders' equity	**1,210**	1,204
Total capitalisation	**2,850**	2,857

(1) Current portion of the existing term loan facility in the form of interest and instalment payable under the Senior Facilities. Under the Senior Facilities, the Company had pledged security over inventory, fixed assets and accounts receivables.

(2) Non-current portion of the existing term loan facility (NOK 1,466 million as of 31 March 2015), the Company had pledged security over inventory, fixed assets and accounts receivables. Leasing of NOK 13 million as of 31 Mach 2015 is secured by a pledge over the leased assets.

(3) The Shareholder Loan is unguaranteed and unsecured.

(4) Adjustments have been made for:

(i) Repayment of the Senior Facilities[14] (NOK 144 million as of 31 March 2015 in unguaranteed and secured current debt and NOK 1,466 million as of 31 March 2015 net of IFRS adjustment of amortised transaction costs of NOK 44 million as of 31 March 2015 in unguaranteed and secured non-current debt, accumulated interest on the existing term loan facility of NOK 34 million as of 31 March 2015 (NOK 40 million in accumulated interest as of 23 June 2015 in addition to accrued interest on the existing revolving facility and the Working Capital Facilities to the extent applicable) and NOK 13 million in transaction costs related to the refinancing of the Senior Facilities); and drawdown of the Term Facility as of 23 June 2015 totalling NOK 1,650 million, (NOK 1,637 million after inclusion of capitalised transaction costs), which is unguaranteed and unsecured non-current debt, in addition an estimated NOK 3 million is drawn down under the Revolving Facility, which is unguaranteed and unsecured debt; both of these facilities are subject to upstream guaranties provided by certain subsidiaries;

(ii) Redemption in full of the Preference Shares (NOK 783 million as of 31 March 2015 as adjusted for redemption and NOK 804 million as of 22 June 2015, which the actual redemption is based on) by way of reduction of share capital of NOK 6 million and other paid in equity for the remaining amount);

(iii) Repayment of the Shareholder Loan (NOK 17 million as of 31 March 2015 or NOK 18 million as of 22 June 2015);

(iv) Repayment in full of the outstanding interest rate swaps (valued at NOK 21 million as of 31 March 2015);

(v) Offering proceeds based on a final Offer Price per Offer Share of NOK 48, which is the mid-point of the Indicative Price Range, with associated estimated listing costs of NOK 30 million; and

(vi) An increase of the Company's ordinary share capital by way of a conversion of other paid in equity of NOK 98 million and retained earnings of NOK 46 million, in order to increase the nominal value to NOK 1 per ordinary share, before the issuance of New Shares.

[14] Of the existing NOK 2,200 million commitment under the Senior Facilities, NOK 450 million is allocated to a revolving facility. The Working Capital Facilities have been entered into as ancillary facilities under the revolving facility (and these will remain in place as ancillary facilities under the Credit Facilities). The commitment under the Working Capital Facilities is NOK 225 million, divided between an overdraft facility commitment of NOK 115 million and guarantee facility commitment of NOK 110 million (guarantees and letters of credit).

Net financial indebtedness

In NOK millions		As of 31 March 2015 *(unaudited)*	As adjusted[1] 31 March 2015 *(unaudited)*
(A)	Cash	16	0
(B)	Cash equivalents		
(C)	Trading securities		
(D)	**Liquidity (A)+(B)+(C)**	**16**	**0**
(E)	**Current financial receivables**		
(F)	Current bank debt	144	3
(G)	Current portion of non-current debt		
(H)	Other current financial debt		
(I)	**Current financial debt (F)+(G)+(H)**	**144**	**3**
(J)	**Net current financial indebtedness (I)-(E)-(D)**	**128**	**3**
(K)	Non-current bank loans	1,466	1,637
(L)	Bonds issued		
(M)	Other non-current loans	30	13
(N)	**Non-current financial indebtedness (K)+(L)+(M)**	**1,496**	**1,650**
(O)	**Net financial indebtedness (J)+(N)**	**1,624**	**1,653**

(1) Adjustments have been made for:

(i) Repayment of the Senior Facilities[15] (NOK 144 million as of 31 March 2015 in unguaranteed and secured current debt and NOK 1,466 million as of 31 March 2015 net of IFRS adjustment of amortised transaction costs of NOK 44 million as of 31 March 2015 in unguaranteed and secured non-current debt, accumulated interest on the existing term loan facility of NOK 34 million as of 31 March 2015 (NOK 40 million in accumulated interest as of 23 June 2015 in addition to accrued interest on the existing revolving facility and the Working Capital Facilities to the extent applicable) and NOK 13 million in transaction costs related to the refinancing of the Senior Facilities);
Drawdown of the new Term Facility as of 23 June 2015 totalling NOK 1,650 million, (NOK 1,637 million after inclusion of capitalised transaction costs), which is unguaranteed and unsecured non-current debt, in addition an estimated NOK 3 million is drawn down under the Revolving Facility, which is unguaranteed and unsecured debt; both of these facilities are subject to upstream guaranties provided by certain subsidiaries;

(ii) Redemption in full of the Preference Shares (NOK 783 million as of 31 March 2015 as adjusted for redemption and NOK 804 million as of 22 June 2015, which the actual redemption is based on) by way of reduction of share capital of NOK 6 million and other paid in equity for the remaining amount);

(iii) Repayment of the Shareholder Loan (NOK 17 million as of 31 March 2015 or NOK 18 million as of 22 June 2015);

(iv) Repayment in full of the outstanding interest rate swaps (valued at NOK 21 million as of 31 March 2015);

(v) Offering proceeds based on a final Offer Price per Offer Share of NOK 48, which is the mid-point of the Indicative Price Range, with associated estimated listing costs of NOK 30 million; and

(vi) An increase of the Company's ordinary share capital by way of a conversion of other paid in equity of NOK 98 million and retained earnings of NOK 46 million, in order to increase the nominal value to NOK 1 per ordinary share, before the issuance of New Shares.

Working capital statement

Europris ASA is of the opinion that the working capital available to the Company is sufficient to meet the Company's requirements for at least 12 months from the date of this Prospectus.

Contingent and indirect indebtedness

As at 31 March 2015 and as at the date of this Prospectus, the Company did not have any contingent or indirect indebtedness.

[15] Of the existing NOK 2,200 million commitment under the Senior Facilities, NOK 450 million is allocated to a revolving facility. The Working Capital Facilities have been entered into as ancillary facilities under the revolving facility (and these will remain in place as ancillary facilities under the Credit Facilities). The commitment under the Working Capital Facilities is NOK 225 million, divided between an overdraft facility commitment of NOK 115 million and guarantee facility commitment of NOK 110 million (guarantees and letters of credit).

10 SELECTED FINANCIAL AND OTHER INFORMATION

10.1 Introduction and basis for preparation

The selected financial information presented below has been derived from the Company's audited consolidated financial statements as of, and for the years ended, 31 December 2014, 2013 and 2012 (the Audited Financial Statements), the Company's unaudited interim consolidated financial statements as of, and for the three months ended, 31 March 2015 and 2014 (the Interim Financial Statements) and the Company's audited consolidated financial statements as of, and for the years ended, 31 December 2011 and 2010 (the 2011 and 2010 Audited Financial Statements).

The Audited Financial Statements, included in Appendix B to this Prospectus, have been audited by PricewaterhouseCoopers AS and prepared in accordance with IFRS, as well as Norwegian disclosure requirements pursuant to the Norwegian Accounting Act of 31 December 2014.

The Company was formed on 16 November 2011 by Nordic Capital for the purpose of acquiring the parent holding company of the Europris business at the time. The acquisition of the previous parent holding company by the Company was completed on 1 April 2012. Prior to this date, the Company did not have any material assets or liabilities or conduct any operating activities other than those related to its formation and the acquisition. As such, there are no financial statements reflecting the operations of the business as now conducted by the Company before 1 April 2012. Accordingly, the audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012. All references in this Prospectus to the Company's audited consolidated financial statements for the year ended 31 December 2012 must be read in this context. As a result, the audited consolidated financial statements for the year ended 31 December 2012 are not directly comparable to the audited consolidated financial statements for the years ended 31 December 2014 and 2013, and period to period comparisons may not be meaningful.

The Interim Financial Statements, included in Appendix C to this Prospectus, have been prepared in accordance with IAS 34. PricewaterhouseCoopers AS has issued a review report on the Interim Financial Statements, as set forth in their report on review of interim financial information included herein.

Certain financial information in this Prospectus has been extracted from the 2011 and 2010 Audited Financial Statements of the previous parent holding company, which were audited by PricewaterhouseCoopers AS. However, the 2011 and 2010 Audited Financial Statements were prepared in accordance with NGAAP. IFRS differ in certain significant respects from NGAAP and investors should seek their own advice regarding the differences between IFRS and NGAAP. As a result, the 2011 and 2010 financial information extracted from the 2011 and 2010 Audited Financial Statements is not directly comparable to the information in the Audited Financial Statements, and period to period comparisons may not be meaningful.

The selected consolidated financial information included herein should be read in connection with, and is qualified in its entirety by reference to, the Audited Financial Statements and Interim Financial Statements included in Appendix B and Appendix C, respectively, of this Prospectus and should be read together with Section 11 "Operating and Financial Review."

10.2 Summary of accounting policies and principles

For information regarding accounting policies and the use of estimates and judgements, please refer to Note 1 of the Audited Financial Statements, included in this Prospectus as Appendix B.

10.3 Consolidated income statement

In NOK million	Three months ended 31 March		Year ended 31 December		
	2015 *(unaudited)*	**2014** *(unaudited)*	**2014** *(audited)*	**2013** *(audited)*	**2012**[1] *(audited)*
Net sales	964	830	4,153	3,636	2,611
Total other income	22	24	106	121	103
Total Operating Revenue	**985**	**854**	**4,259**	**3,757**	**2,714**
Cost of goods sold	559	511	2,424	2,154	1,546
Employee benefits expenses	174	143	616	495	343
Depreciation	17	31	126	133	96
Write-downs	-	-	78	0	0
Other operating expenses	191	166	678	648	461
Total Operating Expenses	**942**	**851**	**3,922**	**3,430**	**2,447**
Operating Income	**43**	**3**	**336**	**327**	**267**
Interest income	2	1	8	2	6
Other financial income	-	-	36	8	0
Total Financial Income	**2**	**1**	**44**	**10**	**6**
Interest expense	32	35	142	178	182
Other financial expense	6	12	31	18	36
Total Financial Expense	**37**	**47**	**173**	**196**	**218**
Net Financial Income (Expense)	**(35)**	**(45)**	**(129)**	**(186)**	**(212)**
Profit before income tax	**8**	**(43)**	**206**	**141**	**55**
Income tax expense	2	(12)	57	42	24
Profit for the period	**6**	**(31)**	**149**	**99**	**31**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

10.4 Consolidated balance sheet

In NOK million	As of 31 March 2015 (unaudited)	As of 31 March 2014 (unaudited)	As of 31 December 2014 (audited)	As of 31 December 2013 (audited)	2012[1] (audited)
NONCURRENT ASSETS					
Intangible Assets					
Software	28	35	32	39	37
Trademark	388	388	388	388	401
Contractual rights	-	125	0	141	204
Goodwill	1,581	1,579	1,580	1,557	1,548
Total Intangible Assets	**1,997**	**2,128**	**2,000**	**2,125**	**2,190**
Fixed Assets					
Fixtures and fittings	210	151	186	147	143
Total Fixed Assets	**210**	**151**	**186**	**147**	**143**
Financial Assets					
Other investments	0.4	0.4	0.4	0.7	0
Other receivables	15	20	16	21	26
Total Financial Assets	**16**	**20**	**17**	**22**	**26**
Total Noncurrent Assets	**2,223**	**2,298**	**2,202**	**2,294**	**2,358**
CURRENT ASSETS					
Inventories	1,240	884	984	831	753
Trade and Other Receivables					
Trade receivables	224	213	230	200	239
Other receivables	99	54	107	66	54
Total Trade and Other Receivables	**323**	**267**	**336**	**266**	**293**
Cash and Cash Equivalents	16	67	245	293	285
Total Current Assets	**1,579**	**1,217**	**1,566**	**1,389**	**1,331**
Total Assets	**3,802**	**3,516**	**3,768**	**3,684**	**3,689**
EQUITY					
Paid-in capital					
Share capital	9	9	9	9	9
Share premium	916	916	916	916	916
Total Paid-in Capital	**926**	**926**	**926**	**926**	**926**
Retained Earnings					
Other equity	285	14	279	46	31
Total Retained Earnings	**285**	**14**	**279**	**46**	**31**
Total Shareholders' Equity	**1,211**	**940**	**1,205**	**971**	**956**
LIABILITIES					
Long-term Liabilities Provisions					
Pension liability	—	—	0.1	0.3	0.7
Deferred tax liability	72	98	73	110	125
Total provisions	**72**	**98**	**73**	**111**	**125**
Other Long-term Liabilities					

In NOK million	As of 31 March 2015 (unaudited)	As of 31 March 2014 (unaudited)	As of 31 December 2014 (audited)	As of 31 December 2013 (audited)	As of 31 December 2012[1] (audited)
Long-term debt to financial institutions	1,478	1,696	1,481	1,698	1,356
Other long-term liabilities	38	33	42	34	518
Total other Long-term Liabilities	**1,517**	**1,729**	**1,523**	**1,732**	**1,874**
Total Long-term Liabilities	**1,589**	**1,827**	**1,596**	**1,843**	**1,999**
Short-term Liabilities					
Short-term borrowings	111	119	111	119	134
Accounts payable	587	285	482	396	365
Tax payable	78	48	100	54	13
Public duties payable	24	46	113	100	87
Dividends	—	84	0	84	0
Short-term debt to parent company	0.1	0.1	0.1	0.1	0.1
Other short-term liabilities	203	167	163	116	135
Total Short-term Liabilities	**1,002**	**749**	**967**	**870**	**734**
Total Liabilities	**2,592**	**2,576**	**2,563**	**2,713**	**2,733**
Total Equity and Liabilities	**3,802**	**3,516**	**3,768**	**3,684**	**3,689**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

10.5 Consolidated statement of cash flows

In NOK million	Three months ended 31 March 2015 (unaudited)	Three months ended 31 March 2014 (unaudited)	Year ended 31 December 2014 (audited)	Year ended 31 December 2013 (audited)	Year ended 31 December 2012[1] (audited)
Cash flows from operating activities					
Profit before income tax	8	(43)	206	141	55
Adjusted for:					
- Depreciation fixed assets	5	15	47	42	30
- Depreciation intangible assets	12	16	79	91	65
- Write-down intangible assets	—	—	78	—	—
- Gain on sale of fixed assets	—	0	0	—	4
- Changes in pension liabilities	0	—	(0.3)	(0.4)	(0.4)
- Unrealised (gain) and loss on derivatives	4	(8)	(30)	(7)	0
- Net interest expense exclusive change in fair value derivatives	26	41	161	164	177
Changes in net working capital (exclusive effect of acquisitions and inclusive translation differences):					
- Inventory	(248)	(11)	(105)	(23)	47
- Accounts receivables and other short term receivables	5	(11)	(28)	40	35
- Accounts payable and other short-term debt	50	(144)	74	(16)	188
Cash generated from operations	**(137)**	**(144)**	**482**	**430**	**601**
Interest paid	(32)	(35)	(138)	(158)	(197)
Income tax paid	(23)	(7)	(48)	(13)	(15)
Net cash generated from operations	**(192)**	**(186)**	**296**	**258**	**389**
Cash flows from investing activities					
Proceeds from sale of fixed assets	—	0.3	0.3	—	—
Purchases of fixed assets	(28)	(10)	(84)	(27)	(37)

In NOK million	Three months ended 31 March		Year ended 31 December		
	2015 (unaudited)	2014 (unaudited)	2014 (audited)	2013 (audited)	2012[1] (audited)
Purchases of intangible assets	(8)	(3)	(10)	(17)	(22)
Net purchase of shares in subsidiary	0	(25)	(28)	(16)	(2,102)
Interest received	2	1	8	2	21
Net cash used in investing activities	**(34)**	**(37)**	**(114)**	**(58)**	**(2,141)**
Cash flows from financing activities					
Proceeds from borrowings	—	—	—	500	1,397
Payment of shareholder loan	—	—	—	(500)	—
Repayment of debt to financial institutions	(3)	(3)	(230)	(193)	(286)
Net capital increase	—	—	0	0	925
Net cash used in financing activities	**(3)**	**(3)**	**(230)**	**(193)**	**2,037**
Net decrease / increase in cash and cash equivalents	**(229)**	**(225)**	**(48)**	**7**	**285**
Cash and cash equivalents beginning of year (01.01)	**245**	**293**	**293**	**285**	**0.1**
Cash and cash equivalents at end of year (31.12)	**16**	**67**	**245**	**293**	**285**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

10.6 Financial information extracted from 2011 and 2010 Audited Financial Statements

The 2011 and 2010 financial information below has been extracted from the previous parent holding company's audited consolidated financial statements as of, and for the years ended, 31 December 2011 and 2010, which were audited by PricewaterhouseCoopers AS. However, the 2011 and 2010 Audited Financial Statements were prepared in accordance with NGAAP. IFRS differ in certain significant respects from NGAAP and investors should seek their own advice regarding the differences between IFRS and NGAAP. As a result, the 2011 and 2010 financial information extracted from the 2011 and 2010 Audited Financial Statements is not directly comparable to the information in the Audited Financial Statements, and period to period comparisons may not be meaningful.

In NOK million	Year ended 31 December	
	2011 (audited)	2010 (audited)
SELECTED INCOME STATEMENT		
Net sales	2,926	2,627
Total other income	126	125
Total Operating Revenue	**3,052**	**2,751**
Total Operating Expenses	**2,868**	**2,599**
Operating Income	**184**	**153**
Profit before income tax	**142**	**85**
Profit for the year	**99**	**63**

10.7 Selected other financial information

The non-IFRS financial measures presented below are not recognised measurements of financial performance or liquidity under IFRS, but are used by Management to monitor and analyse the underlying performance of the Company's business and operations. In particular, non-IFRS financial measures should not be viewed as substitutes for

profit/(loss) for the period, profit/(loss) after financial items, operating income, cash and cash equivalents at period end or other income statement or cash flow items computed in accordance with IFRS. The non-IFRS financial measures may not be comparable to similarly titled measures disclosed by other companies. See Section 4.3 “Presentation of financial and other information.”

In NOK million, except for percentages and ratios	Three months ended 31 March 2015	Three months ended 31 March 2014	Year ended 31 December 2014	Year ended 31 December 2013	Year ended 31 December 2012[1]
Like-for-like growth (%)[2]	11.7%	0.9%	7.0%	2.4%	—
Gross margin (%)	43.2%	40.1%	43.1%	42.7%	43.0%
EBITDA[3]	61	33	540	460	363
EBITDA margin (%)[4]	6.2%	3.9%	12.7%	12.2%	13.4%
Adjusted EBITDA[3]	67	33	551	465	370
Adjusted EBITDA margin (%)[5]	6.8%	3.9%	12.9%	12.4%	13.6%
Capital expenditures[6]	36	13	94	52	—
Net debt[7]	1,618	1,796	1,391	1,573	1,250
Net debt to Adjusted EBITDA ratio[7]	—	—	2.5	3.4	3.4
Free cash flow[8]	31	20	457	421	—
Cash conversion rate (%)[9]	46%	61%	83%	91%	—

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

(2) Like-for-like growth represents the percentage change in same-store sales in the year presented compared to the prior year. Same-store sales exclude the sales of a store if the store was not open for the full calendar year and the entire prior calendar year. The stores included in calculating like-for-like growth are redefined each year at the beginning of the year and include both directly owned stores and franchise stores. Management does not exclude stores that are temporarily closed for refurbishment, relocation or expansion during an applicable calendar year. Management excludes stores that have been permanently closed during an applicable calendar year. Average annual like-for-like growth figures over a period presented in this Prospectus are the arithmetic mean of the like-for-like growth for each year in the period.

(3) EBITDA represents operating income before depreciation and write-downs. Adjusted EBITDA represents EBITDA before certain other operating costs. The following table provides a reconciliation of EBITDA and Adjusted EBITDA to Operating Income for the periods indicated:

In NOK million	Three months ended 31 March 2015	Three months ended 31 March 2014	Year ended 31 December 2014	Year ended 31 December 2013	Year ended 31 December 2012[a]
Adjusted EBITDA	67	33	551	465	370
Certain other operating costs [b]	7	—	11	5	7
EBITDA	61	33	540	460	363
Depreciation[c]	17	31	126	133	96
Write-downs	—	—	78	0	0
Operating Income	**43**	**3**	**336**	**327**	**267**

(a) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

(b) The Company incurred certain other operating costs of NOK 7 million in the three months ended 31 March 2015 in relation to general consultant fees. The Company incurred certain other operating costs of NOK 11 million in the year ended 31 December 2014 in relation to a VAT claim of NOK 4 million and activities in performing a second stocktaking of NOK 7 million. The Company incurred certain other operating costs of NOK 5 million in the year ended 31 December 2013 in relation to bonuses and redundancy costs relating to severance pay. The Company incurred certain other operating costs of NOK 7 million in the year ended 31 December 2012 in relation to management bonuses related to the sale of the predecessor parent company of the Europris business, redundancy costs and costs related to the closing of the previous headquarters in Sandnes, Norway.

(c) Depreciation for the years ended 31 December 2013 and 2012 includes depreciation of the Europris brand name. From 1 January 2014, the Europris brand name is deemed to have an indefinite lifetime and is not depreciated as a consequence, but tested regularly for impairment. Accordingly, depreciation for the three months ended 31 March 2015 and 2014 and the year ended 31 December 2014 does not include, and in future reporting periods is not expected to include, depreciation of the Europris brand name. In addition, depreciation for each of the years ended 31 December 2014 and 2013 includes annual depreciation of contractual rights in the amount of NOK 63 million per year, which contractual rights were fully written down in 2014 and thus are not included in depreciation for the three months ended 31 March 2015 and is expected no longer to be included in future reporting periods.

(4) EBITDA margin represents EBITDA as a percentage of total operating revenue.

(5) Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of total operating revenue.

(6) Capital expenditures represent the sum of purchases of fixed assets and intangible assets.

(7) Net debt represents the sum of long-term interest-bearing debt to financial institutions and short term interest-bearing borrowings, before IFRS fair value adjustments (amounting to total debt), minus cash and cash equivalents, and net debt to Adjusted EBITDA ratio represents the ratio of net debt to Adjusted EBITDA.

(8) Free cash flow represents Adjusted EBITDA less total capital expenditures (excluding amounts under financial leases).

(9) Cash conversion rate represents Adjusted EBITDA less total capital expenditures (excluding amounts under financial leases) as a percentage of Adjusted EBITDA.

10.8 Selected other financial information for 2012, 2011 and 2010

The non-IFRS financial measures presented below are not recognised measurements of financial performance or liquidity under IFRS, but are used by Management to monitor and analyse the underlying performance of the Company's business and operations. In particular, non-IFRS financial measures should not be viewed as substitutes for

profit/(loss) for the period, profit/(loss) after financial items, operating income, cash and cash equivalents at period end or other income statement or cash flow items computed in accordance with IFRS. The non-IFRS financial measures may not be comparable to similarly titled measures disclosed by other companies. See Section 4.3 "Presentation of financial and other information."

The selected other financial information for the year ended 31 December 2012 as set forth in the table below is calculated using the Company's audited consolidated financial statements for the year ended 31 December 2012 (reflecting the period from 1 April 2012 through 31 December 2012) and unaudited financial information derived from the Company's accounts for the three months ended 31 March 2012 (reflecting the period from 1 January 2012 to 31 March 2012). The audited financial information (reflecting the period from 1 April 2012 through 31 December 2012) has been prepared in accordance with IFRS; the unaudited financial information for the three months ended 31 March 2012 has been prepared in accordance with NGAAP and, as a result, is not directly comparable to the selected other financial information for other periods.

The selected other financial information for the years ended 31 December 2011 and 2010 as set forth in the table below is calculated using the Company's 2011 and 2010 Audited Financial Statements, which were prepared in accordance with NGAAP, and, as a result, is not directly comparable to the selected other financial information for other periods, and period to period comparisons may not be meaningful. IFRS differs in certain significant respects from NGAAP and investors should seek their own advice regarding the differences between IFRS and NGAAP.

In NOK million, except for percentages and ratios	Year ended 31 December		
	2012	**2011**	**2010**
Like-for-like growth (%)[1]	8.9%	—	—
Gross margin (%)	42.4%	42.3%	42.7%
EBITDA[2]	436	392	356
EBITDA margin (%)[3]	12.6%	12.8%	12.9%
Adjusted EBITDA[2]	450	430	376
Capital expenditures[4]	60	35	69
Free cash flow[5]	390	395	307
Cash conversion rate (%)[6]	87%	92%	82%

(1) Like-for-like growth represents the percentage change in same-store sales in the year presented compared to the prior year. Same-store sales exclude the sales of a store if the store was not open for the full calendar year and the entire prior calendar year. The stores included in calculating like-for-like growth are redefined each year at the beginning of the year and include both directly owned stores and franchise stores. Management does not exclude stores that are temporarily closed for refurbishment, relocation or expansion during an applicable calendar year. Management excludes stores that have been permanently closed during an applicable calendar year. Average annual like-for-like growth figures over a period presented in this Prospectus are the arithmetic mean of the like-for-like growth for each year in the period.

(2) EBITDA represents operating income before depreciation and write-downs. Adjusted EBITDA represents EBITDA before certain other operating costs. The following table provides a reconciliation of EBITDA and Adjusted EBITDA to Operating Income for the periods indicated:

In NOK million	Year ended 31 December		
	2012	**2011**	**2010**
Adjusted EBITDA	450	430	376
Certain other operating costs[a]	14	38	20
EBITDA	436	392	356
Depreciation [b]	207	208	203
Write-downs	0	0	0
Operating Income [b]	**229**	**184**	**153**

(a) The Company incurred certain other operating costs of NOK 14 million in the year ended 31 December 2012 in relation to management bonuses related to the sale of the predecessor parent company of the Europris business, redundancy costs and costs related to the closing of the previous headquarters in Sandnes, Norway. The Company incurred certain other operating costs of NOK 38 million in the year ended 31 December 2011 in relation to strategy costs and fees to advisors related to the sale of the predecessor parent company of the Europris business, redundancy costs and costs related to the closing of the previous headquarters in Sandnes, Norway. The Company incurred certain other operating costs of NOK 20 million in the year ended 31 December 2010 in relation to redundancy costs and management bonuses.

(b) All line items calculated using NGAAP. IFRS differs in certain significant respects from NGAAP and investors should seek their own advice regarding the differences between IFRS and NGAAP.

(3) EBITDA margin represents EBITDA as a percentage of total operating revenue.

(4) Capital expenditures represent the sum of purchases of fixed assets and intangible assets.

(5) Free cash flow represents Adjusted EBITDA less total capital expenditures.

(6) Cash conversion rate represents Adjusted EBITDA less total capital expenditures as a percentage of Adjusted EBITDA.

10.9 Auditor

PricewaterhouseCoopers AS, with registration number 987 009 713, and business address at Dronning Eufemias gate 8, N-0191, Norway, is the Company's independent auditor. PricewaterhouseCoopers AS is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants). PricewaterhouseCoopers AS has been the Company's independent auditor since 2012. Prior to this, Nitchke AS, with registration number 914 658 314, and business address at Drammensveien 40, N-1369 Stabekk, Norway, was auditor. Nitschke AS is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants).

PricewaterhouseCoopers AS' audit reports on the Audited Financial Statements are included together with the Audited Financial Statements in Appendix B. The report issued by PricewaterhouseCoopers AS on review of the Interim Financial Statements is included together with the Interim Financial Statements in Appendix C. PricewaterhouseCoopers AS has not audited, reviewed or produced any report on any other information provided in this Prospectus.

11 OPERATING AND FINANCIAL REVIEW

The following is a discussion and analysis of the Company's results of operations and financial condition, based on the Audited Financial Statements and Interim Financial Statements. This operating and financial review should be read together with Section 4 "General Information", Section 8 "Business", Section 10 "Selected Financial and Other Information" and the Audited Financial Statements and the Interim Financial Statements and related notes included in Appendix B and Appendix C, respectively, of this Prospectus. The Audited Financial Statements have been prepared in accordance with IFRS as adopted by the European Union, as well as Norwegian disclosure requirements pursuant to the Norwegian Accounting Act of 31 December 2014. See Section 4.3.1 "Financial Information" for further information. The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business as now conducted by the Company for the period from 1 January 2012 to 31 March 2012. All references to the Company's audited consolidated financial statements for the year ended 31 December 2012 must be read in this context. See Section 4.3.1 "Financial Information" for further information. The unaudited Interim Financial Statements have been prepared in accordance with IAS 34. The Interim Financial Statements do not include all of the information required for the Audited Financial Statements of the Company and should be read in conjunction with the Audited Financial Statements. The Audited Financial Statements have been audited by PricewaterhouseCoopers AS, as set forth in their auditor's reports included herein. PricewaterhouseCoopers AS has also issued a review report on the interim financial information in the Interim Financial Statements, as set forth in their report included herein.

This operating and financial review contains forward-looking statements. These forward-looking statements are not historical facts, but are rather based on the Company's current expectations, estimates, assumptions and projections about the Company's industry, business, strategy and future financial results. Actual results could differ materially from the results contemplated by these forward-looking statements because of a number of factors, including those discussed in Section 2 "Risk Factors" and Section 4.2 "Forward-looking statements" of this Prospectus.

11.1 Overview

11.1.1 Introduction to Europris

Europris is Norway's largest discount variety retailer by sales.[16] The Company offers its customers a broad assortment of quality own brand and brand name merchandise across 12 product categories: Home & Kitchen; Groceries; House & Garden; Travel, Leisure & Sport; Electronics; Personal Care; Clothes & Shoes; Handyman; Hobby & Office; Candy & Chocolate; Laundry & Cleaning; and Pets. The Company delivers a unique value proposition for shoppers by offering a broad assortment of quality merchandise at low prices in destination stores across Norway.

The Company's merchandise is sold through the Chain, which consists of a network of 223 stores throughout Norway, 159 of which are directly owned by the Company and 64 of which operate as franchise stores. The stores are designed to facilitate a consistent, easy and efficient shopping experience with a defined layout and "store-in-store" concept. The Company centrally manages the Chain's assortment of merchandise, which results in a consistent range of merchandise from each product category in both directly owned and franchise stores. While the Company's business model includes franchise stores, the Company also takes over franchise stores in a variety of instances, such as at the request or retirement of a franchisee, in circumstances where a franchisee develops health issues or when a franchisee is unwilling to make necessary upgrades or relocations. The Company has taken over more than 40 franchise stores during the period from 1 January 2010 through 31 March 2015.

Europris employs a low cost operating model with a focus on efficiency across the entire value chain from factory to customer. Europris aims to maintain a low cost base through optimised and efficient sourcing, logistics and distribution processes. The Company's experienced procurement team purchases large volumes of goods that are principally sourced directly from suppliers in low cost countries in Europe and Asia. Sourcing is central to the Company's value proposition, and in 2013 the Company established a dedicated sourcing office in Shanghai, China, which is structured as a joint venture with Tokmanni, one of the largest discount variety retail chains in Finland.

Europris manages inventory in central and overflow warehouses and storage facilities located in Fredrikstad, Norway. The majority of the Company's inventory is processed through the Company's central warehouse, which utilises proven inventory and information management systems to monitor inventory levels and storage capacity and process product orders. The Company distributes and delivers products to the Chain, which offers merchandise to the market using the Europris brand, consistent store concept and centrally managed assortment of merchandise.

[16] Euromonitor, using sales comparisons based on the Chain's annual sales in 2013 (including franchises).

The Company's management team has a track record of success, and the Company has shown continuous and consistent growth since its founding. The Company's growth is primarily driven by category management and other initiatives supporting like-for-like growth, including the Company's own brand and leading brand offerings, optimised marketing strategy and extensive store upgrade programme, as well as by the Company's focused store rollout programme. Since 2005, the Company has increased total operating revenue by an average of 10.4% per year. The Chain's like-for-like growth has consistently outperformed the market with an average annual like-for-like growth of 4.8% for the period from 2010 through 2014, which is 2.2 times the market growth rate, based on Kvarud Analyse's yearly assessment of like-for-like growth for a broad range of shopping centres in Norway during the period. Since 2010, the Company has added more than 30 new directly owned stores to the Chain, including nine new directly owned stores in 2014 and three new directly owned stores in the first quarter of 2015.

The Company's headquarters are located in Fredrikstad, Norway. As of 31 March 2015, the Company employed approximately 2,000 full-time and part-time employees. For the year ended 31 December 2014, the Company generated total operating revenue of NOK 4.3 billion, with an Adjusted EBITDA of NOK 551 million and an Adjusted EBITDA margin of 12.9%.

11.2 Significant factors affecting the Company's results of operations and financial performance

The Company's results of operations have been, and will continue to be, affected by a range of factors. The factors that Management believes have had a material effect on the Company's results of operations during the periods under review, as well as those considered likely to have a material effect on its results of operations in the future, are described below.

11.2.1 Revenue Development

Like-for-like growth - Chain sales

Like-for-like growth is a primary component of the Company's revenue growth and is expected to continue to materially affect the Company's results of operations going forward. Like-for-like growth, which is impacted by changes in customer footfall and basket size, contributes directly to the Company's results of operations, as the ability of existing stores (including relocated and refurbished stores) to increase same-store sales has a significant impact on the Company's revenue and operational performance. See Section 4.3.2 "Non-IFRS financial measures" for information on the method of calculation of like-for-like growth. Average sales per store have increased in 21 of the last 22 years and for the years ended 31 December 2014, 2013 and 2012, chain sales were NOK 4,741 million, NOK 4,337 million and NOK 4,099 million, respectively. For the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012, like-for-like growth was 11.7%, 0.9%, 7.0%, 2.4% and 8.9%, respectively.

Generally, the Company has experienced consistent like-for-like growth patterns across stores opened in different years, with new stores maturing and realising normalised like-for-like growth rates after an average of four to six years. However, mature stores can continue to exhibit strong like-for-like growth and the Company strives to continue to increase like-for-like growth by driving customer footfall and growing the average basket size of each customer transaction. The Company aims to accomplish these goals by using various strategies and tools, including marketing campaigns, promotions to attract customers during seasonal periods, store lay-out and in-store placement of merchandise, category management and optimising the mix of own brand and branded products.

Customer footfall refers to the number of customer transactions processed by the Chain and is affected by a number of factors, including the seasonality of customer shopping habits and the effectiveness of the Company's marketing efforts and promotional campaigns in drawing new customers to stores and increasing the number of store visits by existing customers. Conversely, the Company may experience a reduction in customer footfall as a result of prolonged periods of severe weather conditions as customers are unable or unwilling to travel to stores, or due to popular events or periods during which customers may spend less time shopping or visiting stores, such as during the Olympics or other major sporting events. The Chain processed 6.1 million, 5.7 million, 26.2 million, 24.8 million and 24.2 million customer transactions for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012, respectively, and experienced an average like-for-like growth of customer footfall of approximately 2.5% per year for the period from 1 January 2012 through 31 December 2014. Accordingly, like-for-like growth of customer footfall has generally positively impacted like-for-like growth over the periods under review despite negative like-for-like growth of customer footfall in 2013 as a result of weakening underlying market conditions in the Norwegian retail industry, as Norwegian shopping centres experienced slower growth in 2013 as compared to prior years according to Kvarud Analyse, the departure of the Company's former Chief Executive Officer during the second half of the year and normalisation of sales after a highly successful 20th anniversary campaign in 2012. In 2014, like-

for-like growth of customer footfall increased as a result of positive underlying market conditions in the Norwegian retail industry, successful seasonal campaigns the effectiveness of the Company's enhanced marketing and the improved execution of the Company's overall business strategy. See Section 8.3 "Strengths" and Section 8.4 "Strategy." Like-for-like growth of customer footfall was positively impacted in the three months ended 31 March 2015 by continued improvement in the execution of the Company's overall business strategy and the Easter selling season, which occurred earlier in the calendar year in 2015. In addition, like-for-like growth of customer footfall benefitted from a return to normalised growth rates following slower like-for-like growth of customer footfall in the three months ended 31 March 2014 as a result of customers remaining at home and spending less time shopping in order to watch the winter Olympics.

Average basket size, or the average value of a customer transaction, is impacted by both the number of products per customer transaction and the price of the products purchased in each basket. Like-for-like growth of basket size, particularly in relation to the number of products in each basket, has positively impacted like-for-like growth over the periods under review. The Company utilises various tools to increase average basket size, including "last chance areas" near store exits, in-store product placement and marketing, cross-selling and up-selling initiatives, strategic product pricing and its seven destination product article groups. The Company has successfully implemented these tools to increase the Chain's average basket size by approximately 3.5% per year for the period from 1 January 2012 through 31 December 2014. For the year ended 31 December 2014, the average basket size for the Chain was approximately NOK 180.

New store openings

Along with like-for-like growth, new store openings have been a primary component of the Company's revenue growth and are expected to continue to materially affect the Company's results of operations going forward. New stores drive revenue growth by increasing sales and expanding the Company's potential customer base by addressing new and/or previously unpenetrated catchment areas in Norway. Between 1 January 2012 and 31 March 2015, the Company opened 33 new stores and closed six stores. For the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012, the Company opened 3, 1, 9, 10 and 11 new stores, respectively. As described below, relocations are not considered as new store openings.

In connection with the Company's store rollout programme, the Company has incurred, and will continue to incur, capital expenditures for new store openings. Capital expenditures incurred primarily relate to fixtures, fittings and equipment. For the year ended 31 December 2014, the Company made investments of NOK 15 million related to the opening of nine new stores, with an average capital expenditure of NOK 1.7 million per new store. As new stores are opened by the Company, the Company makes additional investments related to increased inventory purchases. Based on historical results, Management estimates that these additional investments will be approximately NOK 3.0 million per new store. The Company analyses the performance of its stores on the basis of a number of metrics, including payback time on investment. Based on EBITDA for the relevant new stores in their second year of operations, new stores opened during the period from 2010 through 2012 had an average payback time on investment of approximately 1.1 years.

Management plans to continue to open new stores in the future, with the aim to have 270 or more stores in Norway by the end of 2020. As of 31 March 2015, internal approval had been granted for 13 additional stores, subject in some cases to further regulatory approval by local authorities. See Section 8.4.2 "Focused store rollout programme" for further information.

Refurbishments and relocations

Store refurbishments and relocations also drive revenue growth and can have a significant immediate and long-term impact on store performance. For the year ended 31 December 2014, Management estimates that store refurbishments and relocations accounted for approximately 1.0% of total like-for-like growth of 7.0%.[17] Both refurbished and relocated stores experience an increase in like-for-like growth following upgrades as they typically benefit from an optimised product mix and improved "store-in-store" layouts and product placement displays that help to optimise the utilisation of each store's selling area. Refurbishments can increase customer satisfaction and drive customer footfall by improving each store's appeal and making the store easier for customers to navigate. In 2014, the Company rolled out an extensive store upgrade programme for its directly owned stores, which is expected to be completed by 2017. With a target to upgrade approximately 60 stores in 2015, the Company expects that

[17] Estimated based on like-for-like growth measurements for non-refurbished stores over a 26-week period in 2014 and assuming such growth is representative for the full year for non-refurbished stores.

approximately 80% of the directly owned stores will be upgraded by the end of 2015. See Section 8.6.4 "Modernisation and store development."

Similarly, relocations can serve to increase store performance and customer satisfaction and drive customer footfall, and can also be used as a tool to adapt to shifting catchment areas or traffic flows. In relocating a store, the Company closes down a store in one location and reopens it in another location that generally serves the same catchment area. For example, the Company can relocate a store within a catchment area to a larger facility with a larger selling area and storage capacity, which can increase sales. Likewise, as traffic or customer shopping patterns change, the Company can relocate a store to increase store visibility and drive customer footfall, which can increase sales and potentially expand the catchment area of the respective store. See Section 8.6.3 "Store expansion opportunities and site selection." Since 2012, the Company has relocated 18 stores.

For the year ended 31 December 2014, the Company incurred capital expenditures of NOK 36 million for its upgrade program, with an average capital expenditure of NOK 0.7 million per refurbished store, and incurred capital expenditures of NOK 8 million related to store relocations.

Franchises

Franchise stores are an important aspect of the Company's business model and impact the Company's revenue, operating expenses and gross margin. See Section 11.2.2 "Gross margin development." Of the 223 stores in the Chain, 64 stores are operated as franchise stores. Based on Management's judgment of the criteria of IFRS 10 regarding control, the consolidated financial statements of the Company do not include the franchises. Through the franchise agreements, Europris essentially only has control and rights related to the protection of the brand name. Such rights are not sufficient to gain control under the provisions of IFRS 10. The decision-making rights that affect variable returns are primarily held by the franchisees, and Europris has only a small portion of the rights to variable returns from its involvement with the franchisees. Based on an assessment of the criteria of IFRS 10, it is not clear that Europris controls the franchises and thus they are not consolidated in the financial statements of the Company.

The Company generates revenue from the franchise stores through the franchisee's payment of franchise fees and wholesale purchase of inventory from the Company. The franchise fee is generally calculated as a percentage of the net sales generated by the relevant franchise store.

While the Company's business model includes franchise stores, the Company also takes over franchise stores in a variety of instances, such as at the request or retirement of a franchisee, in circumstances where a franchisee develops health issues or when a franchisee is unwilling to make necessary upgrades or relocations. A takeover of a franchise store generally impacts the Company's results of operations by increasing revenue and operating expenses as the Company realises higher net sales and higher operating expenses from direct operation of the stores. During the period from 1 January 2012 through 31 March 2015, the Company took over 40 franchise stores. As a result of these franchise takeovers, the Company's revenue from franchise fees and wholesale sales of inventory to franchise stores decreased, while net sales from directly owned stores increased. The Company's operating expenses also increased as a result of franchise takeovers due to increased employee benefits expenses resulting from an increase in FTEs and increased rental expenses related to the subsequent direct operation of the stores.

11.2.2 Gross margin development

Gross margin impacts the Company's profits and results of operations and is, among other factors, impacted by sourcing from suppliers, category management and product mix and franchise takeovers. The Company's gross margin remained broadly stable at 43.2%, 40.1%, 43.1%, 42.6% and 43.0% for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012 (reflecting the period from 1 April 2012 through 31 December 2012), respectively.

Sourcing

The Company's gross margins, particularly in 2013 and 2014, have been positively impacted by the Company's low-cost sourcing initiatives and increased focus on sourcing products directly from suppliers, which has enabled the Company to manage the cost of goods sold. The Company has implemented a low-cost sourcing initiative with the aim of renegotiating contracts with major suppliers, sourcing additional products from low cost countries and evaluating

potential purchasing alliances, particularly with respect to packaged food products. The Company estimates that it has realised approximately NOK 50 million in annual savings resulting from these low-cost sourcing initiatives.[18]

Through its joint venture sourcing office in Shanghai, the Company has improved its ability to negotiate competitive contracts directly with suppliers and manufacturers, thereby reducing the use of agents and intermediaries that can increase costs and reduce margins. For the year ended 31 December 2014, the Company sourced approximately USD 23 million through the joint venture's sourcing office, accounting for approximately 20% of the volume sourced from Asia. The Company has also been working to negotiate directly with major suppliers and branded product owners in Europe. With each store offering a similar range of merchandise, the Company is able to leverage its buying power and economies of scale to procure high volumes of products at low cost.

Additionally, the Company is able to rely on the geographic diversity of its suppliers to most efficiently source different types of products. For example, the Company generally sources base (grocery) products from suppliers in Norway and Europe, which provide for shorter shipping times and faster delivery to stores.

Category Management and Product Mix

With a broad assortment of products across 12 product categories, the Company aims to optimise its product mix by focusing on certain product categories depending on the competition, customer demand, growth potential and profitability within each respective product category. To implement this category management strategy, the Company uses tools such as optimisation of the owned and branded product mix, pricing strategy, packaging guidelines, campaign development and in-store placement and communication. See Section 8.3.5 "Defined category management strategy" and Section 8.4.1 "Category management and other initiatives supporting like-for-like growth." These tools, in addition to the Company's seven destination product article groups, serve to increase customer footfall by enabling the Company to adjust its product mix and its strategic focus on specific product categories. The Company aims to use these tools to increase the gross profit per square meter of selling area. This focus on gross profit per square meter of selling area can adversely impact the Company's gross margin in instances where the Company adjusts its category management and product mix strategies to generate higher volumes of sales in lower margin products. During the periods under review, the Company's focus on maximising the gross profit per square meter of selling space resulted in an increase in gross profit per square meter and higher than average sales growth in lower margin merchandise across certain product categories, including Groceries, Candy & Chocolate, Laundry & Cleaning and Personal Care, which had an adverse impact on gross margins.

To increase the Company's gross profit, the Company continuously adjusts and monitors its mix of own brand and branded products to ensure that it has an optimal mix that maximises appeal to customers, responds to competitive pressures and addresses shifts or changes in customer preferences while actively managing its marketing in order to focus sale efforts on achieving higher overall gross profits. See Section 8.3.5 "Defined category management strategy" and Section 8.4.1 "Category management and other initiatives supporting like-for-like growth." By achieving the appropriate product mix of own brand and branded products, the Company is able to drive customer footfall by appealing to customer preferences for branded products that are important to the customers, while also offering and promoting similar or related own brand products for which the Company typically realises higher margins (as own brand products are generally sourced at lower costs than branded products). For the twelve months ended 28 February 2015, branded products comprised 34% of the Chain's sales in SKUs that were active on 28 February 2015. The Company's focus on cross-selling and introducing complementary own brand products can contribute to basket size growth and increase gross profit.

Franchise Takeovers

The Company has taken over 40 franchise stores in the period from 1 January 2012 to 31 March 2015. The takeover of a franchise store generally has a positive impact on gross margin, as the Company generates revenue from sales directly to customers through a directly owned store. On average, the Company supplies approximately 85% to 87% of the products a franchise store sells to its customers. When a franchise store is taken over and subsequently directly owned by the Company, the Company sells these products directly to customers and thus realises a higher gross margin on these products overall. The increase in gross profit resulting from increased revenue from sales directly to

[18] In analysing and caclulating annual savings, the Company assumes constant volumes for a selected group of products based on volumes in the second half of 2011 and the first half of 2012. The analysis takes into account pricing changes for the selected group of products resulting from new or renewed procurement agreements.

customers is offset slightly by an increase in operating expenses as a result of the Company directly operating the store. The Company estimates that it will take over three to five franchise stores in 2015.

11.2.3 Operating expenses

The Company's total operating expenses have remained stable relative to sales. Operating expenses include employee benefits expenses and rental costs, both of which have increased primarily due to the increase in number of stores. The number of FTEs increased from 986 in 2012, to 1,037 in 2013 and 1,232 in 2014 and 1,258 as of 31 March 2015. During this same period, the number of directly owned stores increased from 110 stores in 2012, to 133 stores in 2013 and 153 stores in 2014, to 158 stores as of 31 March 2015. The Company's employee benefits expenses are largely fixed for headquarter employees and are somewhat variable for central warehouse and store employees, primarily as a result of seasonal demands requiring additional employees in the warehouses and stores. However, the Company manages expenses for warehouse and store employees by, for example, adjusting employee hours to rely on part-time employees for seasonal periods. The Company's employee benefits expenses as a percentage of total operating revenue were 17.7%, 16.8%, 14.5%, 13.2% and 12.6% for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012 (reflecting the period from 1 April 2012 through 31 December 2012), respectively. The Company's total rent as a percentage of total operating revenue was 8.0%, 8.4%, 7.0%, 6.8% and 6.5% for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012 (reflecting the period from 1 April 2012 through 31 December 2012), respectively. Operating expenses (excluding certain other operating costs) comprised an average of 29.4% of total operating revenue for the period from 1 January 2010 through 31 December 2014.

The Company operates out of leased properties, including its stores, offices and warehouses. All stores are leased from third parties under lease agreements with lease terms ranging from one to 13 years. The majority of the lease agreements contain renewal options beyond the initially contracted period, and the Company has historically been able to renew its lease agreements on favourable terms, irrespective of whether the renewed lease agreement contained a renewal option. While a majority of the Company' s lease agreements provide for fixed rental costs, some also provide for adjustments based on the consumer price index or variable rental costs linked to the store's sales. The lease terms for the Company's warehouses vary, but are medium to long-term in nature. Generally, rental costs for the Company's warehouses are adjusted annually based on the consumer price index.

11.2.4 Foreign currency exposure

Fluctuations in currency exchange rates, particularly exchange rates between NOK, USD and EUR, have had, and are likely to continue to have, a significant impact on the Company's results of operations. For the year ended 31 December 2014, approximately 46% of the Company's product purchases were made in NOK, approximately 37% in USD, approximately 11% in EUR and approximately 6% across a variety of currencies including the Swedish Krona, Danish Krone, Pound Sterling and Hong Kong Dollar. With the NOK depreciating against USD and EUR in the last year, prices for products have increased. However, Management believes that because few of the Company's suppliers have cost bases denominated entirely in USD, the depreciation of the NOK against the USD has had less of an impact on the Company's cost of goods sold as the suppliers are not basing their prices and profit margins solely in terms of the value of the USD or its effect on their manufacturing and transport costs. For example, the Company purchases products in USD from a significant number of its suppliers in Asia, which operate and manufacture such products using Chinese Renminbi as their cost currency.

As discussed in Section 11.8 "Financial risk management", the Company hedges its foreign currency exposure to USD and EUR in the form of forward contracts with maturities of up to six months. Typically, when the Company purchases products in USD or EUR, it hedges an amount equal to the purchase order of the products. Historically, the durations of the Company's forward contracts have provided sufficient time for the Company to adjust its business, including by increasing prices, renegotiating contracts with suppliers or seeking out new suppliers, to offset changes in currency prices.

11.2.5 Seasonality

The Company's business is subject to seasonality and fluctuations in customer purchasing habits throughout the year, which can impact the general flow of customers to stores, customer footfall and basket sizes, and have a significant effect on the Company's results of operations and cash flows. The Company focuses on magnifying the impact and significance of the seasons. See Section 8.3.6 "Norway's largest seasonal store." At 31 December 2014, seasonal merchandise comprised 10% of the Company's active SKUs. Historically, the Company's most important peak selling periods have been in the lead up to, and during, the summer holiday (June, July and August), Easter (March/April) and

Christmas (November/December). Sales, gross profit and gross margin have historically been highest in the fourth quarter as a result of sales relating to Christmas. For the year ended 31 December 2014, 20% of net sales were generated in the first quarter, approximately 25% in the second quarter, approximately 25% in the third quarter and approximately 30% in the fourth quarter. Similarly, for the year ended 31 December 2014, 19% of gross profit was generated in the first quarter, approximately 24% in the second quarter, approximately 24% in the third quarter and approximately 33% in the fourth quarter. Generally, gross margin is lowest in the first quarter and highest in the fourth quarter. These seasonal factors have resulted in significant fluctuations in net working capital within the financial year, with significant increases in net working capital needs in the first quarter and third quarter of the year. Net working capital needs in the first quarter of the year are typically driven by lower revenue and the settlement of the increased accounts receivable arising during the fourth quarter as a result of the Christmas selling period. In the third quarter, the Company typically purchases large amounts of products in the lead up to the Christmas selling period and thus also utilises a significant amount of cash from operations. As a result and as part of the Company's normal business operations, the Company has historically experienced significant net working capital needs in January and February and September and October of each year and has financed its working capital needs during these periods by using available credit facilities. Because of these fluctuations in net working capital, during the periods under review, strong sales and cash flows in the fourth quarter, and in particular in December, have been a key factor in achieving a positive net operating cash flow position for the fiscal year. See Section 11.5.2 "Cash flows." Operating expenses are more evenly spread throughout the year; however, operating expenses are typically higher during the fourth quarter in connection with the Christmas seasonal campaign.

11.2.6 Impact of changes to the Company's capital structure

The Company will repay the full amount of its Preference Shares with the proceeds received by the Company in the Offering. Concurrently with the Offering, the Company will refinance the Senior Facilities with the Credit Facilities (see Section 11.5.1 "Sources and uses of cash" and Section 11.5.4 "Material indebtedness" for further details). The Company had interest expenses of NOK 32 million, NOK 35 million, NOK 142 million, NOK 178 million and NOK 182 million in the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012, respectively. As a result of refinancing its external bank debt with lower interest rates than its prior outstanding debt, the Company expects that its interest expense going forward will be significantly reduced compared to the periods under review.

11.3 Explanation of income statement line items

Net Sales. Net sales consists of gross sales by directly owned stores to customers and wholesale sales of inventory to franchise stores, net of any returns. All sales are generated in Norway and all sales of merchandise are reported by the Company as a single segment, which includes wholesale and retail activities. Please refer to note 4 of the Audited Financial Statements.

Total other income. Total other income consists of income from franchise fees paid by franchisees and other income, which primarily consists of income from services provided to the franchise stores.

Cost of goods sold. Cost of goods sold includes only the direct cost of purchased merchandise, adjusted by cash discounts. Also included in cost of goods sold are costs related to customs and forwarding, obsolence of inventory and freight costs to transport inventory from suppliers to the central warehouse.

Employee benefits expenses. Employee benefits expenses consist of all salary expenses, social security costs, pension costs, and other employee-related costs.

Depreciation. Depreciation consists of depreciation of the Company's tangible assets, mainly fixtures and fittings, and intangible assets, mainly software, trademarks and contractual rights. From 2014, the Europris brand name is no longer subject to depreciation, but rather annual impairment tests, as there are clear intentions to retain and further develop the brand name in the foreseeable future.

Write-downs. Write-downs consist of potential write-downs of certain intangible assets, mainly contractual rights.

Other operating expenses. Operating expenses primarily consist of lease of property costs, transportation and distribution costs and marketing costs. Office costs, fees to auditors and other consultants, IT costs, training and travel are also included in this line item.

Interest income. Interest income primarily consists of income on bank deposits.

Other financial income. Other financial income primarily consists of unrealised gains on forward exchange contracts and unrealised gains on interest rate swaps.

Interest expense. Interest expense primarily consists of the interest expenses accrued on the Company's external bank debt.

Other financial expense. Other financial expense primarily consists of unrealised loss on interest rate swaps.

Income tax expense. Income tax expense is the sum of tax payable on current profits for the year, additional provisions for the tax expense in 2013 and 2014 related to the tax audit, change in deferred tax and the effect of the change in the Norwegian tax rate from 28% in 2013 to 27% in 2014. The effective tax rate is calculated as income tax expense divided by profit before tax.

11.4 Results of operations

11.4.1 Results of operations for the three months ended 31 March 2015 compared to the three months ended 31 March 2014

The table below sets out the Company's consolidated financial information as of, and for the three months ended, 31 March 2015 and 2014.

	Three months ended 31 March		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**% change**
Net sales	964	830	16.1%
Total other income	22	24	(8.2)%
Total Operating Revenue	**985**	**854**	**15.4%**
Cost of goods sold	559	511	9.4%
Employee benefits expenses	174	143	21.7%
Depreciation	17	31	(43.8)%
Other operating expenses	191	166	15.2%
Operating Profit	**43**	**3**	**—**
Interest Income	2	1	43.0%
Other Financial Income	0	0	0
Total Financial Income	**2**	**1**	**43.0%**
Interest expense	32	35	(9.1)%
Other financial expense	6	12	53.6%
Total Financial Expense	**37**	**47**	**20.4%**
Net Financial Income (Expense)	**(35)**	**(45)**	**(22.4)%**
Profit before tax	**8**	**(43)**	**—**
Income tax expense	2	(12)	—
Profit for the period	**6**	**(31)**	**—**

Total operating revenue

The table below sets out the Company's total operating revenue for the three months ended 31 March 2015 and 2014.

In NOK millions	Three months ended 31 March		
	2015 *(unaudited)*	**2014** *(unaudited)*	**% change**
Net sales	**964**	**830**	**16.1%**
Income from franchise fees	21	20	5.0%
Other	0.4	4	(90.0)%
Total other income	**22**	**24**	**(8.2)%**
Total operating revenue	**985**	**854**	**15.4%**

Total operating revenue increased by NOK 131 million, or 15.4%, from NOK 854 million for the three months ended 31 March 2014 to NOK 985 million for the three months ended 31 March 2015, primarily as a result of an increase in net sales.

Net sales

Net sales increased by NOK 134 million, or 16.1%, from NOK 830 million for the three months ended 31 March 2014 to NOK 964 million for the three months ended 31 March 2015, primarily as a result of like-for-like growth, the opening of three new stores in the three months ended 31 March 2015 and the effect of eight new stores opened, offset by the closure of two stores, during the period from 1 April 2014 through 31 December 2014. Like-for-like growth was positively impacted by improved execution of the Company's overall business strategy and by increased customer footfall as a result of Easter, one of the Company's peak selling periods, occurring earlier in 2015. In addition, like-for-like growth of customer footfall benefitted from a return to normalised growth rates following slower like-for-like growth of customer footfall in the three months ended 31 March 2014 as a result of customers remaining at home and spending less time shopping in order to watch the winter Olympics. Like-for-like growth was also impacted by an increase in basket size resulting from both an increase in the number of items per basket and the impact of the December 2014 price increases of certain merchandise. During the three months ended 31 March 2015, the Company increased prices on certain merchandise, including its new seasonal merchandise that was not previously subject to the December 2014 price increase, as a result of a review of competitor prices and in response to an increase in cost of goods sold due to currency fluctuations.

Total other income

Total other income decreased by NOK 2 million, or 8.2%, from NOK 24 million for the three months ended 31 March 2014 to NOK 22 million for the three months ended 31 March 2015. The decrease was primarily related to less re-invoicing to franchise stores during the three months ended 31 March 2015, as a result of fewer extraordinary expenses arising after the respective original invoice date.

Cost of goods sold

Cost of goods sold increased by NOK 48 million, or 9.4%, from NOK 511 million for the three months ended 31 March 2014 to NOK 559 million for the three months ended 31 March 2015. The increase in cost of goods sold was primarily a result of an overall increase in net sales and an increase in inventory resulting from the Company purchasing a larger number of products in the lead up to Easter, which occurred earlier in 2015 than in 2014. Generally, the increase in cost of goods sold was partially offset by savings resulting from the Company's low-cost sourcing initiatives.

Gross profit

For the reasons described above, gross profit increased by NOK 84 million, or 24.2%, from NOK 343 million for the three months ended 31 March 2015 to NOK 426 million for the three months ended 31 March 2015. Gross margin increased from 40.1% for the three months ended 31 March 2014 to 43.2% for the three months ended 31 March 2015, primarily as a result of increased total operating revenue and fewer franchise takeovers during the three months ended 31 March 2015. In addition, gross profit and gross margin increased in the three months ended 31 March 2015 as a result of the Company realising the full retail margin on inventory sold directly to customers through stores that were taken over in the three months ended 31 March 2014. While the takeover of such stores had a positive impact on

the Company's results in the three months ended 31 March 2014, inventory at such stores at the time of the takeovers had previously been sold by the Company to the franchises through wholesale sales, which sales were booked as profit in the Company's results for the year ended 31 December 2013. As a result, the Company realised lower gross profit and gross margin on the sale of such inventory in the three months ended 31 March 2014 after the stores were taken over. Once this inventory was sold and replaced with new inventory, the Company realised full gross profit and gross margin on sales by these stores, which had a positive impact on the Company's gross profit and gross margin in subsequent reporting periods, including in the three months ended 31 March 2015.

Employee benefits expenses

Employee benefits expenses increased by NOK 31 million, or 21.7%, from NOK 143 million for the three months ended 31 March 2014 to NOK 174 million for the three months ended 31 March 2015, primarily as a result of an increase in total number of directly operated stores. Employee benefits expenses were 17.7% of total operating revenue in the three months ended 31 March 2015, compared to 16.8% of total operating revenue in the three months ended 31 March 2014. The Company had 2,004 employees (1,258 employees (FTEs)) as of 31 March 2015, compared to 1,682 employees (1,152 employees (FTEs)) as of 31 March 2014.

Depreciation

Depreciation decreased by NOK 13 million, or 43.8% from NOK 31 million for the three months ended 31 March 2014 to NOK 17 million for the three months ended 31 March 2015, primarily as a result of the write down of contractual rights as of 31 December 2014. See Section 11.4.2 "Results of operations for the year ended 31 December 2014 compared to the year ended 31 December 2013" for additional information.

Other operating expenses

Other operating expenses increased by NOK 24 million, or 15.2%, from NOK 166 million for the three months ended 31 March 2014 to NOK 191 million for the three months ended 31 March 2015, primarily as a result of increased net sales, which entailed additional transportation, distribution and marketing costs, general consultant fees and additional operating expenses relating to franchise takeovers. Other operating expenses were 19.4% of total operating revenue in the three months ended 31 March 2015 and 2014.

Operating Profit

For the reasons described above, operating profit increased by NOK 41 million, from NOK 3 million for the three months ended 31 March 2014 to NOK 43 million for the three months ended 31 March 2015.

Total financial income

Total financial income increased by NOK 0.6 million, or 43.0%, from NOK 1 million for the three months ended 31 March 2014 to NOK 2 million for the three months ended 31 March 2015, primarily as a result of an increase in interest income on bank deposits.

Total financial expense

Total financial expense decreased by NOK 10 million, or 20.4%, from NOK 47 million for the three months ended 31 March 2014 to NOK 37 million for the three months ended 31 March 2015, which was primarily a result of a decrease in interest expense and a decrease in the positive effect of fair value adjustments on derivatives. Interest expense decreased by NOK 3 million, or 9.1%, from NOK 35 million for the three months ended 31 March 2014 to NOK 32 million for the three months ended 31 March 2015 primarily as a result of a decrease in interest rates and a reduction in long-term debt. Other financial expense decreased by NOK 6 million, or 53.6%, from NOK 12 million for the three months ended 31 March 2014 to NOK 6 million for the three months ended 31 March 2015 primarily as a result of the positive effect of currency forward contracts.

Income tax expense

Income tax expense increased by NOK 14 million, from NOK (12) million for the three months ended 31 March 2014 to NOK 2 million for the three months ended 31 March 2015, primarily as a result of increase in profit before income tax. The effective tax rate was 27% for the three months ended 31 March 2014 and 2015.

Profit for the Period

For the reasons described above, profit for the period increased by NOK 37 million, from NOK (31) million for the three months ended 31 March 2014 to NOK 6 million for the three months ended 31 March 2015.

11.4.2 Results of operations for the year ended 31 December 2014 compared to the year ended 31 December 2013

The table below sets out the Company's financial information as of, and for the years ended, 31 December 2014 and 2013.

In NOK millions	Year ended 31 December 2014 (audited)	Year ended 31 December 2013 (audited)	% change
Net sales	4,153	3,636	14.2%
Total other income	106	121	(12.8)%
Total Operating Revenue	**4,259**	**3,757**	**13.4%**
Cost of goods sold	2,424	2,154	12.5%
Employee benefits expenses	616	495	24.5%
Depreciation	126	133	(5.1)%
Write-downs	78	0	—
Other operating expenses	678	648	4.7%
Total Operating Expenses	**3,922**	**3,430**	**14.4%**
Operating Income	**336**	**327**	**2.8%**
Interest Income	8	2	—
Other Financial Income	36	8	—
Total Financial Income	**44**	**10**	—
Interest expense	142	178	(20.1)%
Other financial expense	31	18	76.5%
Total Financial Expense	**173**	**196**	**(11.4)%**
Net Financial Income (Expense)	**(129)**	**(186)**	**30.3%**
Profit before income tax	**206**	**141**	**46.2%**
Income tax expense	57	42	36.1%
Profit for the year	**149**	**99**	**50.5%**

Total operating revenue

The table below sets out the Company's total operating revenue for the years ended 31 December 2014 and 2013.

In NOK millions	Year ended 31 December 2014 (audited)	Year ended 31 December 2013 (audited)	% change
Net sales	**4,153**	**3,636**	**14.2%**
Income from franchise fees	101	119	(14.8)%
Other income	5	3	69.7%
Total other income	**106**	**121**	**(12.8)%**
Total operating revenue	**4,259**	**3,757**	**13.4%**

Total operating revenue increased by NOK 502 million, or 13.4%, from NOK 3,757 million for the year ended 31 December 2013 to NOK 4,259 million for the year ended 31 December 2014, primarily as a result of an increase in net sales, which was partially offset by a decrease in income from franchise fees as a result of the takeover of 13 franchise stores in 2014.

Net sales

Net sales increased by NOK 517 million, or 14.2%, from NOK 3,636 million for the year ended 31 December 2013 to NOK 4,153 million for the year ended 31 December 2014, primarily as a result of like-for-like growth, the opening of nine new stores in 2014, the full-year effect of 10 stores opened during 2013 and the takeover of 13 franchise stores in 2014, offset by the closure of two stores. Like-for-like growth was primarily attributable to an increase in basket size, particularly the number of items per basket, and increased customer footfall as a result of successful seasonal campaigns, improved marketing and the refurbishment of 51 stores. While the Company continuously updates prices in response to its review of competitor prices, in December 2014 the Company increased the price of certain merchandise as a result of an increase in cost of goods sold due to currency fluctuations. As a result of the takeover of 13 franchise stores in 2014, wholesale sales of inventory to the franchise stores were negatively impacted while net sales to customers in the directly owned stores were positively impacted. Generally, as a result of the Company's focus on maximising gross profit per square meter, the Company experienced an increase in average sales growth of certain lower margin merchandise across certain product categories, including Groceries, Candy & Chocolate, Laundry & Cleaning and Personal Care.

Total other income

Total other income decreased by NOK 16 million, or 12.8%, from NOK 121 million for the year ended 31 December 2013 to NOK 106 million for the year ended 31 December 2014, primarily as a result of the decrease in income from franchise fees as a result of the Company's takeover of 13 franchise stores in 2014.

Cost of goods sold

Cost of goods sold increased by NOK 270 million, or 12.5%, from NOK 2,154 million for the year ended 31 December 2013 to NOK 2,424 million for the year ended 31 December 2014, primarily as a result of an overall increase in net sales, offset by savings realised through low-cost sourcing initiatives and by sourcing directly from suppliers through the joint venture's sourcing office in Shanghai as opposed to through agents and intermediaries.

Gross profit

For the reasons described above, gross profit increased by NOK 232 million from NOK 1,603 million for the year ended 31 December 2013 to NOK 1,835 million for the year ended 31 December 2014. Gross margin increased from 42.6% for the year ended 31 December 2013 to 43.1% for the year ended 31 December 2014, primarily as a result of savings realised through low-cost sourcing initiatives and sourcing directly through the joint venture's sourcing office in Shanghai and an increase in the number of franchise store takeovers, offset by higher than average sales growth of certain lower margin merchandise across certain product categories, including Groceries, Candy & Chocolate, Laundry & Cleaning and Personal Care.

Employee benefits expenses

Employee benefits expenses increased by NOK 121 million, or 24.5%, from NOK 495 million for the year ended 31 December 2013 to NOK 616 million for the year ended 31 December 2014, primarily as a result of increased personnel expenses, particularly increased salary expenses, due to the Company's opening of new stores and takeover of 13 franchise stores in 2014, and performance based bonuses. Employee benefits expenses were 14.4% of total operating revenue in the year ended 31 December 2014, compared to 13.2% of total operating revenue in the year ended 31 December 2013.

Depreciation

Depreciation decreased by NOK 7 million, or 5.1%, from NOK 133 million for the year ended 31 December 2013 to NOK 126 million for the year ended 31 December 2014, primarily as a result of the Europris brand name not being depreciated. From 2014, the Europris brand name is no longer subject to depreciation as the Company has clear intentions to retain and further develop the brand name in the foreseeable future. Also, contractual rights have been fully written down in 2014 due to several franchise takeovers in recent years, and thus the annual depreciation of NOK 63 million that was incurred in 2013 and 2014 will not occur going forward.

Write-downs

The Company recognised write-downs of NOK 78 million for the year ended 31 December 2014, primarily as a result of the write-down of the carrying amount of the Company's contractual rights related to the franchise stores the Company had taken over. The Company did not recognise any write-downs in 2013.

Other operating expenses

Other operating expenses increased by NOK 31 million, or 4.7%, from NOK 648 million for the year ended 31 December 2013 to NOK 678 million for the year ended 31 December 2014, primarily as a result of an increase in rental expenses largely due to new stores and the takeover of 13 franchise stores in 2014. Transportation and distribution expenses remained relatively stable as a result of efficiency improvements while marketing expenses increased slightly despite a larger increase in net sales. Other expenses decreased primarily as a result of one-time costs in 2013 related to the implementation of the Company's "pick-by-voice" technology in its warehouses. Other operating expenses represented 15.9% of total operating revenue in the year ended 31 December 2014, compared to 17.2% of total operating revenue in the year ended 31 December 2013.

The table below sets out a breakdown of the Company's other operating expenses for the years ended 31 December 2014 and 2013.

In NOK millions	**Year ended 31 December**			
	2014 *(audited)*	**2013** *(audited)*	**% change**	**% of total operating revenue (year ended 31 December 2014)**
Rentals	298	256	16.5%	7.0%
Transport/distribution	118	118	0.1%	2.8%
Marketing	110	107	3.6%	2.6%
Other expenses	152	167	(9.3)%	3.6%
Total	**678**	**648**	**4.7%**	**15.9%**

Operating income

For the reasons described above, operating income increased by NOK 9 million, or 2.8%, from NOK 327 million for the year ended 31 December 2013 to NOK 336 million for the year ended 31 December 2014.

Total financial income

Total financial income increased by NOK 34 million, or more than four-fold, from NOK 10 million for the year ended 31 December 2013 to NOK 44 million for the year ended 31 December 2014. This increase was primarily attributable to an increase in interest income and other financial income. Interest income increased by NOK 6 million, from NOK 2 million for the year ended 31 December 2013 to NOK 8 million for the year ended 31 December 2014, primarily as a result of an increase in income on bank deposits. Other financial income increased by NOK 28 million, or more than four-fold, from NOK 8 million for the year ended 31 December 2013 to NOK 36 million for the year ended 31 December 2014, primarily as a result of unrealised gains on forward exchange contracts.

Total financial expense

Total financial expense decreased by NOK 23 million, or 11.4%, from NOK 196 million for the year ended 31 December 2013 to NOK 173 million for the year ended 31 December 2014, primarily as a result of a decrease in interest expense offset by an increase in other financial expenses. Interest expense decreased by NOK 36 million, 20.1%, from NOK 178 million for the year ended 31 December 2013 to NOK 142 million for the year ended 31 December 2014, primarily as a result of repayment of debt. Other financial expense increased by NOK 13 million, or 76.5%, from NOK 18 million for the year ended 31 December 2013 to NOK 31 million for the year ended 31 December 2014, primarily as a result of unrealised losses on interest swaps and unrealised losses on accounts payable in foreign currency.

Income tax expense

Income tax expense increased by NOK 15 million, or 36.1%, from NOK 42 million for the year ended 31 December 2013 to NOK 57 million for the year ended 31 December 2014, primarily as a result of an increase in profit before income tax. The effective tax rate was 30% for the year ended 31 December 2013, compared to 28% for the year ended 31 December 2014. In 2013, the Company made an additional provision for income tax expense related to an ongoing tax audit, which impacted the effective tax rate in 2013.

Profit for the Year

For the reasons described above, profit for the year increased by NOK 50 million, or 50.5%, from NOK 99 million for the year ended 31 December 2013 to NOK 149 million for the year ended 31 December 2014.

11.4.3 Results of operations for the year ended 31 December 2013 compared to the year ended 31 December 2012

The Company was formed on 16 November 2011 by Nordic Capital for the purpose of acquiring the parent holding company of the Europris business at the time. The acquisition of the previous parent holding company by the Company was completed on 1 April 2012. Prior to this date, the Company did not have any material assets or liabilities or conduct any operating activities other than those related to its formation and the acquisition. As such, there are no financial statements reflecting the operations of the business as now conducted by the Company before 1 April 2012. Accordingly, the audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012. As a result, the audited consolidated financial statements for the year ended 31 December 2012 are not comparable to the audited consolidated financial statements for the years ended 31 December 2014 and 2013 and period on period comparisons may not be meaningful.

Set forth below is a comparison of the Company's total operating revenue, including net sales and total other income, for the year ended 31 December 2013 compared to the year ended 31 December 2012. The financial information for the year ended 31 December 2012 as set forth in the table below is extracted from the profit and loss section in the Company's audited consolidated financial statements for the year ended 31 December 2012 (reflecting the period from 1 April 2012 through 31 December 2012) and unaudited financial information derived from the Company's accounts for the three months ended 31 March 2012 (reflecting the period from 1 January 2012 to 31 March 2013). The audited financial information (reflecting the period from 1 April 2012 through 31 December 2012) has been prepared in accordance with IFRS; the unaudited financial information for the three months ended 31 March 2012 has been prepared in accordance with NGAAP. Management believes there are no material differences between IFRS and NGAAP with respect to these line items.

Total operating revenue

The table below sets out the Company's total operating revenue for the years ended 31 December 2013 and 2012.

	Year ended 31 December		
In NOK millions	**2013** *(audited)*	**2012** *(unaudited)*	**% change**
Net sales	**3,636**	**3,332**	**9.1%**
Income from franchise fees	119	128	(7.0)%
Other income	3	4	(25.0)%
Total other income	**121**	**132**	**(8.3)%**
Total operating revenue	**3,757**	**3,464**	**8.5%**

Total operating revenue increased by NOK 293 million, or 8.5%, from NOK 3,464 million for the year ended 31 December 2012 to NOK 3,757 million for the year ended 31 December 2013, primarily as a result of an increase in net sales, which was partially offset by a decrease in income from franchise fees as a result of the takeover of 15 franchise stores in 2013.

Net sales

Net sales increased by NOK 304 million, or 9.1%, from NOK 3,332 million for the year ended 31 December 2012 to NOK 3,636 million for the year ended 31 December 2013, primarily as a result of the opening of 10 new stores in 2013, the full-year effect of 11 stores opened during 2012, the takeover of 15 franchise stores in 2013 and like-for-like growth, offset by the closure of two stores. Like-for-like growth was primarily attributable to an increase in basket size resulting from both an increase in the number of items per basket and an increase in the price of certain merchandise due to benchmarking price adjustments after a review of competitor prices. The Company experienced negative like-for-like growth in customer footfall in 2013 as a result of weakening underlying market conditions in the Norwegian retail industry, as Norwegian shopping centres experienced slower growth in 2013 as compared to prior

years according to Kvarud Analyse, a change in management and the normalisation of sales following the Company's highly successful 20th anniversary campaign in 2012. As a result of the takeover of 15 franchise stores in 2013, wholesale sales of inventory to the franchise stores were primarily negatively impacted while net sales by directly owned stores were positively impacted by these franchise takeovers.

Total other income

Total other income decreased by NOK 11 million, or 8.3%, from NOK 132 million for the year ended 31 December 2012 to NOK 121 million for the year ended 31 December 2013, primarily as a result of the decrease in income from franchise fees as a result of the Company's takeover of 15 franchise stores in 2013.

11.4.4 Non- IFRS measures: EBITDA and Adjusted EBITDA

Management uses several key financial measures, including EBITDA, EBITDA margin, Adjusted EBITDA and Adjusted EBITDA margin, to monitor and analyse the underlying performance of the Company's business and operations. None of these measures are a measure of financial performance under IFRS, nor have these measures been subject to auditor review. As these terms are defined by Management, they may not be comparable to similar terms used by other companies. Please see Section 4.3.2 "Non-IFRS financial measures" for definitions of the non-IFRS measures.

The table below sets forth EBITDA, EBITDA margin, Adjusted EBITDA and Adjusted EBITDA margin for the Company for the three months ended 31 March 2015 and 2014. For a reconciliation of EBITDA and Adjusted EBITDA to operating income, please see Section 10.7 "Selected other financial information."

	Three months ended 31 March		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**% change**
EBITDA	61	33	82.0%
EBITDA margin (%)	6.2%	3.9%	—
Adjusted EBITDA	67	33	102.0%
Adjusted EBITDA margin (%)	6.8%	3.9%	—

Adjusted EBITDA increased by NOK 34 million, or 102.0%, from NOK 33 million for the three months ended 31 March 2014 to NOK 67 million for the three months ended 31 March 2015, primarily as a result of increased net sales and fewer franchise takeovers during the three months ended 31 March 2015. For the three months ended 31 March 2015, certain other operating costs of NOK 7 million consisted of general consultant fees. The Company did not incur certain other operating costs in the three months ended 31 March 2014. Adjusted EBITDA margin increased from 3.9% in the three months ended 31 March 2014 to 6.8% in the three months ended 31 March 2015.

The table below sets forth EBITDA, EBITDA margin, Adjusted EBITDA and Adjusted EBITDA margin for the Company for the years ended 31 December 2014 and 2013. For a reconciliation of EBITDA and Adjusted EBITDA to operating income, please see Section 10.7 "Selected other financial information."

	Year ended 31 December		
In NOK millions	**2014** *(unaudited)*	**2013** *(unaudited)*	**% change**
EBITDA	540	460	17.4%
EBITDA margin (%)	12.7%	12.2%	4.1%
Adjusted EBITDA	551	465	18.5%
Adjusted EBITDA margin (%)	12.9%	12.4%	4.0%

Adjusted EBITDA increased by NOK 86 million, or 18.5%, from NOK 465 million for the year ended 31 December 2013 to NOK 551 million for the year ended 31 December 2014, primarily as a result of an increase in net sales, offset by an increase of cost of goods sold and an increase in employee benefits expenses. For the year ended 31 December 2014,

certain other operating costs of NOK 11 million consisted of NOK 4 million related to a VAT claim resulting from deductions made in relation to the acquisition of the previous parent holding company in 2012, which was paid, and NOK 7 million related to the Company's activities in performing a second stocktaking in 2014 in order to improve the process of stocktaking, making it more efficient to assess and record its inventory (stocktaking is typically performed annually). For the year ended 31 December 2013, certain other operating costs of NOK 5 million consisted of redundancy costs related to severance pay. Adjusted EBITDA margin increased from 12.4% in the year ended 31 December 2013 to 12.9% in the year ended 31 December 2014.

11.5 Liquidity and capital resources

11.5.1 Sources and uses of cash

The Company's liquidity requirements arise primarily from the requirement to fund operating expenses, working capital, capital expenditures in connection with opening of new stores and upgrade and relocation of existing stores, logistics capacity, and to service debt. As of 31 March 2015, the Company's principal sources of liquidity consisted of cash generated from operating activities and external debt, primarily, the Senior Facilities. See Section 11.5.4 "Material indebtedness."

Concurrently with the Offering, the Company will refinance the Senior Facilities with the Credit Facilities. The refinancing is subject to the closing of the Offering. See Section 11.5.4 "Material indebtedness."

The Company's ability to generate cash from operations depends on its future operating performance, which is, in turn, dependent, to some extent, on general economic, financial, competitive, market regulatory and other facts, many of which are beyond the Company's control, as well as other facts described in Section 2 "Risk Factors."

The Company primarily finances its operations and working capital needs with cash generated from operations, as well as with amounts available under its credit facilities. The Company intends to finance future planned capital expenditures from operating cash flows. See Section 11.5.2 "Cash flows" for a description of the Company's cash flow statement and Section 11.5.3 "Capital expenditure" for a description of the Company's investment activities and use of cash. Management believes that the Company's operating cash flows and borrowing capacity will be sufficient to meet its requirements and commitments for the foreseeable future. For additional information regarding the Company's liquidity and capital resources, please see the notes to the Audited Financial Statements, attached hereto as Appendix B.

11.5.2 Cash flows

The following table sets out financial information extracted from the cash flow statement relating to the Company for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012. See Section 11.5.3 "Capital expenditure" for a description of the Company's investment activities.

	Three months ended 31 March		**Year ended 31 December**		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**2014** *(audited)*	**2013** *(audited)*	**2012**[(1)] *(audited)*
Cash and cash equivalents at the beginning of the period	**245**	**293**	**293**	**285**	**0.1**
Net cash used in / generated from operating activities	(192)	(186)	296	258	389
Net cash used in investing activities	(34)	(37)	(114)	(58)	(2,141)
Net cash used in financing activities	(3)	(3)	(230)	(193)	2,037
Net decrease/increase in Cash and Cash Equivalents	(229)	(225)	(48)	7	285
Cash and cash equivalents at the end of the period	**16**	**67**	**245**	**293**	**285**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

Cash flows from operating activities. The following table provides a breakdown of the cash flow statement for cash provided by operating activities for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012.

In NOK millions	Three months ended 31 March		Year ended 31 December		
	2015 (unaudited)	2014 (unaudited)	2014 (audited)	2013 (audited)	2012[1] (audited)
Cash flows from operating activities					
Profit before income tax	**8**	**(43)**	**206**	**141**	**55**
Adjusted for:					
-Depreciation fixed assets	5	15	47	42	30
-Depreciation/Amortisation intangible assets	12	16	79	91	65
-Write-down intangible assets	—	—	78	—	—
-Gain on sale of fixed assets	—	—	0	—	4
-Changes in pension liabilities	0	—	(0.3)	(0.4)	(0.4)
-Unrealized (gain) and loss on derivatives	4	(8)	(30)	(7)	0
-Net interest expense exclusive change in fair value derivatives	26	41	161	164	177
Changes in net working capital					
-Inventory	(248)	(11)	(105)	(23)	47
-Accounts receivables and other short-term receivables	5	(11)	(28)	40	35
-Accounts payable and other short-term debt	50	(144)	74	(16)	188
Interest paid	(32)	(35)	(138)	(158)	(197)
Income tax paid	(23)	(7)	(48)	(13)	(15)
Net cash used in / generated from operating activities	**(192)**	**(186)**	**296**	**258**	**389**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

Net cash used in operating activities was NOK 192 million for the three months ended 31 March 2015, compared with NOK 186 million for the three months ended 31 March 2014. The increase in net cash used in operating activities was primarily due to an increase in income tax paid and an increase in the Company's net working capital needs. The increase in the Company's net working capital needs was higher in the three months ended 31 March 2015 compared to the three months ended 31 March 2014, largely due to an increase in inventory of NOK 248 million in the three months ended 31 March 2015 (compared to an increase of NOK 11 million in the three months ended 31 March 2014) as a result of an earlier launch of the spring and summer selling seasons, an increase in the number of stores and an increase in the cost of inventory due to currency fluctuations. Generally, investments in inventory are highest in the first and the third quarters of each year because the Company typically purchases inventory in the lead up to peak selling periods, which negatively affects net working capital during the first and third quarters. See Section 11.5.2 "— Net change in cash and cash equivalents." The increase in the Company's net working capital needs was partially offset by a decrease in accounts receivable and other short-term receivables of NOK 5 million in the three months ended 31 March 2015 (compared to an increase of NOK 11 million in the three months ended 31 March 2014) as a result of an increase in payments received from franchise stores relating to franchise fees and products purchased during the Christmas selling period in 2014. The increase in the Company's net working capital needs was also offset in part by an increase in accounts payable and other short-term debt of NOK 50 million in the three months ended 31 March 2015 (compared to a decrease of NOK 144 million in the three months ended 31 March 2014) due to a change in VAT payable relating to timing differences in sales of goods and goods purchased. In addition, there was a net unrealized loss of NOK 4 million on forward exchange contracts and interest rate swaps in the three months ended 31 March 2015 (compared to a net unrealized gain of NOK 8 million in the three months ended 31 March 2014), primarily as a result of currency fluctuations and a decrease in the value of NOK relative to USD and EUR.

Net cash generated from operating activities was NOK 296 million for the year ended 31 December 2014, compared with NOK 258 million for the year ended 31 December 2013. The increase in net cash generated from operating activities was primarily due to an increase in profit before income tax, partially offset by an increase in the Company's net working capital needs. The Company's net working capital needs were higher in 2014 compared to 2013, largely due to an increase in inventory of NOK 105 million in the year ended 31 December 2014 (compared to an increase of NOK 23 million in the year ended 31 December 2013) primarily as a result of an increase in the number of stores in the Chain. The Company's net working capital needs also increased due to an increase in accounts receivables and other short term receivables of NOK 28 million in 2014 (compared to a decrease of NOK 40 million in 2013) primarily

as a result of increased Christmas sales. The increase in the Company's net working capital needs was offset in part by an increase in accounts payable and other short-term debt of NOK 74 million in 2014 (compared to a decrease of NOK 16 million in 2013) as a result of an increase in the purchase of goods related to the Company's successful Christmas selling period in 2014. In addition, there was a net unrealized gain of NOK 30 million on forward exchange contracts and interest rate swaps in the year ended 31 December 2014 (compared to a net unrealized gain of NOK 7 million in the year ended 31 December 2013), primarily as a result of currency fluctuations and a decrease in the value of NOK relative to USD and EUR, together with a decrease in interest rates.

Net cash generated from operating activities was NOK 389 million for the year ended 31 December 2012 (reflecting the period from 1 April 2012 to 31 December 2012). Of the NOK 389 million of cash generated from operating activities, NOK 55 million was due to profit before income tax, NOK 47 million resulted from a decrease in inventory, NOK 188 million was due to an increase in accounts payable and other short-term debt related to other accrued expenses and public duties payable and NOK 35 million was due to a decrease in accounts receivables and other short-term receivables, partially offset by NOK 197 million used to pay interest on the term loans and Shareholder Loan.

The Company generally finances its working capital with cash generated from operations, and also has access to amounts available under its credit facilities. The following table shows the Company's key working capital items as % of total operating revenue.

	Year ended 31 December	
% of total operating revenue	**2014** *(unaudited)*	**2013** *(unaudited)*
Inventory	23.1%	22.1%
Trade receivables	5.4%	5.3%
Accounts payable	(11.3)%	(10.6)%
Other net working capital[1]	(6.3)%	(5.4)%
Total net working capital	**10.9%**	**11.5%**

(1) Includes other receivables, tax payable, public duties payable and short-term debt.

Cash flow from investing activities. The following table sets out the details of the cash flow statement for cash provided by investing activities for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012.

	Three months ended 31 March		Year ended 31 December		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**2014** *(audited)*	**2013** *(audited)*	**2012**[1] *(audited)*
Cash flows from investing activities					
Proceeds from sale of fixed assets	—	0.3	0.3	—	—
Purchases of fixed assets	(28)	(10)	(84)	(27)	(37)
Purchases of intangible assets	(8)	(3)	(10)	(17)	(22)
Net purchase of shares in subsidiary	0.1	(25)	(28)	(16)	(2,102)
Interest received	2	1	8	2	21
Net cash used in investing activities	**(34)**	**(37)**	**(114)**	**(58)**	**(2,141)**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

Net cash used in investing activities was NOK 34 million for the three months ended 31 March 2015, compared with NOK 37 million for the three months ended 31 March 2014. The decrease was primarily due to a decrease in the net purchase of shares in subsidiaries, offset by an increase in the purchase of both fixed and intangible assets resulting from the opening of three additional directly owned stores and the store upgrade programme. The decrease in the net purchase of shares in subsidiaries resulted from the Company's acquisition of two lower performing franchise stores during the three months ended 31 March 2015 as compared to the acquisition of 11 franchise stores during the three months ended 31 March 2014, some of which were higher performing franchise stores and thus were purchased at

higher prices than the two lower performing franchise stores purchased in the three months ended 31 March 2015. With respect to the purchase of the two lower performing franchise stores in the three months ended 31 March 2015, the Company purchased these franchise stores at no loss or gain, but received a gain of NOK 0.1 million as a result of the cash booked on the balance sheet of the franchise stores on the date that the franchise stores were taken over. This cash was booked on the date of the purchase of the franchise stores, and was thus passed on to the Company.

Net cash used in investing activities was NOK 114 million for the year ended 31 December 2014, compared with NOK 58 million for the year ended 31 December 2013. The increase of NOK 56 million was primarily the result of the upgrade/relocation of 51 directly owned stores, which required the purchase of additional and updated fixed assets for the year ended 31 December 2014 as compared to the year ended 31 December 2013.

Net cash used in investing activities was NOK 2,141 million for the year ended 31 December 2012 (reflecting the period from 1 April 2012 to 31 December 2012). Of the NOK 2,141 million of cash used in investing activities, NOK 2,102 million was used in the net purchase of shares in subsidiary related to the acquisition of the previous parent holding company by the Company on 1 April 2012.

Cash flow from financing activities. The following table sets out the details of the cash flow statement for cash provided by financing activities for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012.

	Three months ended 31 March		Year ended 31 December		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**2014** *(audited)*	**2013** *(audited)*	**2012**[1] *(audited)*
Cash flows from financing activities					
Proceeds from borrowings	—	—	—	500	1,397
Payment of shareholder loan	—	—	—	(500)	—
Repayment of debt to financial institutions	(3)	(3)	(230)	(193)	(286)
Net capital increase	—	—	0	0	925
Net cash used in financing activities	**(3)**	**(3)**	**(230)**	**(193)**	**2,037**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

The below discussion relates to financing activities of the Company during the periods when the Company had funding through the Shareholder Loan and the Senior Facilities. Concurrently with the Offering, the Company's debt under the Senior Facilities will be refinanced through the Credit Facilities, as described in Section 11.5.4 "Material Indebtedness." The Shareholder Loan will, concurrently with the Offering, be repaid with the proceeds received by the Company.

Net cash used in financing activities was NOK 3 million for the three months ended 31 March 2015, compared with NOK 3 million for the three months ended 31 March 2014. The net cash used in financing activities remained stable as a result of the Company's scheduled payments on its term loans.

Net cash used in financing activities was NOK 230 million for the year ended 31 December 2014, compared with NOK 193 million for the year ended 31 December 2013. The increase of NOK 37 million was the result of the Company's scheduled and unscheduled payments on its term loans of NOK 230 million in the year ended 31 December 2014, compared to NOK 193 million in the year ended 31 December 2013. In April 2013, the Company refinanced the Shareholder Loan and made a NOK 500 million repayment of the Shareholder Loan.

Net cash generated from financing activities was NOK 2,037 million for the year ended 31 December 2012 (reflecting the period from 1 April 2012 to 31 December 2012). Of the NOK 2,037 million of net cash generated in financing activities, NOK 1,397 million was generated from borrowings under the Company's Senior Facilities related to the acquisition of the previous parent holding company by the Company on 1 April 2012.

Net change in cash and cash equivalents. The Company holds cash in NOK. The following table sets out the details of the cash flow statement for net change in cash and cash equivalents for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012.

	Three months ended 31 March		Year ended 31 December		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**2014** *(audited)*	**2013** *(audited)*	**2012**[1] *(audited)*
Cash and cash equivalents at beginning of period	245	293	293	285	0.1
Cash and cash equivalents at end of period	16	67	245	293	285
Net change in cash and cash equivalents	**(229)**	**(225)**	**(48)**	**7**	**285**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

Net change in cash and cash equivalents was NOK (229) million for the three months ended 31 March 2015, compared with NOK (225) million for the three months ended 31 March 2014. The Company typically purchases large amounts of products and inventory in the lead up to peak selling periods and thus utilises a significant amount of cash in the first quarter and the third quarter of each year. Accordingly, the Company generally experiences negative cash and cash

equivalents in the first quarter and the third quarter of each year, as is reflected in the net change in cash and cash equivalents for the three months ended 31 March 2015 and 2014.

Net change in cash and cash equivalents was NOK (48) million for the year ended 31 December 2014, compared with NOK 7 million for the year ended 31 December 2013, primarily as a result of the upgrade/ relocation of 51 directly owned stores and unscheduled payments on term loans in the year ended 31 December 2014 as compared to the year ended 31 December 2013.

Net change in cash and cash equivalents was NOK 285 million for the year ended 31 December 2012 (reflecting the period from 1 April 2012 to 31 December 2012), primarily as a result of the exclusion of the first quarter of 2012 from the audited financial statements for the year ended 31 December 2012 due to the acquisition of the previous parent holding company and the commencement of operations of the business by the Company on 1 April 2012.

11.5.3 Capital Expenditure

The Company's capital expenditure is primarily driven by new store openings, in particular fixtures and fittings and equipment for such new stores and refurbishments, expansions and relocations of existing stores.

The table below presents the breakdown of the Company's capital expenditure for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012.

	Three months ended 31 March		**Year ended 31 December**		
In NOK millions	**2015** *(unaudited)*	**2014** *(unaudited)*	**2014** *(unaudited)*	**2013** *(unaudited)*	**2012** *(unaudited)*
Maintenance capital expenditure	9	3	23	13	30
Expansion capital expenditure	27	10	71	39	30
Total	**36**	**13**	**94**	**52**	**60**

The Company's total capital expenditure was NOK 36 million, NOK 13 million, NOK 94 million, NOK 52 million and NOK 60 million for the three months ended 31 March 2015 and 2014 and the years ended 31 December 2014, 2013 and 2012, respectively. Expansion capital expenditure includes capital expenditure related to the new store rollout programme, the store upgrade programme and refurbishments and relocations. Maintenance capital expenditure includes equipment purchases, information technology infrastructure and general maintenance. Over the periods under review, expansion capital expenditure comprised the majority of the Company's total capital expenditure, primarily as a result of the Company's consistent investment in opening new stores, and for the period from 1 January 2012 through 31 December 2014, the Company's average capital expenditure per new store was NOK 1.7 million.

Capital expenditure increased by NOK 42 million, or 80%, from NOK 52 million for the year ended 31 December 2013 to NOK 94 million for the year ended 31 December 2014, primarily due to an increase in the Company's expansion capital expenditure resulting from its store rollout programme and the launch of the store upgrade programme. For the year ended 31 December 2014, the Company incurred capital expenditures of NOK 15 million for its store rollout program, with an average capital expenditure of NOK 1.7 million per new store (see Appendix H for details of the new stores). For the year ended 31 December 2014, the Company incurred capital expenditures of NOK 36 million for its upgrade program, with an average capital expenditure of NOK 0.7 million per refurbished store (see Appendix H for details of the refurbished stores), and incurred capital expenditures of NOK 8 million related to store relocations. In addition, the Company's capital expenditure in 2014 included amounts relating to projects in 2013 for which the Company was invoiced in 2014.

Capital expenditure decreased by NOK 8 million, or 13%, from NOK 60 million for the year ended 31 December 2012 to NOK 52 million for the year ended 31 December 2013, primarily due to a decrease in the Company's maintenance capital expenditure resulting from fewer equipment purchases and lower general maintenance expenses, offset by an increase in expansion capital expenditure due to an increase in the number of new stores opened as compared to the prior year and the Company financing NOK 8 million of certain capital expenditures through financial leases.

For the year ending 31 December 2015, the Company's total capital expenditure is estimated to include 10 net new stores in Norway, the takeover of three to five franchise stores, the upgrade of approximately 60 directly owned

stores, the upgrade of approximately five franchise stores and general maintenance expenditure and IT equipment. For the year ending 31 December 2015, Management estimates that total capital expenditure will be approximately NOK 130 million, of which NOK 60 million is estimated to be for refurbishments and relocations. Management estimates that over the medium-term the Company's maintenance capital expenditure will be approximately NOK 30 million per year.

In carrying out the Company's capital expenditure plans for 2015, the Company has entered into certain lease agreements to open new stores, some of which are subject to further regulatory approval by local authorities, and has engaged service providers with respect to the stores to be upgraded pursuant to its store upgrade programme. The Company intends to finance future planned capital expenditures from operating cash flows.

11.5.4 Material indebtedness

Financing arrangements in place before the Offering

Europris ASA, Europris Holding AS and certain subsidiaries of Europris ASA have entered into a senior facilities agreement originally dated as of 26 March 2012 (as amended and restated by an amendment and restatement agreement dated 5 April 2013, and together with the ancillary facilities thereunder, the "**Senior Facilities**") with, among others, DNB Bank ASA and Nordea Bank Norge ASA as mandated lead arrangers and bookrunners and DNB Bank ASA as security agent and agent. The Senior Facilities are comprised of a term loan facility, revolving credit facility and capital expenditure facility. As described below, the Company will refinance the Senior Facilities, subject to completion of the Offering and the Shares being traded unconditionally on the Oslo Stock Exchange.

The Senior Facilities contain a mandatory prepayment clause which, inter alia, will be triggered five days after the first day of trading of the Shares on the Oslo Stock Exchange (as further set out in the Senior Facilities).

The Senior Facilities also contain customary events of default provisions (subject in certain cases to agreed grace periods, financial thresholds and other qualifications) including with respect to non-payment of amounts due under the Senior Facilities, breach of the financial covenants or other undertakings, misrepresentation, cross default and certain insolvency events.

Europris AS has entered into a guarantee facility agreement and an overdraft facility agreement (comprising a total available amount of NOK 225 million, the "**Working Capital Facilities**") with DNB Bank ASA, as ancillary facilities under the Senior Facilities and they will remain in place as ancillary facilities under the Credit Facilities (as defined below) after the Offering. Following the Offering, (i) the financial covenant provided for under the Credit Facilities (as defined below) will apply also to the Working Capital Facilities, (ii) the term of the Working Capital Facilities will be the termination date of the Revolving Facility (as defined below) and (iii) the overdraft charges on the overdraft facility will be similar to the interest on the Revolving Facility (as defined below).

As of 31 March 2015, the Company's interest-bearing loans and borrowings under the Senior Facilities (term loan facility, revolving credit facility and capital expenditure facility) were as follows:

In NOK millions

Term loan facility	1,621
Capital expenditure facility	0
Total	**1,621**

Financing arrangements entered into before the Offering but with drawdowns after the Offering

Concurrently with the Offering, the Company will refinance the Senior Facilities with the Credit Facilities. The utilisation under the Credit Facilities will be subject to closing of the Offering and Unconditional Trading.

On 15 May 2015 the Company, Europris Holding AS and Europris AS, as borrowers and guarantors and Skandinaviska Enskilda Banken AB (publ) as original lender, mandated lead arranger, bookrunner and agent, entered into a NOK 2,100 million Multicurrency Term, Revolving and Ancillary Facilities Agreement (the "**Credit Facilities**"), and on 29 May 2015, DNB Bank ASA acceded to the Credit Facilities as mandated lead arranger and lender.

The Credit Facilities comprise:

(i) a NOK 1,650 million multicurrency term loan facility (the "**Term Facility**") with termination date on 15 May 2020, for the purposes of refinancing the Senior Facilities and general corporate purposes; and

(ii) a NOK 450 million multicurrency revolving credit facility (the "**Revolving Facility**") with termination date on 15 May 2020 for general corporate purposes, including capital expenditures and acquisitions. Up to NOK 350 million of the Revolving Facility may be drawn upon as ancillary facilities with one or several of the lenders under the Credit Facilities by way of overdraft facilities, guarantees facilities and letters of credit facilities.

The Credit Facilities include a financial covenant relating to the Company's leverage ratio, i.e. total net debt to adjusted EBITDA, which provides that the Company's leverage ratio shall not be higher than 3.86x starting as of 30 September 2015 (decreasing over time to 3.25x from 2019). The margin payable under the Credit Facilities is adjusted upwards or downwards based on the leverage ratio, which is measured quarterly. The interest under the Credit Facilities is floating as it is based on the relevant interbank offering rate plus the margin. In addition, a commitment fee is payable on the unused portion of the Credit Facilities.

The Credit Facilities include a change of control provision pursuant to which, inter alia, a lender will (if, after a period of up to 30 days, negotiations between a lender and the Company concerning the continuance of the facilities have failed) have the right to declare the commitment of that lender, immediately due and payable, if (i) the Company ceases to be a public company listed on the Oslo Stock Exchange or (ii) any person or group of persons (other than NC Europris Holding) acting in concert gains control of the Company (as further described in the Credit Facilities).

The Company may repay the Credit Facilities at an earlier date than the termination date (15 May 2020) without any premium or penalty, except for break costs in the event of prepayment in the middle of an interest period.

The Credit Facilities contain customary events of default provisions (subject in certain cases to agreed grace periods, financial thresholds and other qualifications) including with respect to non-payment of amounts due under the Credit Facilities, breach of the financial covenant or other undertakings, misrepresentation, cross default and certain insolvency events.

The Term Facility is structured as a bullet loan, without any mandatory repayment before termination on 15 May 2020. The following estimated interest cost for the Term Facility is based on a 2% NIBOR on average for the term of the loan:

In NOK millions	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**
Estimated interest[(1) (2)]	25	48	48	48	48	22

(1) Assumptions: The Offering and Listing is completed
The Term Facility is fully utilised
The NIBOR is 2% on average for the term of the loan
No repayment of principle in the period
Transaction fees are not included

The Company has not made any estimation of interests on the Revolving Facility or the Working Capital Facilities (as described) above; as such estimates must be based on several assumptions not currently known to the Company. The interest under the Revolving Facility is 0.10% lower than for the Term Loan.

Interest payable under the Credit facilities is expected to be serviced by use of available working capital.

Drawing of funds under the Credit Facilities is subject to satisfaction of customary conditions precedent, all of which are expected to be satisfied prior to the first day of trading on an "if sold/if issued" basis, so that funds will be available for drawing under the Credit Facilities at the third day of trading in the Shares on the Oslo Stock Exchange provided that there is no event of default or breach of the repeating representations of the Credit Facilities prior to such time, and that the Company submits a prepayment and cancellation notice to DNB Bank ASA regarding the Senior Facilities following the time of Unconditional Trading.

11.6 Contractual cash obligations and other commitments

11.6.1 Operating lease payments

The Company has offices, shops and warehouses under operating leases in Norway. The following table sets out the Company's future commitments of lease payments based on a standard rental period, with minimum payments (i.e. fixed rental costs excluding additional lease payments calculated based on revenue) (1) within one year, (2) one to five years and (3) after five years, as of 31 December 2014.

In NOK millions	**2014** *(unaudited)*
Minimum payment next year	245
Minimum payments 1-5 years	942
Minimum payments after 5 years	271

Further, the Company has entered into certain operational lease agreements related to fixtures, which amounted to NOK 10 million as of 31 December 2014.

11.6.2 Capital lease payments

The Company has financial leasing agreements that relate to the store and warehouse data systems in the amount of NOK 15 million as of 31 December 2014 and NOK 13 million as of 31 March 2015.

11.7 Off-balance sheet arrangements

The Company's off-balance sheet arrangements as of 31 December 2014 were as follow:

	As of 31 December		
In NOK millions	**2014** *(unaudited)*	**2013** *(unaudited)*	**2012** *(unaudited)*
Supplier guarantees[1]	11	7	4
Bank guarantees[2]	26	22	23
Parent company guarantees[3]	137	134	125
Total	**174**	**162**	**152**

(1) Supplier guarantees include guarantees for various suppliers.
(2) Bank guarantees include guarantees for franchisee's bank overdrafts.
(3) Parent company guarantees include guarantees on store lease agreements.

11.8 Financial risk management

The Company is exposed to various market risks, including currency exchange risk, interest rate risk, credit risk and liquidity risk. For additional information related to the risks, please see Note 2 to the Audited Financial Statements. The goal of the Company's risk management programme is to minimise potential adverse financial performance effects of these risks which result from unpredictable changes in capital markets. The Company uses financial derivatives to hedge against certain risks.

The Company's financial risk management programme is carried out by its central treasury department under policies approved by the Board of Directors. The treasury department identifies, evaluates, hedges and reports financial risks in co-operation with the various operating units within the Company. The Board of Directors approves the principles of overall risk management as well as policies covering specific areas, such as currency exchange risk, interest rate risk, the use of financial derivatives and liquidity management.

Currency exchange risk

The Company is exposed to transaction foreign currency risk arising from the exchange rate fluctuations on its purchases from suppliers outside Norway, which are predominately denominated in USD and EUR. In order to manage foreign currency risk exposure, the Company aims to achieve predictable cash outflows in NOK by using forward contracts as a hedging strategy for its exposure to USD and EUR. The hedging strategy is based upon an assessment of the possibilities and estimated time period required to adjust the business to changes in foreign exchange rates.

If NOK had strengthened/weakened by 1% against USD (with all other variables constant), the Company's post-tax profit for the year would have increased/decreased by NOK 5 million, NOK 4 million and NOK 3 million for the years ended 31 December 2014, 2013 and 2012, respectively.

If NOK had strengthened/weakened by 1% against EUR (with all other variables constant), the Company's post-tax profit for the year would have increased/decreased by NOK 2 million, NOK 1 million and NOK 0.8 million the years ended 31 December 2014, 2013 and 2012, respectively.

Fluctuations in currency exchange rates, particularly exchange rates between NOK, USD and EUR, have had and are likely to continue to have an impact on Europris' results of operations. See Section 11.2.7 "Foreign currency exposure."

Interest rate risk

The Company's interest rate risk mainly arises from its non-current borrowings. See Section 11.5.4 "Material indebtedness."

The Company has used derivatives to adjust the interest rate exposure under the Senior Facilities. As of 31 December 2014, the Company had entered into interest swap agreements with a total nominal principal amount of NOK 1,208 million. These interest swap agreements will expire upon the refinancing of the Senior Facilities. The Company is not obliged to enter into new interest swap agreements under the Credit Facilities and no new interest swap agreement has been entered into. Management expects that the refinancing of the Senior Facilities with the Credit Facilities will decrease the Company's interest rates and interest expenses.

If the interest rate of the Company's borrowings had increased/decreased by 1% at year end 2014 with all other variables held constant, the post-tax profit for the year would decrease/increase by NOK 4 million, NOK 4 million and NOK 8 million for each of the years ended 31 December 2014, 2013 and 2012, respectively. The profit changes reflected above would have had the same effect on the Company's equity.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its payment obligations when due. The purpose of liquidity management is to ensure that the Company has sufficient cash and cash equivalents to meet operational commitments and to maintain sufficient flexibility to meet unused credit facility requirements without breaching financial covenants.

The Company's funding policy is to fund all operations with cash flow from operating activities. See Section 11.5 "Liquidity and capital resources" for further details regarding the Company's liquidity and capital resources.

Credit risk

The Company has limited exposure to credit risk as the majority of the Company's sales transactions with customers are settled by cash or debit cards. However, a small share of the Company's revenue is from franchise agreements where each franchisee is granted credit. The Company monitors its franchisees closely to mitigate the credit risk.

11.9 Critical accounting policies and estimates

The Company's significant accounting policies are summarised in Note 3 to the Audited Financial Statements, attached hereto as Appendix B. Summarised below are those accounting policies that require Management to apply judgements which Management believes to have the most significant effect on the amounts recognised in the Audited Financial Statements.

Future events and changes in operating parameters may make it necessary to change estimates and assumptions. New interpretations of standards may result in changes in the principles chosen and presentation. Such changes will be recognised in the Audited Financial Statements when new estimates are prepared and whenever new requirements with regard to presentation are introduced.

11.9.1 Estimated impairment of goodwill and trademarks

The Company's goodwill is comprised of a number of elements which individually cannot be quantified. The significant aspect of goodwill is the Company's well-positioned business and established reputation in the market. In addition, the

Company's skilled workforce, and supplier and customers relations (non-contractual) are important elements of goodwill.

The Company tests for impairment of goodwill and trademarks annually. The recoverable amount of cash-generating units is based on the value-in-use calculation. These calculations require estimates.

11.9.2 Estimated impairment of contractual rights

Contractual rights were written down to nil at 31 December 2014.

11.9.3 Provision for obsolence

The Company makes provisions for impairment. These provisions are estimate-based and require in-depth knowledge about goods and market.

11.9.4 Judgments in applying the Company's accounting principles

IFRS 10 requires entities to consolidate entities that it controls. The standard provides extended guidance to determine whether control is present. Franchising is explicitly mentioned in the standard. The Company's assessment is that the franchisor does not have control over its franchisee but only the rights designed to protect the franchise brand. Based on this, the Company has not consolidated franchisees.

11.10 Recent developments

Since 31 March 2015, the Company has continued to trade well and consistent with recent trends.

Concurrently with the Offering, the Company will refinance the Senior Facilities with the Credit Facilities. The utilisation under the Credit Facilities will be subject to closing of the Offering, as further described in Section 11.5.4 "Material indebtedness." As a result of refinancing its external bank debt with lower interest rates than its prior outstanding debt, the Company expects that its interest expense going forward will be significantly reduced compared to the periods under review as further described in Section 11.2.5 "Impact of changes to the Company's capital structure." In addition, the Company has resolved to redeem the Preference Shares and repay the Shareholder Loan in conjunction with the Listing, by using proceeds from the Primary Offering. See Section 9 "Capitalisation and Indebtedness", Section 11.5.4 "Material indebtedness" and Section 15.3 "Share capital and share capital history."

Other than the above, there have been no significant changes in the financial or trading position of the Company since the date of the Interim Financial Statements as of, and for the three months ended 31 March 2015, which has been included in this Prospectus as Appendix C.

Long-term Objectives

The Company aims to open 10 net new stores in 2015 and approximately eight net new stores per year thereafter over the near to medium-term, with a long-term target of 270 or more stores in Norway by the end of 2020. The Company estimates that it will take over three to five franchise stores in 2015 and approximately four franchise stores per year thereafter over the near to medium-term. The Company aims to upgrade approximately 60 directly owned stores and approximately five franchise stores in 2015.

The Company's leverage policy is to operate the business with moderate financial leverage and maintain an efficient balance sheet.

Management expects that the Company's profitability will benefit from operational leverage over the medium- to long-term as revenue growth is expected to outpace growth in fixed costs.

For the year ended 31 December 2015, the Company targets like-for-like growth in Chain sales to be in the mid-single digits. The Company estimates capital expenditures for 2015 to be approximately NOK 130 million, of which approximately NOK 60 million relates to relocations and refurbishments.

For the long term, the Company is targeting like-for-like growth in Chain sales to be in the mid-single digits and gross margins to remain stable. Annual maintenance capital expenditure is estimated to be approximately NOK 30 million and expansion capital expenditure per new store to be approximately NOK 2 million.

Certain of the statements in the section above constitute forward-looking statements, which are based on numerous assumptions and estimates which are subject to risks and uncertainties outside of the Company's control and which

may cause such forward-looking statements not to materialise. The long-term objectives set forth above are goals, and not guarantees of future performance, and actual results could differ materially. Please see Section 4.2 “Forward-looking statements” and Section 2 “Risk Factors.”

12 BOARD OF DIRECTORS, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

12.1 Introduction

The General Meeting is the highest authority of Europris ASA. All shareholders in Europris ASA are entitled to attend and vote at General Meetings of Europris ASA and to table draft resolutions for items to be included on the agenda for a General Meeting.

The overall management of the Company is vested in the Board of Directors and the Management. In accordance with Norwegian law, the Board of Directors is responsible for, among other things, supervising the general and day-to-day management of the Company's business ensuring proper organisation, preparing plans and budgets for its activities ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The Board of Directors has two sub-committees: an audit committee and a remuneration committee. In addition, the Articles of Association provide for a nomination committee.

The Management is responsible for the day-to-day management of the Company's operations in accordance with Norwegian law and instructions set out by the Board of Directors. Among other responsibilities, the Company's chief executive officer, or CEO, is responsible for keeping the Company's accounts in accordance with prevailing Norwegian legislation and regulations and for managing the Company's assets in a responsible manner. In addition, the CEO must according to Norwegian law brief the Board of Directors about the Company's activities, financial position and operating results at a minimum of one time per month.

12.2 Board of Directors

12.2.1 Overview of the Board of Directors

The Articles of Association provide that the Board of Directors shall consist of a minimum of 3 and maximum of 10 Board Members, pursuant to the General Meeting's further resolution. The chairman of the Board of Directors is elected by the General Meeting. The names and positions and current term of office of the Board Members as at the date of this Prospectus are set out in the table below.

Name	Position	Served since	Term expires
Tom Vidar Rygh	Chairman	2012(1)	2017
Carl Christian Westin Jansson	Board member	2012(1)	2017
Michael Haaning	Board member	2012(2)	2017
Hege Bømark	Board member	2015	2017
Anne Carine Tanum	Board member	2015	2017
Bente Sollid Storehaug	Board member	2015	2017
Martin Bjørklund	Deputy board member	2012(1)	2017

(1) Served since 2012 in Europris AS and in Europris ASA since 2015
(2) Served since 2012 in Europris AS and in Europris ASA since 2014

The composition of the Board of Directors is in compliance with the independence requirements of the Corporate Governance Code (as defined below), meaning that (i) the majority of the shareholder elected members of the Board of Directors is independent of the Company's executive management and material business contacts, (ii) at least two of the shareholder elected Board Members are independent of the Europris ASA's main shareholders (shareholders holding more than 10% of the Shares), and (iii) no member of the Management serves on the Board of Directors.

Europris ASA's registered business address, Hialmar Bjørges vei 105, N-1604 Fredrikstad, Norway, serves as c/o address for the Board Members in relation to their directorship of the Company.

12.2.2 Brief biographies of the Board Members

Set out below are brief biographies of the Board Members, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a Board Member is or has been a member of the administrative management or supervisory bodies or partner in the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Tom Vidar Rygh, ***Chairman***

Chairman of the board of directors, Tom Vidar Rygh, is engaged as an advisor to the Nordic Capital Funds. Mr. Rygh holds an MSc in Business Administration from the Norwegian School of Economics and Business Administration.

Mr. Rygh has held various leading executive positions within industrial and financial companies, among them Executiver Vice President of Orkla ASA, CEO of SEB Enskilda and Partner/CEO of NC Advisory AS – advisor to the Nordic Capital Funds.

Mr Rygh has served as Chairman and director of several companies in a number of sectors, including inter alia Telenor ASA, Oslo Stock Exchange, Carlsberg Breweries A/S, Storebrand ASA, Aktiv Kapital ASA, Eniro AB, Netcom ASA, Helly Hansen ASA, Dyno ASA, Industrikapital Ltd, Actinor Shipping ASA, Borregaard Forests AS, Holberg Inc, Orkla Eiendom AS, Telia Overseas AB and Baltic Beverage Holding AB. He has also served as advisor to a number of prominent investment groups such as TPG and John Fredriksen group.

Current directorships and senior management positions ...	Mamatoto AS (COB) Retiro AS (COB) Steinerud AS (COB) Øvre Langgate 50 AS (COB) Hexagon ASA (BM) Cstick Media AS (BM) Nordic Innovation Partner AS (BM) Tree Farm S Sudan (AS)
Previous directorships and senior management positions last five years	Saferoad AS (COB) Master Marine AS (COB) NC Advisory AS (CEO)

Carl Christian Westin Jansson, **Board member**

Carl Christian Westin Jansson is chairman of the board of directors of Apoteket AB, Vivoline Medical AB, Min Doktor International AB, and board member of KappAhl AB, Wynd it, inc., Carl Westin AB, Fata Morgana AB, Blue Water Systems AB and Jäger & Jansson Galleri AB.

Previously Mr Westin Jansson has held positions as a director and chairman of Enzymatica AB, KappAhl AB and Svensk Handel. Mr Westin Jansson has also been an independent director of Svenskt Näringsliv, Bong AB, Ellos AB and a number of minor or subsidiary companies.

Mr Westin Jansson holds a doctorate of economics h.c. at the University of Lund (2010) where he in 1971 received both his graduate and undergraduate degree.

Current directorships and senior management positions ...	Apoteket AB (COB) Vivoline Medical AB (COB) MD International AB (COB) KappAhl AB (BM) Wynd it, inc. (BM) Carl Westin AB (BM) Fata Morgana AB (BM) Blue Water System AB (BM) Jäger & Jansson Galleri AB (BM)
Previous directorships and senior management positions last five years	Enzymatica AB (COB) Svensk Handel (COB) KappAhl AB (COB) Svenskt Näringsliv (BM) Bong AB (BM) Ellos AB (BM) KappAhl AB (CEO)

Michael Haaning, **Board member**

Member of the board of directors, Michael Haaning, is a Partner in NC Advisory A/S – advisor to the Nordic Capital Funds, which he joined in September 2002. Mr Haaning holds a BSc in Business Administration and Commercial Law and a M.Sc. in Finance and Accounting from Copenhagen Business School. From 2000 to 2002, Mr Haaning worked in the Investment Banking Division at Morgan Stanley in London. Mr Haaning has also served as a Captain in the Danish Air Force.

Current directorships and senior management positions ...	Sportmaster (COB) Tokmanni (BM) Gina Tricot (BM)
Previous directorships and senior management positions last five years ...	Nemlig.com (COB) Kompan (BM) EG (BM) NC Telecom Holding (BM)

Hege Bømark**, Board member**

Member of the board of directors, Hege Bømark, is a board member of Union Eiendomsinvest Norge AS, AF-Gruppen ASA, OBOS-banken AS and the institute for eating disorders respectively.

Mrs Bømark has also been a board member of Oslo Areal ASA, Norgani Hotels ASA, BWG-Homes ASA, Norwegian Property ASA and Fornebu Utvikling ASA respectively, all of which are or have been listed companies. Prior to becoming a fulltime professional board member, Mrs Bømark held positions as project broker in AS Eiendomsutvikling, financial analyst in Fearnley Finans (Fondsmegling) AS and financial analyst in Orkla Finans AS.

Mrs Bømark holds a MSc in Business Administration from the Norwegian School of Economics and Business Administration.

Current directorships and senior management positions ...	AF-Gruppen ASA (BM) OBOS-banken AS (BM) Institute for eating disorders (BM) UNION Eiendomsinvest Norge AS (BM)
Previous directorships and senior management positions last five years ...	Oslo Areal ASA (BM) Norgani Hotels ASA (BM) Norwegian Property ASA (BM) Fornebu Utvikling ASA (BM) BWG-Homes ASA (BM)

Anne Carine Tanum**, Board member**

Member of the board of directors, Anne Carine Tanum, is a chairman of the board of directors in DNB ASA, DNB Bank ASA, Kilden IKS, Nordisk Film Kino AS, E-Co Energi Holding AS and E-Co Energi AS respectively, deputy chairman of the board of directors of Oslo Universitetssykehus HF and Henie Onstad Kunstsenter, and a board member of Cappelen Damm AS, Try AS and IRIS respectively.

Mrs Tanum has also been chairman and deputy chairman of the board of directors of NRK and Den Norske Opera respectively.

In addition, Mrs Tanum was the CEO and owner of Tanum AS for many years.

Mrs Tanum holds a Master of Law (cand. jur.) from the University of Oslo.

Current directorships and senior management positions ...	Tanum Holding AS (COB) Den Norske Opera og Ballet AS (COB) (The Norwegian National Opera & Ballet) DNB ASA (COB) DNB Bank ASA (COB) Kilden TKS IKS (COB) Oslo Kino AS (COB) E-Co Energi Holding AS (COB) E-Co Energi AS (COB) Oslo Universitetssykehus HF (DCOB) Henie Onstad Kunstsenter (DCOB) Cappelen Damm Holding AS (BM) Try AS (BM) IRIS (BM) Ancata AS (COB) International Research Institute of Stavanger AS (BM)
Previous directorships and senior management positions last five years ...	NRK (COB) Den Norske Opera og Ballet AS (DCOB) Tanum Holding AS (CEO) Stiftelsen Litteraturhuset (COB)

Bente Sollid Storehaug**, Board member**

Member of the board of directors, Bente Sollid Storehaug, is a professional board member with experience from more than 30 different companies, including inter alia Polaris Media ASA, DnB Kapitalforvaltning ASA, PSI Group ASA and Captura ASA.

In addition, Mrs Sollid Storehaug has been the CEO of 5 different companies, established more than 10 companies and received several awards and recognitions for her work.

Mrs Sollid Storehaug holds a Bachelor in Political Science from Molde University, has completed executive studies at BI Norwegian Business School and is a certified communication consultant.

Current directorships and senior management positions ...	Dot Global AS (COB) EnerWe AS (COB) Bastin AS (COB) Polaris Media ASA (BM) Cxense ASA (BM) Eika Alliansen (BM) ESV Dinamo AS (CEO)
Previous directorships and senior management positions last five years ...	Dot Global AS (COB) EnerWe AS (COB) Bastin AS (COB) Polaris Media ASA (BM) Cxense ASA (BM) Eika Alliansen (BM) DnB Kapitalforvaltning ASA (BM) ESV Dinamo AS (CEO) Dinamo AS (Chief Digital Officer) Bastin AS (CEO) Captura ASA (BM)

Martin Bjørklund**, Deputy board member**

Deputy board member Martin Bjørklund is an Investment Manager in NC Advisory AS – advisor to the Nordic Capital Funds, which he joined in August 2011. Martin holds a BSc in Management from the London School of Economics. From 2007 to 2011, Mr Bjørklund worked for Stamford Partners in London and prior to that, he worked in the Investment Banking Division of Credit Suisse First Boston in London for two years.

Current directorships and senior management positions ...	*AniCura MC AB (BM)* *Nemora AS (COB)*
Previous directorships and senior management positions last five years ...	*None.*

12.2.3 Shares held by Board Members

As of 5 June 2015, the Board Members have the following shareholdings in Europris ASA:

Name[1]	Position	No. of Ordinary Shares	No. of Preference Shares[2]
Tom Vidar Rygh	Chairman	800,000	0
Carl Christian Westin Jansson	Board member	256,180	297,668
Michael Haaning	Board member	0	0
Hege Bømark	Board member	0	0
Anne Carine Tanum	Board member	0	0
Bente Sollid Storehaug	Board member	0	0
Martin Bjørklund	Deputy board member	0	0

(1) Including shares held through companies controlled by the respective Board Member.

(2) Preference Shares (as defined in Section 15.3) are to be redeemed, see Section 15.3.

As of the date of this Prospectus, none of the Board Members holds any options for Shares.

12.2.4 Employee representation/corporate assembly

Pursuant to Norwegian company law, in companies with more than 30 employees, the majority of the employees can demand that the employees are represented on the board of directors. Additionally, companies with more than 200 employees are required to have a corporate assembly unless the company has agreed with the majority of the employees or unions representing more than 2/3 of the employees to have increased employee representation instead.

While there is not any requirement to have any employee representation in Europris ASA, each of Europris AS and Europris Butikkdrift AS have more than 200 employees, meaning that these entities are required to have a corporate assembly unless it has been validly agreed to have increased board representation instead. Europris AS and Europris Butikkdrift AS have not entered into an agreement with the employees that meets the legal requirements, but Europris AS has three employee representatives on its board of directors. Europris has a good and constructive relationship and dialogue with the employee representatives, as well as with its employees in general.

The Company intends to establish appropriate board representation in each of Europris AS, Europris Butikkdrift AS and the Company following the Listing. The employees of Europris AS and Europris Butikkdrift AS may, subject to satisfaction of certain conditions, require that a corporate assembly or appropriate board representation is established in the Company.

12.3 Management

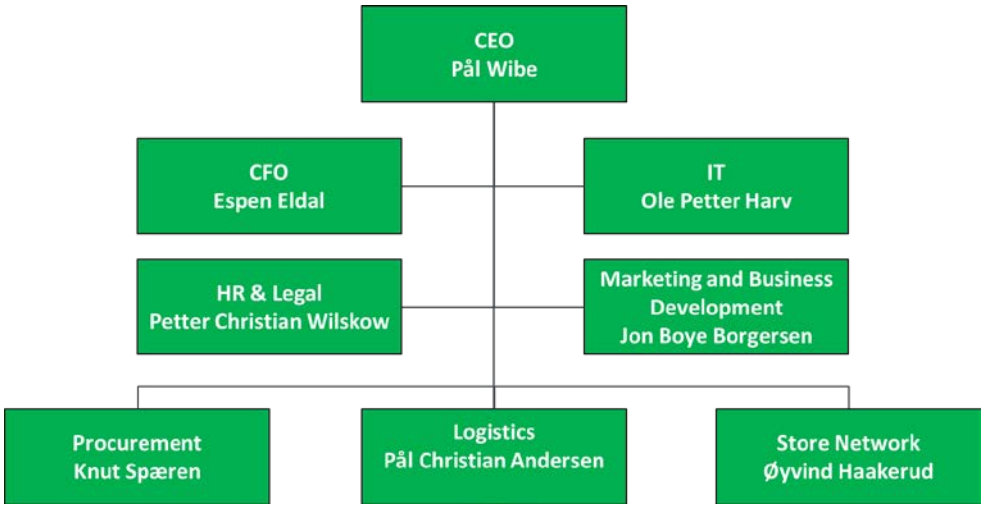
12.3.1 Overview

The Management team consists of eight individuals. The names of the members of the Management as at the date of this Prospectus, and their respective positions, are presented in the table below:

Name	Current position within the Company	Employed with the Company since
Pål Wibe	Chief Executive Officer	2014
Espen Eldal	Chief Financial Officer	2014
Knut Spæren	Procurement Director	2011
Jon Boye Borgersen	Marketing & Business Development Director	2005
Pål Christian Andersen	Logistics Director	2013
Ole Petter Harv	IT Director	2014
Petter Christian Wilskow	HR & Legal Director	2006
Øyvind Haakerud	Store Network Director	2014

The Company's registered business address, Hialmar Bjørges vei 105, N-1604 Fredrikstad, Norway, serves as the business address for the members of the Management in relation to their employment with the Company.

The following chart sets out the Management's organisational structure:



12.3.2 Brief biographies of the members of the Management

Set out below are brief biographies of the members of the Management, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the Management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Pål Wibe**, Chief Executive Officer**

Pål Wibe has been the Chief Executive Officer of Europris since March 2014. Prior to his appointment as CEO of Europris, he served as CEO of Nille AS for nearly seven years and CEO of Travel Retail Norway AS for two years. Prior to this, Mr Wibe held various executive positions in ICA Ahold AB for six years and worked five years in McKinsey & co. Mr Wibe holds a Master of Business and Administration (Nw. Siviløkonom) from the Norwegian School of Business and Administration (NHH) and a MBA from the University of California at Berkeley. Mr Wibe is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... Nordkronen AS (CM), Nordkronen II AS (CM) and Espresso House (BM).
Previous directorships and senior management positions
last five years ..... Nipa Holding AS (Nille) (CEO).

Espen Eldal**, Chief Financial Officer**

Espen Eldal has been the Chief Financial Officer of Europris since 2014. Prior to his appointment as CFO of Europris, he served as managing director of Berendsen Tekstil Service AS, and Sales & Marketing Director and Finance Manager of PartnerTech, Norway. Prior to this, Mr Eldal worked as a Finance Manager in Travel Retail Norway, prior to which he held various executive positions in Gate Gourmet both in Scandinavia and in Switzerland. Mr Eldal holds a Bachelor in Finance and Administration from Oslo University College, is a certified auditor and has completed the Officers' Training School. Mr Eldal is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... None.
Previous directorships and senior management positions
last five years ..... Berendsen Tekstil Service AS (Country Manager)

Knut Spæren**, Procurement Director**

Knut Spæren has been the Purchasing Director/CPO of Europris since April 2011. Prior to his appointment as CPO of Europris, Mr Spæren served as Regional Merchandising Director of CE Nordic Region and as Purchasing Director of ATG (Andvord Tybring-Gjedde), prior to which he worked in Hakon Gruppen/ICA for 13 years holding several key positions. Mr Spæren holds a degree in sale and marketing from Gjerdes College. Mr Spæren is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... None.
Previous directorships and senior management positions
last five years ..... Staples Nordic AS (Regional Merchandising Director)

Jon Boye Borgersen**, Marketing & Business Development Director**

Jon Boye Borgersen has been the Marketing & Business Development Director of Europris since 2012. Mr Borgersen joined Europris in 2005, and held several executive positions prior to his appointment as Marketing & Business Development Director. Prior to joining Europris, Mr Borgersen worked in Brynhild Salg AS in 14 years, the last three of which as managing director. Mr Borgersen holds a Master of General Business from BI Norwegian Business School and has completed the Officers' School of Engineering. Mr Borgersen is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... None.
Previous directorships and senior management positions
last five years ..... None.

Pål Christian Andersen**, Logistics Director**

Pål Christian Andersen has been the Logistic Director of Europris since 2013. Prior to his appointment as LD of Europris, Mr Andersen served as Chief Operations Officer with Projectiondesign AS / Barco NV from 2010 to 2013, as Vice President Supply Chain with Helly Hansen AS from 2001 to 2010, and has prior to 2001 held several positions related to logistic management; including with InFocus ASA, Unitor and Linjegods AS. Mr Andersen holds a degree in IT, Marketing economy, Business degree in economics, a three year college degree in business and administration, and has completed the Supply Chain Management Programme, Insead (Fontainebleau). Mr Andersen is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... None
Previous directorships and senior management positions
last five years ..... Logistikforeningen.no (2009-2012) (BM)
Projectiondesign AS/Barco NV (COO)
Helly Hansen AS (VP)

Ole Petter Harv**, IT Director**

Ole Petter Harv has been the IT Director/CIO of Europris since April 2014. Prior to his appointment as CIO of Europris, Mr Harv served as CIO of the Skeidar Living Group and as the CIO Sport1 Gruppen. Prior to this, Mr Harv worked in Hakon Gruppen/ICA for 13 years where he held various positions. Mr Harv holds a degree in computer science from NKI School of engineering. Mr Harv is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... None.
Previous directorships and senior management positions
last five years ..... Skeidar Living Group (CIO) and Sport1 Gruppen (CIO).

Petter Christian Wilskow**, HR & Legal Director**

Petter Christian Wilskow has been the HR & Legal Director of Europris since 2006. Prior to his appointment as HR and Legal Director of Europris, Mr Wilskow served as legal director and legal counsel in M. Peterson & Son. Prior to this, Mr Wilskow worked as a deputy judge and as a tax adviser for the Central Tax Collection. Mr Wilskow holds a Master of Law from the University of Oslo, is a business economist from BI Norwegian Business School and has completed the Officers' School of Coast Artillery. Mr Wilskow is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... Bridgefield Holding (CM) and Somalo AS (CM)
Previous directorships and senior management positions
last five years ..... None.

Øyvind Haakerud**, Store Network Director**

Øyvind Haakerud has been the Store Network Director of Europris since 2014. Prior to his appointment as Store Network Director of Europris, Mr Haakerud worked for Reitan Convenience Norway AS for seven years where held positions as Regional Director and Implementation Manager. Prior to this, Mr Haakerud held executive positions in Rosing Industrier AS, Prelude AS and Hydro Texaco AS respectively. Mr Haakerud holds a Master of Business and Economics from the Norwegian School of Management and has completed the Sergeant School in the Norwegian Army. Mr Haakerud is a Norwegian citizen and resides in Norway.

Current directorships and senior management positions ... None.
Previous directorships and senior management positions
last five years ..... Reitan Convenience Norway AS (Regional Director).

12.3.3 Shares held by members of Management

As of 5 June 2015, the members of the Management have the following shareholdings in Europris ASA:

Name[1]	Position	No. of Ordinary Shares	No. of Preference Shares[2]
Pål Wibe	Chief Executive Officer	2,678,572	0
Espen Eldal	Chief Financial Officer	800,000	0
Knut Spæren	Procurement Director	400,000	0
Jon Boye Borgersen	Marketing & Business Development Director	400,000	0
Pål Christian Andersen	Logistics Director	400,000	0
Ole Petter Harv	IT Director	0	0
Petter Christian Wilskow	HR & Legal Director	600,000	0
Øyvind Haakerud	Store Network Director	267,860	0

(1) Including shares held through companies controlled by the respective members of Management.

(2) Preference Shares (as defined in Section 15.3) to be redeemed, see Section 15.3 "Share capital and share capital history."

As of the date of this Prospectus, none of the members of the Management holds any options for Shares in Europris ASA.

12.4 Remuneration and benefits

12.4.1 Remuneration of the Board of Directors

The remuneration paid to the Board Members in 2014 was NOK 980,000. The table below sets out the remuneration paid to the Board Members in 2014 (in NOK).

Name and position in 2014	Remuneration paid in 2014 (NOK)[1] and [2]
Tom Vidar Rygh, Chairman	300,000
Carl Christian Westin Jansson, Board member	150,000
Michael Haaning, Board member	150,000
Hartvig Johannson, Board member (resigned in May 2015)	150,000
Martin Bjørklund, Board member (deputy board member from May 2015)	80,000
Ronny Blomseth, Board member (resigned in May 2015)	150,000

(1) These Board Members were in 2014 board members both in Europris ASA and Europris AS, and remuneration to the Board Members for 2014 was only paid by Europris AS

(2) Remuneration to the Board Members for 2015 (including new board members) is expected to be decided by the annual general meeting in 2016

12.4.2 Remuneration of the Management

The Board of Directors has established guidelines for the remuneration to the members of the Management. It is a policy of the Company to offer the Management competitive remuneration based on current market standards, company and individual performance. The remuneration consists of a basic salary element combined with a performance based bonus program as set forth below. The Management participates in the Company's insurances, and is entitled to certain fringe benefits, such as free newspaper, car and phone.

The table below sets out the paid remuneration of Management in 2014 (in NOK).

Name	Salary	Bonus[1]	Other remuneration	Pensions costs	Total remuneration
Pål Wibe[2]	2,505,560	2,664,653	172,445	54,324	5,396,982
Espen Eldal	1,518,064	789,835	172,146	71,404	2,551,449
Jon Boye Borgersen	1,633,284	721,305	181,533	73,872	2,609,994
Knut Spæren	1,565,468	721,305	196,376	72,672	2,555,821
Øyvind Haakerud	1,328,769	625,131	11,795	72,444	2,038,139
Petter Chr Wilskow	1,382,974	625,131	172,718	74,004	2,254,827
Ole Petter Harv[3]	822,495	473,901	121,033	54,315	1,471,744
Pål Christian Andersen	1,395,154	673,218	105,871	72,804	2,247,047

Name	Salary	Bonus[1]	Other remuneration	Pensions costs	Total remuneration

(1) Bonus for 2014 paid in 2015.

(2) Pål Wibe was hired 1 April 2014. Accordingly, his salary in 2014 is for the period 1 April to 31 December 2014.

(3) Ole Petter Harv was hired 1 April 2014. Accordingly, his salary in 2014 is for the period 1 April to 31 December 2014.

12.5 Share incentive scheme

At the date of this Prospectus, no options or rights to acquire shares in the Company have been granted to any members of Management.

12.6 Benefits upon termination

The CEO and the Marketing & Business Development Director have a 12 and 6 months' severance payment package, respectively. No other members of Management have severance packages.

12.7 Pensions and retirement benefits

The Company has a pension agreement with DNB Bank ASA which covers all employees. The scheme is a defined contribution plan. As of 31 December 2014, 1,232 employees were members of the scheme.

In addition, employees in Europris AS, and employees of 38 stores owned by Europris Butikkdrift AS, have a contractual early retirement pension scheme (AFP).

The Management has a defined contribution pension. The contribution scheme was established in 2010, and under this scheme the Company pays approximately NOK 50,000 in contribution to provide pension to the Management on a monthly basis. No other amounts are accrued or set aside.

The Company has no pension or retirement benefits for its Board Members.

For more information regarding pension and retirement benefits, see note 8 to the Audited Financial Statements, included as Appendix B.

12.8 Employees

As of 31 December 2014, the Company had approximately 1,232 full time employees (FTE) and a total of 1,895 employees including part time employees (approximately 2,600 including franchise stores). The number of employees varies to a great extent during the year due to seasonal variations.

The Company had 1,258, 1,232, 1,037 and 986 full time employees (FTEs), excluding franchise employees, as at the three months ended 31 March 2015 and the years ended 31 December 2014, 2013 and 2012. All employees are employed in Norway.

12.9 Nomination committee

The Articles of Association provide for a nomination committee composed of two or three members who are shareholders or representatives of shareholders. The nomination committee is responsible for nominating the shareholder-elected members of the Board of Directors and making recommendations for remuneration to the members of the Board of Directors. The Company's general meeting has on 22 May 2015 adopted instructions for the nomination committee. The election of members to the nomination committee has not taken place as of the date of the Prospectus. It is contemplated that the election shall take place at the first general meeting in Europris ASA subsequent to the Listing, which will allow for new shareholders to participate in the election of such members to the nomination committee.

12.10 Audit committee

The Board of Directors has established an audit committee composed of three Board Members. The current members of the audit committee are Hege Bømark (chairperson), Tom Vidar Rygh and Carl Christian Westin Jansson.

The primary purposes of the audit committee are to act as a preparatory and advisory committee for the Board of Directors in questions concerning accounting, audit and finance. In particular, the audit committee shall:

- Monitor, amongst others, the financial reporting process, the effectiveness of the Company's internal control, internal audit and risk management system and the statutory audit of the annual and consolidated accounts,
- Monitor and review the independent auditor's qualifications and independence and the Company's internal accounting function; and
- Monitor the Company's compliance with applicable legal and regulatory requirements, and the Company's compliance with its governance policies.

The audit committee reports and makes recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations.

12.11 Remuneration committee

The Board of Directors has established a remuneration committee amongst the Board Members. The remuneration committee comprises Tom Vidar Rygh (chairman), Anne Carine Tanum and Michael Haaning.

The primary purpose of the remuneration committee is to assist the Board of Directors in discharging its duty relating to determining the compensation to the Management. The remuneration committee shall report and make recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations.

12.12 Corporate governance

The Company has, with effect from the Listing, adopted and implemented a corporate governance regime which in all material respects complies with the Norwegian Code of Practice for Corporate Governance, published 30 October 2014 (the "**Corporate Governance Code**"). The deviation from the Corporate Governance Code with reasoning is described below:

Take-overs

There are no defence mechanisms against take-over bids in the Articles of Association, nor have other measures been implemented to specifically hinder acquisitions of Shares. The Board of Directors has not established written guiding principles for how it will act in the event of a take-over bid, as set out in section 14 of the Corporate Governance Code, as such situations are normally characterized by concrete and one-off situations which make a guideline challenging to prepare.

In the event a take-over were to occur, the Board of Directors will consider the relevant recommendations in the Corporate Governance Code and whether the concrete situation entails that the recommendations in the Corporate Governance Code can be complied with or not.

Nomination committee

As set out in Section 12.9, the Articles of Association provide for a nomination committee that shall be composed of two to three members who are elected by the general meeting, in accordance with the principles of section 7 of the Corporate Governance Code. The election of members to the nomination committee has not taken place as of the date of this Prospectus. It is contemplated that the election shall take place subsequent to Listing, and at the latest on the annual general meeting in 2016. The background for this is that Europris ASA currently has a shareholder base consisting of one major shareholder and employees, and it is assumed to be more expedient to carry out the election at such later point of time inter alia to allow new shareholders from the Offering the possibility to participate in such election. Such delayed election of members to the nomination committee was also presented to the General Meeting held on 22 May 2015, which approved the establishment of a nomination committee.

12.13 Conflicts of interests etc.

During the last five years preceding the date of this Prospectus, none of the Board Members nor the members of the Management have, or had, as applicable:

- any convictions in relation to indictable offences or convictions in relation to fraudulent offences;

- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, director or senior manager of a company.

To the Company's knowledge, there are currently no actual or potential conflicts of interest between the Company and the private interests or other duties of any of the Board Members and the members of the Management, including any family relationships between such persons.

13 THE SELLING SHAREHOLDERS

13.1 NC Europris Holding

NC Europris Holding B.V., a private limited liability company organised under the laws of the Netherlands, with registered address at Barbara Strozzilaan 201, 1083HN Amsterdam, Netherlands (herein referred to as NC Europris Holding), being the majority shareholder of Europris ASA, is offering to sell a number of Sale Shares resulting in a free float ranging from 35% to 50% of the Shares. Assuming the Offer Price is set at the mid-point of the Indicative Price Range, NC Europris Holding will sell a minimum of 37,791,117 Sale Shares and up to a maximum of 62,659,367 Sale Shares. Based on the same assumption, the Selling Shareholders (NC Europris Holding together with the Other Selling Shareholders) are offering to sell up to a maximum of 65,185,833 Sale Shares. The Other Selling Shareholders are offering to sell up to 2,526,466 Sale Shares in the Offering. Please refer to Sections 13.2 "Board of Directors and Management" and 13.3 "Other existing selling shareholders." Assuming the Offer Price is set at the mid-point of the Indicative Price Range and the Over-Allotment Option is exercised in full, NC Europris Holding will sell a minimum of 8,703,888 additional Shares and a maximum of 12,434,125 additional Shares. Accordingly, assuming the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold at such Offer Price and the Over-Allotment Option is exercised in full, the Offering will amount to up to 95,328,292 Offer Shares, representing up to 57.5% of the Shares following the Offering.

NC Europris Holding will retain a shareholding in Europris ASA of at least 38.4% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is exercised in full. Further, NC Europris Holding will retain a shareholding in Europris ASA of approximately 60.9% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the minimum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is not exercised.

NC Europris Holding is indirectly controlled by Nordic Capital (together with associated co-investment vehicles). The Chairman of the Board of Directors, Tom Vidar Rygh, is engaged as an advisor for Nordic Capital, the Board Member, Michael Haaning, is a partner in NC Advisory A/S – advisor to the Nordic Capital Funds and deputy Board Member, Martin Bjørklund is an Investment Manager in NC Advisory AS – advisor to the Nordic Capital Funds.

Pursuant to the Underwriting Agreement, it is expected that NC Europris Holding will agree with the Joint Bookrunners to be subject to a 180 day lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. See Section 18.17 "Lock-up."

13.2 Board of Directors and Management

The table below shows the members of the Board of Directors' and Management's (i) holding of Shares prior to the Offering, (ii) number of Sale Shares offered in the Offering, (iii) number of Shares held following the Offering, and (iv) percentage of the issued share capital of Europris ASA following the Offering, including such persons registered address.

The members of the Board of Directors and the members of Management are expected to agree with the Joint Bookrunners to be subject to a 12 month lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. See Section 18.17 "Lock-up."

Name[1]	Registered address	Number of Shares held	Number of Sale Shares offered	Number of Shares held following the Offering[2]	Percentage of issued share capital following the Offering[3]
Pål Wibe / Nordkronen AS	Tåsen terrasse 23, 0873 Oslo, Norway	2,678,572	670,000	2,008,572	1.21%
Tom Vidar Rygh/Retiro AS	Fynveien 8, 3148 Hvasser, Norway	800,000	200,000	600,000	0.36%
Espen Eldal / Knipen AS	Vikaneveien 348, 1621 Gressvik, Norway	800,000	200,000	600,000	0.36%

Name[1]	Registered address	Number of Shares held	Number of Sale Shares offered	Number of Shares held following the Offering[2]	Percentage of issued share capital following the Offering[3]
Petter Christian Wilskow / Wilskow Holding AS	Årefjordstranda 6, 1570 Dilling, Norway	600,000	200,000	400,000	0.24%
Jon Boye Borgersen / Eketoppen Holding AS	Eketoppen 5, 1613 Fredrikstad, Norway	400,000	133,333	266,667	0.16%
Knut Spæren / Spæren Invest AS	Olav Kyrres Gate 6A, 3046 Drammen, Norway	400,000	133,333	266,667	0.16%
Pål Christian Andersen / P & A Invest AS	Hovslagerveien 8A, 1615 Fredrikstad, Norway	400,000	133,333	266,667	0.16%
Øyvind Haakerud	Nedre Toppenhaug 68, 1353 Bærums Verk, Norway	267,860	89,287	178,573	0.11%

(1) All of the persons listed above are primary insiders of the Company.
(2) Assuming the Offer Price is set at the mid-point of the Indicative Price Range, being NOK 48, and assuming that the Over-Allotment Option is not exercised.

13.3 Other existing selling shareholders

The table below shows the name, registered address, the number of Shares held by the other existing selling shareholders and the number of Sale Shares offered by other existing selling shareholders in the Offering. The other existing selling shareholders are expected to agree with the Joint Bookrunners to be subject to a 12 month lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. See Section 18.17 “Lock-up.”

Name	Registered address	Number of Shares held	Number of Sale Shares offered[2]
Rolf Karlsen / Roka Invest AS	Karjolveien 82, 1615 Fredrikstad, Norway	400,000	133,333
Torhild S. Larsen / Torhild Larsen AS	Vikerveien 29, 1621 Gressvik, Norway	400,000	133,333
Tommy Sletten / Sletten Invest	Amalie Skrams vei 1, 1619 Fredrikstad, Norway	300,000	100,000
Morten Didrichsen / Didrik Invest AS	Saltstien 13, 1621 Gressvik, Norway	300,000	100,000
Daniel Bruun	Brønnhøydveien 11, 1768 Halden, Norway	200,000	66,666
Magnus Brofelth / Bridgefield Holding	Årefjordstranda 6, 1570 Dilling, Norway	153,848	51,283
Gunnar Børresen	Post box 1421, 1602 Fredrikstad	140,000	46,667
Trine Engløkken / Engløkken Invest AS[1]	Furubakken 3, 1710 Sarpsborg, Norway	107,696	35,899
Ken Haugan	Stertebakke 5 A, 3612 Kongsberg, Norway	100,000	33,333
Mirielle Torgersen	Grevlingstien 32, 1615 Fredrikstad , Norway	100,000	33,333
Espen Langbråten	Maugestenberget 20, 1727 Sarpsborg, Norway	100,000	33,333

(1) Primary insider of the Company.
(2) Other existing shareholders are offering to sell up to the numbers stated.

14 RELATED PARTY TRANSACTIONS

14.1 Introduction

Below is a summary of the Company's related party transaction for the periods covered by the Financial Statements included in this Prospectus as Appendix B and C and up to the date of this Prospectus. For further information on related party transactions of the Company, please refer to note 24 of the Audited Financial Statements and note 8 of the Interim Financial Statements, respectively, included in Appendix B and C to this Prospectus. All related party transactions have been concluded at arm's length principles.

14.2 Transactions carried out with related parties in the three months ended 31 March 2015, and in the years ended 31 December 2014, 2013 and 2012

At the date of this Prospectus, NC Europris Holding has provided a Shareholder Loan to the Company, which including interest, will amount to NOK 17.73 million as of 22 June 2015 and which is expected to be repaid in connection with the IPO.

The below table gives an overview of the transactions carried out with respect to the Shareholder Loan in the years ended 31 December 2014, 2013 and 2012.

In NOK thousand	Year ended 31 December		
	2014 *(audited)*	**2013** *(audited)*	**2012**[1] *(audited)*
Booked value 1 January	**14,976**	**497,488**	**0**
Loans granted during year	0	0	455,800
Loans repaid during year	0	(500,000)	0
Interest	1,797	17,488	41,688
Booked value 31 December	**16,773**	**14,976**	**497,488**

(1) The audited consolidated financial statements for the year ended 31 December 2012 do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.

The Company sources a significant percentage of its products through its joint venture sourcing office in Shanghai. See Section 8.7 "Sourcing and logistics." This joint venture was entered into with Tokmanni. Tokmanni is indirectly controlled by Nordic Capital (together with associated co-investment vehicles), which indirectly owns 50% of the shares in Tokmanni and also controls NC Europris Holding, the largest shareholder of Europris ASA. See Section 15.2 "Legal structure."

There have not been any transactions with related parties in the three months ended 31 March 2015 or subsequent thereto.

15 CORPORATE INFORMATION AND DESCRIPTION OF THE SHARE CAPITAL

The following is a summary of certain corporate information and material information relating to the Shares and share capital of the Company and certain other shareholder matters, including summaries of certain provisions of the Articles of Association and applicable Norwegian law in effect as of the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by the Articles of Association, included in Appendix A to this Prospectus, and applicable law.

15.1 Company corporate information

Europris ASA, also having Europris ASA as its registered name, is a public limited liability company organised and existing under the laws of Norway, pursuant to the Norwegian Public Limited Companies Act. Europris ASA's registered office is in the municipality of Fredrikstad, Norway. Europris ASA was incorporated in Norway on 16 November 2011 as a private limited company and was converted into a public limited company on 22 May 2015 and at the same time changed its name from EPH II AS to Europris ASA. Europris ASA's registration number in the Norwegian Register of Business Enterprises is 997 639 588, and the Shares are registered in book-entry form with the VPS under ISIN NO 001 0735343. Europris ASA's register of shareholders in the VPS is administrated by DNB. Europris ASA's registered office is located at Hjalmar Bjørges vei 105, N-1604 Fredrikstad, Norway and Europris ASAs main telephone number at that address is +47 69 39 66 00. The Company's website can be found at www.europris.no. The content of www.europris.no is not incorporated by reference into or otherwise forms part of this Prospectus.

15.2 Legal structure

Europris ASA is a parent holding company and its operations are carried out through various operating subsidiaries. The following table sets out information about Europris ASA's significant subsidiaries:

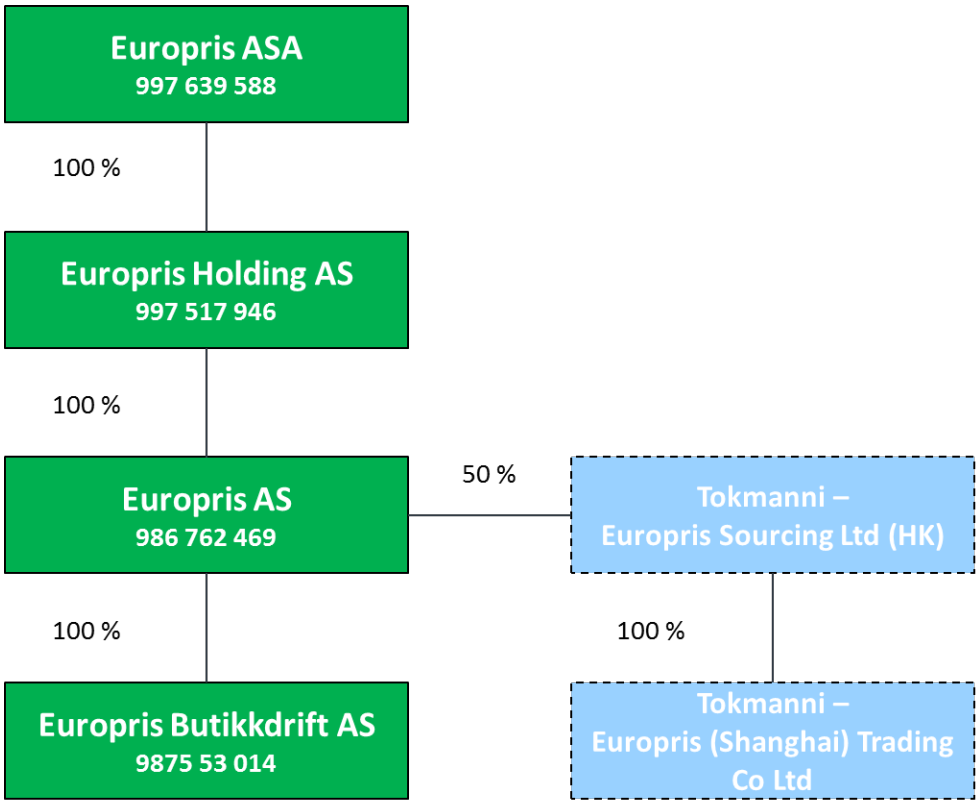
Company	Country of incorporation	Field of activity	% holding
Europris Holding AS	Norway	Intermediate holding company and main borrower under the financing agreements for the group	100
Europris AS	Norway	The operational company which is party to all franchise agreements with the Europris stores not owned by Europris Butikkdrift AS, and owns and operates the group's HQ and central warehouse in Fredrikstad, Norway. Europris AS handles the administrative operations, management, financing, procurement and logistics. As of 31 December 2014, Europris AS had fixed assets of NOK 43 million, representing approximately 23% of total fixed assets of the Company.	100
Europris Butikkdrift AS	Norway	Owner of all directly owned Europris stores and the related fixed assets. As of 31 December 2014, Europris Butikkdrift AS had fixed assets of NOK 140 million, representing approximately 77% of total fixed assets of the Company.	100
Kvinesdal Lavpris AS	Norway	Single purpose company owning one Europris store. Contemplated to be merged with Europris Butikkdrift AS per 1 January 2016.	100

As at the date of this Prospectus, the Management is of the opinion that Europris ASA's holdings in the entities specified above (excluding Kvinesdal Lavpris AS) are likely to have a significant effect on the assessment of its own assets and liabilities, financial condition or profits and losses.

In addition to the above subsidiaries, Europris AS holds 50% of the shares in Tokmanni – Europris Sourcing Ltd (HK), a Private Limited Liability Company, registered in Hong Kong. The remaining 50% of the shares are held by Tokmanni, which is indirectly controlled by Nordic Capital (together with associated co-investment vehicles). Tokmanni – Europris Sourcing Ltd (HK) is a holding company with no business operations or activity, and owns 100% of the shares of Tokmanni – Europris (Shanghai) Trading Co Ltd, a Wholly Foreign-Owned Enterprise that operates as the Company's local agent and sourcing office in Shanghai, China. As of 31 December 2014, the joint venture sourcing office in Shanghai had 14 employees that assist the Company with sourcing and quality control in Asia. The Shanghai entity does not enter into sourcing or purchase agreements in its own name; all such agreements are entered into by Europris or Tokmanni, as applicable, and the respective producer and/or supplier. Neither Tokmanni-Europris Sourcing

Ltd (HK) or Tokmanni-Europris (Shanghai) Trading Co Ltd. are considered to be significant subsidiaries of the Company and neither entity is consolidated in the accounts of the Company.

The following chart sets out the Company's legal group structure[19] at the date of this Prospectus:



[19] Excluding Kvinesdal Lavpris AS, a single purpose company owning one store and contemplated to be merged with Europris Butikkdrift AS

15.3 Share capital and share capital history

On the date of this Prospectus, Europris ASA's registered share capital is NOK 9,255,000 divided into 148,080,000 Ordinary Shares and 222,120,000 Preference Shares, each class with a par value of NOK 0.025. All of the Shares have been created under the Norwegian Private Limited Companies Act, and are validly issued and fully paid.

15.3.1 Amendments to Europris ASA's share capital structure prior to Unconditional Trading of the Shares on the Oslo Stock exchange and primary share issue in Europris ASA in connection with the Offering

On 22 May 2015, Europris ASA's General Meeting resolved to (i) redeem the Preference Shares, (ii) implement a bonus issue *(Nw.: "fondsemisjon")* (the "**Bonus Issue**") and (iii) conduct a directed issue of the New Shares towards the Joint Bookrunners for sale to investors in the Offering (the "**Primary Offering**"). The redemption of the Preference Shares, the Bonus Issue and the Primary Offering, will come into effect at the time of Unconditional Trading (which is approx. 18:00 CET on the second day of trading) which is the point of time after which the Shares will trade unconditionally on the Oslo Stock Exchange. The first day of trading is expected to be on 19 June 2015. Please see Section 15.4 "Admission to trading." The details of (i) to (iii) as resolved by the General Meeting on 22 May 2015 are explained directly below.

Redemption of the Preference Shares

The 222,120,000 Preference Shares are owned by NC Europris Holding and Carl Westin Limited Cyprus, holding 221,822,332 and 297,668 Preference Shares, respectively. The value of the Preference Shares is pursuant to the Articles of Association NOK 2.50 per share plus accrued interest of 12% p.a. from 27 March 2012 until the Preference Shares are redeemed. The total value of the Preference Shares as of 22 June 2015 is on this basis NOK 803.53 million.

The Europris ASA's General Meeting resolved that Europris ASA shall carry out a share capital reduction under which the Preference Shares shall be redeemed against payment of NOK 803.53 million to the holders of the Preference Shares, which will lead to a reduction of Europris ASA's share capital of NOK 5,553,000, from 9,255,000 to NOK 3,702,000 divided on 148,080,000 Ordinary Shares each having a par value of NOK 0.025. The resolution is conditional upon Europris ASA's share capital, simultaneously with the share capital reduction coming into force, being increased by way of the Bonus Issue and the Primary Offering.

The Bonus Issue

In order to facilitate that the Primary Offering increases Europris ASA's share capital with at least the same amount as the reduction following redemption of the Preference Shares, i.e. more than NOK 5,553,000, and in addition to attain an appropriate share capital and par value per Share, Europris ASA's General Meeting resolved that Europris ASA shall implement the Bonus Issue by way of increasing the par value of the Ordinary Shares with NOK 0.975 from NOK 0.025 to NOK 1 per share. The Company will contribute NOK 144,378,000 of its distributable equity to share capital (148,080,000 Ordinary Shares x NOK 0.975 par value per Share). The Company's share capital will after the Bonus Issue be NOK 148,080,000 divided into 148,080,000 Ordinary Shares, each with a par value of NOK 1. The resolution is conditional upon Europris ASA's share capital being increased by way of the Primary Offering.

The Primary Offering

The General Meeting resolved that Europris ASA shall conduct the Primary Offering for approximately NOK 850 million in gross proceeds. The Company will use the proceeds from the issuance of the New Shares issued in the Primary Offering to pay the redemption amount for the Preference Shares, repay the Shareholder Loan and cover the transaction costs. Please refer to Section 5 "Reasons for the Offering and the Listing and use of proceeds," Section 14 "Related Party Transactions" and Section 18 "Terms of the Offering" for further details. The Primary Offering is conditional upon that the Underwriting Agreement is not terminated prior to completion of the Primary Offering. See Section 18.1 "Overview of the Offering" and Section 18.14 "Conditions for completion of the Offering—Listing and trading of the Offer Shares." The resolution from the General Meeting to conduct the Primary Offering is included in Section 18.3 "Resolution relating to the Offering and the issue of New Shares."

At the time of Unconditional Trading, Europris ASA will have one class of Shares, being the Ordinary Shares, each Share having a par value of NOK 1.

The final number of Shares outstanding, following issuance of the New Shares in the Primary Offering, will be determined by the final Offer Price. For illustration purposes, the number of outstanding Shares before and following the Offering at alternative Offer Prices within the Indicative Price Range is set out below. For the purposes of calculation of the number of outstanding Shares in the table below, any discounts in the Employee Offering have not been taken into account.

	Offer Price				
Price per Offer Share.....	43	46	48	51	53
Shares outstanding prior to the Offering	148,080,000	148,080,000	148,080,000	148,080,000	148,080,000
Number of Shares outstanding post Offering	167,847,442	166,558,261	165,788,333	164,746,667	164,117,736

Neither Europris ASA nor any of its subsidiaries directly or indirectly owns Shares. The table below shows the development in Europris ASA's share capital for the period from its incorporation to the date hereof:

Date of resolution	Type of change	Change in share capital (NOK)	Subscription price (NOK)	Par value (NOK)	New number of Ordinary Shares	New number of Preference Shares	New share capital (NOK)
16.11.2011	Incorporation	100,000	1,000	1,000	100		100,000
27.03.2012	Capital increase	9,155,000	10	0.1	37,020,000	55,530,000	9,255,000
22.05.2015	Share split	9,155,000	-	0.025	148,080,000	222,120,000	9,255,000
22.05.2015[(1)]	Redemption of Preference Shares	5,553,000	-	0.025	148,080,000	-	3,702,000
22.05.2015[(1)]	Bonus Issue	144,378,000	-	1	148,080,000	-	148,080,000
22.05.2015[(1)(2)]	Primary Offering	-	-	-	-	-	-

1) With effect from Unconditional Trading.
2) To be determined at completion of the Offering.

In the period from 16 November 2011 to the date of this Prospectus, none of the share capital increases have been paid with assets other than cash.

15.4 Admission to trading

Europris ASA expects to apply for admission to trading of its Shares on the Oslo Stock Exchange on 8 June 2015. It is expected that the board of directors of the Oslo Stock Exchange will approve the listing application of Europris ASA on or about 12 June 2015, subject to certain conditions being met. See Section 18.14 "Conditions for completion of the Offering — Listing and trading of the Offer Shares."

The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange on an "if sold/if issued" basis on or around 19 June 2015, and on an unconditional basis on or around 23 June 2015. The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market.

15.5 Ownership structure

As of the date of this Prospectus, Europris ASA has 22 shareholders.

The table below shows the 22 shareholders in Europris ASA as of the date of this Prospectus:

#	Shareholder Name	No. of Ordinary Shares	No. of Preference Shares
1	NC Europris Holding B.V	138,775,844	221,822,332
2	Pål Wibe / Nordkronen AS	2,678,572	
3	Tom Vidar Rygh/Retiro AS	800,000	
4	Espen Eldal / Knipen AS	800,000	
5	Petter Christian Wilskow / Wilskow Holding AS	600,000	
6	Jon Boye Borgersen / Eketoppen Holding AS	400,000	
7	Ole Morten Broch-Nielsen / Vis AS	400,000	
8	Rolf Karlsen / Roka Invest AS	400,000	

#	Shareholder Name	No. of Ordinary Shares	No. of Preference Shares
9	Knut Spæren / Spæren Invest AS	400,000	
10	Pål Christian Andersen / P & A Invest AS	400,000	
11	Torhild S. Larsen / Torhild Larsen AS	400,000	
12	Tommy Sletten / Sletten Invest	300,000	
13	Morten Didrichsen / Didrik Invest AS	300,000	
14	Øyvind Haakerud	267,860	
15	Christian Jansson / Carl Westin Limited Cyprus	256,180	297,668
16	Daniel Bruun	200,000	
17	Magnus Brofelth / Bridgefield Holding	153,848	
18	Gunnar Børresen	140,000	
19	Trine Engløkken / Engløkken Invest AS	107,696	
20	Ken Haugan	100,000	
21	Mirielle Torgersen	100,000	
22	Espen Langbråten	100,000	

See Section 13 “Selling Shareholders” for details on shareholders offering Sale Shares in the Offering.

As from 18:00 CET on the second day of trading, which is the point of time after which the Shares will trade unconditionally on the Oslo Stock Exchange, the Preference Shares will have been redeemed and there will only be one class of Shares and accordingly no differences in voting rights among Shares.

Shareholders owning 5% or more of the Shares will, following the Listing, have an interest in the Company’s share capital which is noticeable pursuant to the Norwegian Securities Trading Act. See Section 16.7 “Disclosure obligations” for a description of the disclosure obligations under the Norwegian Securities Trading Act.

Following the completion of the Offering, NC Europris Holding is expected to retain a shareholding in Europris ASA of approximately 38.4% assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is exercised in full. Further, NC Europris Holding will retain a shareholding in Europris ASA of approximately 60.9% following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the minimum number of Sale Shares are sold by NC Europris Holding at such Offer Price and the Over-Allotment Option is not exercised. NC Europris Holding could exercise control over the Company following the Offering. The Company is not aware of any other persons or entities that, directly or indirectly, jointly or severally, will exercise or could exercise control over the Company. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

No particular measures are initiated to ensure that control is not abused by large shareholders. Minority shareholders are protected against abuse by relevant regulations in inter alia the Norwegian Public Limited Liability Companies Act and the Norwegian Securities Act. See Section 15.10.2 "Certain aspects of Norwegian corporate law" and Section 16.10 "Compulsory acquisition" for further information.

The Shares have not been subject to any public takeover bids.

15.6 Authorisation to increase the share capital and to issue Shares

In the General Meeting held on 22 May 2015, the Board of Directors was granted an authorisation to increase the share capital of Europris ASA by a maximum of NOK 15,658,000, by issuing up to 15,658,000 new shares each with a nominal value of NOK 1. The authorisation is conditional upon the completion of the Offering, and then valid until Europris ASA's Annual General Meeting in 2016, but no longer than to 30 June 2016.

15.7 Authorisation to acquire treasury shares

The Board of Directors has been granted authorisation to repurchase Europris ASA's own shares within a total nominal value of NOK 15,658,000, comprising up to 15,658,000 shares each with a nominal value of NOK 1, conditional upon the completion of the Offering. The maximum amount that can be paid for each share is NOK 100 and the minimum is NOK 10. The authorisation is valid until Europris ASA's Annual General Meeting in 2016, but no longer than to 30 June 2016. The authorisation can be used to acquire shares as the Board of Directors deem appropriate, provided, however, that acquisition of shares shall not be by subscription.

15.8 Other financial instruments

Neither Europris ASA nor any of its subsidiaries has issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such instrument to subscribe for any shares in Europris ASA or its subsidiaries. Further, neither Europris ASA nor any of its subsidiaries has issued subordinated debt or transferable securities other than the Shares and the shares in its subsidiaries which will be held, directly or indirectly, by Europris ASA.

15.9 Shareholder rights

The Company will at Unconditional Trading have only one class of Shares in issue, and in accordance with the Norwegian Public Limited Companies Act, all Shares in that class will provide equal rights in Europris ASA. Each Share will carry one vote. The rights attaching to the Shares are described in Section 15.10 "The Articles of Association and certain aspects of Norwegian law."

15.10 The Articles of Association and certain aspects of Norwegian law

15.10.1 The Articles of Association

The General Meeting held on 22 May 2015 resolved certain changes to the share capital of Europris ASA including redeeming the Preference Shares as further described in Section 15.3 "Share capital and share capital history." Following such redemption of the Preference Shares, the General Meeting also resolved to delete all regulations in the Articles of Association related to the Preference Shares, subject to the same conditions as for the redemption of the Preference Shares and becoming effective at the time of Unconditional Trading.

Below is a summary of provisions of the Articles of Association which will be in force at the time of Unconditional Trading, as set out in Appendix A to this Prospectus.

Objective of Europris ASA

Europris ASA's purpose is investment in companies in the European wholesale and retail market or companies in connection with such, including the granting of loans and security, and issuance of guarantees on behalf of group companies and direct or indirect involvement in companies with similar or other purpose, together with other business in connection with the above.

Registered office

Europris ASA's registered office is in the municipality of Fredrikstad, Norway.

Share capital and par value

Europris ASA's share capital is NOK 148,080,000 divided into 148,080,000 Ordinary Shares, each Share with a par value of NOK 1, to be adjusted for the number of New Shares issued in the Primary Offering. The final share capital of Europris ASA will be determined following completion of the Offering as set out in Section 18.3 "Resolution relating to the Offering and the issue of the New Shares" and Section 18.4.1 "Determination of the number of Offer Shares and the Offer Price." The Shares are registered with the Norwegian Central Securities Depository (VPS).

Board of Directors

The Board of Directors shall consist of a minimum of three and a maximum of 10 members.

Restrictions on transfer of Shares

The Articles of Association do not provide for any restrictions on the transfer of Shares or a right of first refusal. Share transfers are not subject to approval by the Board of Directors.

General meetings

Documents relating to matters to be dealt with by Europris ASA's general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the Company's website. A shareholder may nevertheless request that documents which relate to matters to be dealt with at the general meeting are sent to him/her.

Nomination committee

The Company shall have a nomination committee. See Section 12.9 "Nomination committee."

15.10.2 Certain aspects of Norwegian corporate law

General meetings

Through the general meeting, shareholders exercise supreme authority in a Norwegian company. In accordance with Norwegian law, the annual general meeting of shareholders is required to be held each year on or prior to 30 June. Norwegian law requires that written notice of annual general meetings setting forth the time of, the venue for and the agenda of the meeting be sent to all shareholders with a known address no later than 21 days before the annual general meeting of a Norwegian public limited liability company listed on a stock exchange or a regulated market shall be held, unless the articles of association stipulate a longer deadline, which is not currently the case for Europris ASA.

A shareholder may vote at the general meeting either in person or by proxy appointed at their own discretion. In accordance with the requirements of the Norwegian Securities Trading Act, Europris ASA will include a proxy form with notices of general meetings. All of Europris ASA's shareholders who are registered in the register of shareholders maintained with the VPS as of the date of the general meeting, or who have otherwise reported and documented ownership to Shares, are entitled to participate at general meetings, without any requirement of pre-registration. The Articles of Association does, however, include a provision requiring shareholders to pre-register in order to participate at general meetings.

Apart from the annual general meeting, extraordinary general meetings of shareholders may be held if the Board of Directors considers it necessary. An extraordinary general meeting of shareholders must also be convened if, in order to discuss a specified matter, the auditor or shareholders representing at least 5% of the share capital demands this in writing. The requirements for notice and admission to the annual general meeting also apply to extraordinary general meetings. However, the annual general meeting of a Norwegian public limited company may with a majority of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting resolve that extraordinary general meetings may be convened with a fourteen days' notice period until the next annual general meeting provided the company has procedures in place allowing shareholders to vote electronically.

Voting rights – amendments to the Articles of Association

Each of the Company's Shares carries one vote. In general, decisions that shareholders are entitled to make under Norwegian law or the Articles of Association may be made by a simple majority of the votes cast. In the case of elections or appointments, the person(s) who receive(s) the greatest number of votes cast are elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the Articles of Association, to authorise an increase or reduction in the share capital, to authorise an issuance of convertible loans or warrants by the Company or to authorise the Board of Directors to purchase Shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the Articles of Association.

Decisions that (i) would reduce the rights of some or all of the Company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require that at least 90% of the

share capital represented at the general meeting in question vote in favour of the resolution, as well as the majority required for amending the Articles of Association.

In general, only a shareholder registered in the VPS is entitled to vote for such Shares. Beneficial owners of the Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor is any person who is designated in the VPS register as the holder of such Shares as nominees. Investors should note that there are varying opinions as to the interpretation of the right to vote on nominee registered shares. In the Company's view, a nominee may not meet or vote for Shares registered on a nominee account (NOM-account). A shareholder must, in order to be eligible to vote for such Shares at the general meeting, transfer the Shares from such NOM-account to an account in the shareholder's name. Such registration must as a general rule appear from a transcript from the VPS at the latest at the date of the general meeting.

There are no quorum requirements that apply to the general meetings.

Additional issuances and preferential rights

If the Company issues any new Shares, including bonus share issues, the Articles of Association must be amended, which requires the same vote as other amendments to the Articles of Association. In addition, under Norwegian law, the Company's shareholders have a preferential right to subscribe for new Shares issued by the Company. Preferential rights may be derogated from by resolution in a general meeting passed by the same vote required to amend the Articles of Association. A derogation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The general meeting may, by the same vote as is required for amending the Articles of Association, authorise the Board of Directors to issue new Shares, and to derogate from the preferential rights of shareholders in connection with such issuances. Such authorisation may be effective for a maximum of two years, and the par value of the Shares to be issued may not exceed 50% of the registered nominal share capital when the authorisation is registered with the Norwegian Register of Business Enterprises.

Under Norwegian law, the Company may increase its share capital by a bonus share issue, subject to approval by the Company's shareholders, by transfer from the Company's distributable equity and thus the share capital increase does not require any payment of a subscription price by the shareholders. Any bonus issues may be affected either by issuing new shares to the Company's existing shareholders or by increasing the par value of the Company's outstanding Shares.

Issuance of new Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a registration statement, the Company's U.S. shareholders may not be able to exercise their preferential rights. If a U.S. shareholder is ineligible to participate in a rights offering, such shareholder would not receive the rights at all but the Company may seek to sell such rights on the shareholder's behalf. Similar restrictions and limitations may also apply pursuant to applicable laws and regulations in other jurisdictions.

Minority rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including but not limited to those described in this paragraph and the description of general meetings as set out above. Any of the Company's shareholders may petition Norwegian courts to have a decision of the Board of Directors or the Company's shareholders made at the General Meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may also petition the courts to dissolve the Company as a result of such decisions to the extent particularly strong reasons are considered by the court to make it necessary to dissolve the Company.

Minority shareholders holding 5% or more of the Company's share capital have a right to demand in writing that the Board of Directors convene an extraordinary General Meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any General Meeting as long as the Board of Directors is notified within seven days before the deadline for convening the General Meeting and the demand is accompanied with a proposed resolution or a reason for why the item shall be on the agenda. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the General Meeting has not expired.

Rights of redemption and repurchase of Shares

The share capital of the Company may be reduced by reducing the par value of the Shares or by cancelling Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a General Meeting. Redemption of individual Shares also requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorisation to do so by a General Meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate par value of treasury Shares so acquired, and held by the Company must not exceed 10% of the Company's share capital, and treasury Shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the Shares. The authorisation by the General Meeting of the Company's shareholders cannot be granted for a period exceeding 18 months.

Shareholder vote on certain reorganisations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution by the General Meeting of the shareholders passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the General Meeting. A merger plan, or demerger plan, signed by the Board of Directors along with certain other required documentation, would have to be sent to all the Company's shareholders, or if the Articles of Association stipulate that, made available to the shareholders on the company's website, at least one month prior to the General Meeting to pass upon the matter.

Liability of board members

Members of the Board of Directors owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the Board Members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Members of the Board of Directors may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the General Meeting to discharge any such person from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the General Meeting of the Company's shareholders passing upon the matter. If a resolution to discharge the Company's Board Members from liability or not to pursue claims against such a person has been passed by a General Meeting with a smaller majority than that required to amend the Articles of Association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Company's Board Members from liability or not to pursue claims against the Company's Board Members is made by such a majority as is necessary to amend the Articles of Association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

Indemnification of board members

Neither Norwegian law nor the Articles of Association contains any provision concerning indemnification by the Company of the Board of Directors. The Company is permitted to purchase insurance for the Board Members against certain liabilities that they may incur in their capacity as such.

Distribution of assets on liquidation

Under Norwegian law, the Company may be wound-up by a resolution of the Company's shareholders at the General Meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the meeting. In the event of liquidation, the Shares rank equally in the event of a return on capital.

15.10.3 Shareholders' agreement

The Company's shareholders and the Company are currently parties to certain investment agreements, which, amongst other, govern the rights and obligations of the shareholders in respect of their shares in the Company. The investment agreements will terminate with effect from, and condition upon, Listing. Other than this, there are, to the Company's knowledge, no shareholders' agreements related to the Shares.

16 SECURITIES TRADING IN NORWAY

The following is a summary of certain information relating to securities trading in Norway and applicable Norwegian law in effect as of the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by applicable law.

16.1 Introduction

The Oslo Stock Exchange was established in 1819 and is the principal market in which shares, bonds and other financial instruments are traded in Norway.

The Oslo Stock Exchange has entered into a strategic cooperation with the London Stock Exchange group with regards to, *inter alia*, trading systems for equities, fixed income securities and derivatives.

16.2 Trading and settlement

Trading of equities on the Oslo Stock Exchange is carried out in the electronic trading system Millennium Exchange. This trading system is in use by all markets operated by the London Stock Exchange, including the Borsa Italiana, as well as by the Johannesburg Stock Exchange.

Official trading on the Oslo Stock Exchange takes place between 09:00 hours (CET) and 16.20 hours (CET) each trading day, with a pre-trade period between 08:15 hours (CET) and 09:00 hours (CET), a closing auction from 16:20 hours (CET) to 16:25 hours (CET) and a post trade period from 16:25 hours (CET) to 17:30 hours (CET). Reporting of after exchange trades can be done until 17:30 hours (CET).

From and including 6 October 2014, the settlement period for trading on the Oslo Stock Exchange is two trading days (T+2). Any trades before 6 October 2014 was settled on a T+3 basis. The change in settlement period is in line with the new settlement requirements in the EU, including Regulation on improving securities settlement in the EU and on central securities depositories (CSDs) and amending Directive 98/26/EC. This means that securities will be settled on the investor's account in VPS two days after the transaction, and that the seller will receive payment after two days.

Oslo Clearing ASA, a wholly-owned subsidiary of SIX x-clear AG, a company in the SIX group, has a license from the Norwegian FSA to act as a central clearing service, and has from 18 June 2010 offered clearing and counterparty services for equity trading on the Oslo Stock Exchange.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from an EEA member state or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or the Oslo Stock Exchange except for the general obligation of investment firms that are members of the Oslo Stock Exchange to report all trades in stock exchange listed securities.

16.3 Information, control and surveillance

Under Norwegian law, the Oslo Stock Exchange is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of the Oslo Stock Exchange monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation, such as a prospectus, contains the required information and whether it would otherwise be unlawful to carry out the issuance.

Under Norwegian law, a company that is listed on a Norwegian regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company (i.e. precise information about

financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. The Oslo Stock Exchange may levy fines on companies violating these requirements.

16.4 The VPS and transfer of Shares

The Company's principal share register is operated through the VPS. The VPS is the Norwegian paperless centralised securities register. It is a computerised book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The VPS and the Oslo Stock Exchange are both wholly-owned by Oslo Børs VPS Holding ASA.

All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (being, Norway's central bank), authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

As a matter of Norwegian law, the entry of a transaction in the VPS is *prima facie* evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's articles of association or otherwise.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS' control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian FSA on an ongoing basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

16.5 Shareholder register – Norwegian law

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. As a general rule, there are no arrangements for nominee registration and Norwegian shareholders are not allowed to register their shares in VPS through a nominee. However, foreign shareholders may register their shares in the VPS in the name of a nominee (bank or other nominee) approved by the Norwegian FSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions, but cannot vote in general meetings on behalf of the beneficial owners.

16.6 Foreign investment in shares listed in Norway

Foreign investors may trade shares listed on the Oslo Stock Exchange through any broker that is a member of the Oslo Stock Exchange, whether Norwegian or foreign.

16.7 Disclosure obligations

If a person's, entity's or consolidated group's proportion of the total issued shares and/or rights to shares in a company listed on a regulated market in Norway (with Norway as its home state, which will be the case for Europris ASA) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital or the voting rights of that company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify the Oslo Stock Exchange and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the company's share capital.

16.8 Insider trading

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in Section 3-2 of the Norwegian Securities Trading Act. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

16.9 Mandatory offer requirement

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than one-third of the voting rights of a company listed on a Norwegian regulated market (with the exception of certain foreign companies not including Europris ASA) to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than one-third of the voting rights in the company and the Oslo Stock Exchange decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify the Oslo Stock Exchange and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by the Oslo Stock Exchange before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold within four weeks, the Oslo Stock Exchange may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, the Oslo Stock Exchange may impose a cumulative daily fine that runs until the circumstance has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a company listed on a Norwegian regulated market (with the exception of certain foreign companies not including Europris ASA) is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) if the person, entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated group that has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

16.10 Compulsory acquisition

Pursuant to the Norwegian Public Limited Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited liability company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as more than 90% of the total voting rights, through a voluntary offer in accordance with the Norwegian Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to Section 4-25 of the Norwegian Public Limited Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory/voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price or any other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline.

16.11 Foreign exchange controls

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a company that has its shares registered with the VPS who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

17 TAXATION

Set out below is a summary of certain Norwegian and United States tax matters related to an investment in the Company. The summary regarding Norwegian and United States taxation is based on the laws in force in Norway and United States as at the date of this Prospectus, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be resident in Norway for tax purposes (due to domestic tax law or tax treaty) should specifically consult with and rely upon their own tax advisers with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

17.1 Norwegian taxation

17.1.1 Taxation of dividends

Norwegian Personal Shareholders

Dividends received by shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable as ordinary income in Norway for such shareholders at a flat rate of 27% to the extent the dividend exceeds a tax-free allowance.

The allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a risk free interest rate based on the effective rate after tax of interest on treasury bills (*Nw.: statskasseveksler*) with three months maturity. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year.

Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer.

Any part of the calculated allowance one year exceeding the dividend distributed on the share ("excess allowance") may be carried forward and set off against future dividends received on, or gains upon realisation of, the same share, and will be added to the basis for the allowance calculation. Excess allowance cannot result in a deductible loss.

Norwegian Corporate Shareholders

Dividends distributed from the Company to shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**"), are effectively taxed at a rate of 0.81% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of 27%).

Non-Norwegian Personal Shareholders

Dividends distributed to shareholders who are individuals not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share (please see "Taxation of dividends – Norwegian Personal Shareholders" above). However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will generally be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Non-Norwegian Personal Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Non-Norwegian Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Non-Norwegian Corporate Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Corporate Shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax provided that the shareholder is the beneficial owner of the shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

If a Non-Norwegian Corporate Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will generally be subject to the same taxation of dividends as a Norwegian Corporate Shareholder, as described above.

Non-Norwegian Corporate Shareholders who are exempt from withholding tax or have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Nominee registered shares will be subject to withholding tax at a rate of 25% unless the nominee has obtained approval from the Norwegian tax authorities for the dividend to be subject to a lower withholding tax rate. To obtain such approval the nominee is required to file a summary to the tax authorities including all beneficial owners that are subject to withholding tax at a reduced rate.

The withholding obligation in respect of dividends distributed to Non-Norwegian Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

17.1.2 Taxation of capital gains on realisation of shares

Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a disposal of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a rate of 27%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the Norwegian Personal Shareholder's percentage interest in the Company prior to the disposal..

The taxable gain/deductible loss is calculated per share as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including costs incurred in relation to the acquisition or realisation of the share. From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance provided that such allowance has not already been used to reduce taxable dividend income. Please refer to Section 17.1.1 "Taxation of dividends – Norwegian Personal Shareholders" above for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused allowance exceeding the capital gain upon the realisation of a share will be annulled.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Norwegian Corporate Shareholders

Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realisation of shares qualifying for participation exemption, including shares in the Company. Losses upon the realisation and costs incurred in connection with the purchase and realisation of such shares are not deductible for tax purposes.

Non-Norwegian Personal Shareholders

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless the Non-Norwegian Personal Shareholder holds the shares in connection with business activities carried out or managed from Norway or, on specific conditions, when the shares are held by a Non-Norwegian Personal Shareholder who has been a resident of Norway for tax purposes with unsettled/postponed exit tax calculated on the shares at the time of cessation as Norwegian tax resident.

Non-Norwegian Corporate Shareholders

Capital gains derived by the sale or other realisation of shares by Non-Norwegian Corporate Shareholders are generally not subject to taxation in Norway.

17.1.3 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 0.85% of the value assessed. The value for assessment purposes for listed shares is equal to the listed value as of 1 January in the year of assessment (i.e. the year following the relevant fiscal year).

Norwegian Corporate Shareholders are not subject to net wealth tax.

Shareholders not resident in Norway for tax purposes are not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders can, however, be taxable if the shareholding is effectively connected to the conduct of trade or business in Norway.

17.1.4 VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance of shares.

17.1.5 Inheritance tax

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

17.1.6 Taxation of Discount in the Employee Offering

17.1.6.1 Taxation for Norwegian employees

The NOK 1,500 discount to Eligible Employees in the Employee Offering is offered as a general scheme to all Company and Chain employees (i.e. including employees in franchise stores) and all members of the Board of Directors. The discount can be granted to the Company employees exempt of taxation for the beneficiaries. Members of the Board of Directors and employees in franchise stores will, however, be subject to income tax on the discount. The tax basis for the Offer Shares acquired under the Employee Offering will be equal to the market value of such shares (without deduction for discount), which will be the basis for later taxation of capital gains on realisation and on determination of the calculated allowance applicable upon dividends on the Shares.

17.2 United States taxation

The following discussion describes certain U.S. federal income tax consequences to U.S. Holders (defined below) under present law of an investment in the Offer Shares. This summary applies only to U.S. Holders that acquire Offer Shares in the Offering, hold Offer Shares as capital assets within the meaning of Section 1221 of the Code (as defined below) and that have the U.S. dollar as their functional currency.

This discussion is based on the tax laws of the United States as in effect on the date of this Prospectus, including the Internal Revenue Code of 1986, as amended (the "**Code**"), and on U.S. Treasury regulations in effect or, in some cases, proposed, as of the date of this Prospectus, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change; such change could apply retroactively and could affect the tax consequences described below. This summary does not address any estate or gift tax consequences or any state, local, or non-U.S. tax consequences.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

- banks;

- certain financial institutions;
- regulated investment companies;
- real estate investment trusts;
- insurance companies;
- broker-dealers;
- traders that elect to mark to market;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- U.S. expatriates;
- persons holding the Offer Shares as part of a straddle, hedging, constructive sale, conversion or integrated transaction;
- persons that actually or constructively own 10% or more of the Company's voting stock;
- persons that are resident or ordinarily resident in or have a permanent establishment in a jurisdiction outside the U.S.;
- persons who acquired the Offer Shares pursuant to the exercise of any employee share option or otherwise as compensation; or
- persons holding the Offer Shares through partnerships or other pass-through entities.

PROSPECTIVE PURCHASERS ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE OFFER SHARES.

As used herein, the term "U.S. Holder" means a beneficial owner of the Offer Shares that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any State or the District of Columbia;
- an estate whose income is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the supervision of a court within the United States and the control of one or more U.S. persons or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

The tax treatment of a partner in an entity treated as a partnership for U.S. federal income tax purposes that holds the Offer Shares generally will depend on such partner's status and the activities of the partnership. A U.S. Holder that is a partner in such partnership should consult its tax advisor.

17.2.1 Taxation of dividends and other distributions on the Offer Shares

Subject to the passive foreign investment company rules discussed below, the gross amount of distributions made by the Company with respect to the Offer Shares (including the amount of any non-U.S. taxes withheld therefrom, if any) generally will be includible, as dividend income, in a U.S. Holder's gross income in the year received, but only to the

extent that such distributions are paid out of the Company's current or accumulated earnings and profits as determined under U.S. federal income tax principles. The Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, and, accordingly, a U.S. Holder should therefore expect to treat all cash distributions as dividends for U.S. federal income tax purposes. The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations. Dividends received by non-corporate U.S. Holders may be "qualified dividend income," which is taxed at the lower applicable capital gains rate, provided that (1) the Company is eligible for the benefits of the tax treaty between the United States and Norway (the "**Treaty**"), (2) the Company is not a passive foreign investment company (as discussed below) for either the taxable year in which the dividend was paid or the preceding taxable year, (3) the U.S. Holder satisfies certain holding period requirements and (4) the U.S. Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for dividends paid with respect to the Offer Shares.

The amount of any distribution paid in foreign currency will be equal to the U.S. dollar value of such currency, translated at the spot rate of exchange on the date such distribution is received, regardless of whether the payment is in fact converted into U.S. dollars at that time. Any further gain or loss on a subsequent conversion or other disposition of the currency for a different U.S. dollar amount will be U.S. source ordinary income or loss. The amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution.

Dividends on the common shares generally will constitute foreign source income for foreign tax credit limitation purposes. Subject to certain conditions and limitations, Norwegian taxes withheld from a distribution may be eligible for credit against a U.S. Holder's federal income tax liability. If a refund of the tax withheld is available under the laws of Norway or under the Treaty, the amount of tax withheld that is refundable will not be eligible for such credit against a U.S. Holder's U.S. federal income tax liability (and will not be eligible for the deduction against U.S. federal taxable income). If the dividends are qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will in general be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by the Company with respect to shares will generally constitute "passive category income" but could, in the case of certain U.S. Holders, constitute "general category income." The rules relating to the determination of the U.S. foreign tax credit are complex, and U.S. Holders should consult their tax advisors to determine the availability of a foreign tax credit in their particular circumstances. A U.S. Holder who does not elect to claim a foreign tax credit with respect to any foreign taxes for a given taxable year may instead claim an itemized deduction for all foreign taxes paid in that taxable year.

17.2.2 Sale or Other Disposition of the Offer Shares

Subject to the passive foreign investment company rules discussed below, upon a sale or other disposition of the Offer Shares, a U.S. Holder will recognize a capital gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount realized and the U.S. Holder's tax basis in such Offer Shares. Any such gain or loss generally will be U.S. source gain or loss and will be treated as long-term capital gain or loss if the U.S. Holder's holding period in the Offer Shares exceeds one year. Non-corporate U.S. Holders (including individuals) generally will be subject to U.S. federal income tax on long-term capital gain at preferential rates. The deductibility of capital losses is subject to significant limitations. Gain, if any, realized by a U.S. Holder on the sale or other disposition of the Offer Shares generally will be treated as U.S. source income for U.S. foreign tax credit purposes.

If the consideration received upon the sale or other disposition the Offer Shares is paid in foreign currency, the amount realized will be the U.S. dollar value of the payment received, translated at the spot rate of exchange on the date of the sale or other disposition. A U.S. Holder may realize additional gain or loss upon the subsequent sale or disposition of such currency, which will generally be treated as U.S. source ordinary income or loss. If the Offer Shares are treated as traded on an established securities market and the relevant holder is either a cash basis taxpayer or an accrual basis taxpayer who has made a special election (which must be applied consistently from year to year and cannot be changed without the consent of the Internal Revenue Service), such holder will determine the U.S. dollar value of the amount realized in a foreign currency by translating the amount received at the spot rate of exchange on the settlement date of the sale. If a U.S. Holder is an accrual basis taxpayer that is not eligible to or does not elect to determine the amount realized using the spot rate on the settlement date, it will recognize foreign currency gain or loss to the extent of any difference between the U.S. dollar amount realized on the date of sale or disposition and the U.S. dollar value of the currency received translated at the spot rate on the settlement date.

A U.S. Holder's initial tax basis in the Offer Shares generally will equal the cost of such Offer Shares. If a U.S. Holder used foreign currency to purchase the Offer Shares, the cost of the Offer Shares will be the U.S. dollar value of the foreign currency purchase price on the date of purchase, translated at the spot rate of exchange on that date. If the Offer Shares are treated as traded on an established securities market and the relevant U.S. Holder is either a cash basis taxpayer or an accrual basis taxpayer who has made the special election described above, such holder will determine the U.S. dollar value of the cost of such Offer Shares by translating the amount paid at the spot rate of exchange on the settlement date of the purchase.

17.2.3 Passive Foreign Investment Company

The Company would be classified as a passive foreign investment company (a "**PFIC**"), for any taxable year if either: (a) at least 75% of its gross income is "passive income" for purposes of the PFIC rules, or (b) at least 50% of the value of its assets (determined on the basis of a quarterly average) produce or are held for the production of passive income. For this purpose, the Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock.

Based on the anticipated market price of the Offer Shares in the Offering and the expected market price of the Offer Shares following the Offering, and the composition of the Company's income, assets and operations, the Company does not expect to be treated as a PFIC for U.S. federal income tax purposes for the current taxable year or in the foreseeable future. This is a factual determination, however, that depends on the composition of a company's income and assets and the market value of its assets from time to time and which may be determined by reference to the market value of the Company's shares, and thus must be made annually after the close of each taxable year. Therefore there can be no assurance that the Company will not be classified as a PFIC for the current taxable year or for any future taxable year.

If the Company is considered a PFIC at any time that a U.S. Holder holds the Offer Shares, the U.S. Holder could be subject to materially adverse United States federal income tax consequences with respect to certain distributions on, and gain realized from a disposition of, Offer Shares. U.S. Holders should consult their own tax advisors about the potential application of the PFIC rules to an investment in the Offer Shares.

17.2.4 U.S. Information Reporting and Backup Withholding

Dividend payments with respect to the Offer Shares and proceeds from the sale, exchange or redemption of the Offer Shares may be subject to information reporting to the Internal Revenue Service and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status may be required to provide such certification on Internal Revenue Service Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability, and such holder may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the Internal Revenue Service and furnishing any required information.

17.2.5 Information with respect to foreign financial assets

Certain U.S. Holders who are individuals may be required to report information relating to an interest in our Offer Shares, subject to certain exceptions (including an exception for Offer Shares held in accounts maintained by certain U.S. financial institutions). U.S. Holders should consult their tax advisors regarding the effect, if any, of this legislation on their ownership and disposition of the Offer Shares.

17.2.6 The U.S. Foreign Account Tax Compliance Act (FATCA)

Certain provisions of the U.S. Internal Revenue Code of 1986, as amended and applicable U.S. Treasury regulations commonly referred to as "FATCA" may impose 30% withholding on certain "foreign passthru payments" made by a "foreign financial institution" (an "**FFI**"). If the Company were to be treated as an FFI, such withholding may be imposed on such payments to any other FFI (including an intermediary through which an investor may hold the Offer Shares) that is not a participating FFI (as defined under FATCA) or any other investor who does not provide information sufficient to establish that the investor is not subject to withholding under FATCA, unless such other FFI or

investor is otherwise exempt from FATCA. Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether or to what extent payments on the Offer Shares would be considered foreign passthru payments. Withholding on foreign passthru payments would not be required with respect to payments made before January 1, 2017. The United States has entered into an intergovernmental agreement with Norway (the "**IGA**") which potentially modifies the FATCA withholding regime described above. It is not yet clear how the IGA will address foreign passthru payments. Prospective investors in the Offer Shares should consult their tax advisors regarding the potential impact of FATCA, the IGA and any non-U.S. legislation implementing FATCA, on their investment in the Offer Shares.

If any such withholding is imposed, a beneficial owner of Offer Shares that is not an FFI generally will be entitled to a refund of any amounts withheld by filing a U.S. federal income tax return. However, if the beneficial owner of the payment is a nonparticipating FFI (which is broadly defined for this purpose and in general includes investment vehicles), determined as of the time of the payment, no refund will be granted unless such FFI is eligible for a reduced rate of tax under an applicable treaty, and no interest will be allowed with respect to the refund. In the case of a beneficial owner that is a non-financial foreign entity, a refund will be granted only if either such non-financial foreign entity is eligible for a reduced rate of tax under an applicable treaty or the non-financial foreign entity furnishes certain information, which generally includes the type of information which would have prevented the FATCA withholding initially. Prospective investors in the Offer Shares should consult their tax advisers regarding the potential application of FATCA to an investment in the Offer Shares and their ability to obtain a refund of any amounts withheld under FATCA.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE IMPORTANT TO YOU. EACH PROSPECTIVE PURCHASER SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN THE OFFER SHARES UNDER THE INVESTOR'S OWN CIRCUMSTANCES.

18 THE TERMS OF THE OFFERING

18.1 Overview of the Offering

The Offering consists of (i) an offer of New Shares, each with a par value of NOK 1, to raise gross proceeds of approximately NOK 850 million and (ii) an offer of Sale Shares, all of which are existing, validly issued and fully paid-up registered Shares with a par value of NOK 1[20], offered by the Selling Shareholders, as further specified in Section 13 "The Selling Shareholders." In addition, the Joint Global Coordinators, in consultation with the other Joint Bookrunners, may elect to over-allot a number of Additional Shares, equalling up to approximately 15% of the aggregate number of New Shares and Sale Shares sold in the Offering. NC Europris Holding is expected to grant to the Joint Bookrunners an Over-Allotment Option, which may be exercised on behalf of the Joint Bookrunners by ABG Sundal Collier Norge ASA, as Stabilisation Manager, to purchase a corresponding number of additional Shares to cover any such over-allotments. Assuming the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold at such Offer Price and the Over-Allotment Option is exercised in full, the Offering will amount to up to 95,328,292 Offer Shares, representing up to 57.5% of the Shares following the Offering.

The Offering consists of:

- An Institutional Offering, in which Offer Shares are being offered (a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, subject to applicable exemptions from prospectus and registration requirements, and (c) in the United States to QIBs in reliance on Rule 144A under the U.S. Securities Act. The Institutional Offering is subject to a lower limit per application of NOK 2,000,000.

- A Retail Offering, in which Offer Shares are being offered to the public in Norway subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each investor. Investors who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit.

- An Employee Offering, in which Offer Shares are being offered to the Eligible Employees, subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each Eligible Employee. Eligible Employees participating in the Employee Offering will receive full allocation for any application up to and including an amount of NOK 200,000. Each Eligible Employee will receive a fixed cash discount of NOK 1,500 on the aggregate amount payable for the Offer Shares allocated to such employee. Multiple applications by one applicant in the Employee Offering will be treated as one application with respect to the maximum application limit, the guaranteed allocation and the discount.

All offers and sales in the United States will be made only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act. All offers and sales outside the United States will be made in compliance with Regulation S of the U.S. Securities Act.

This Prospectus does not constitute an offer of, or an invitation to purchase, the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. For further details, see "Important Information" and Section 19 "Selling and Transfer Restrictions."

The Bookbuilding Period for the Institutional Offering is expected to take place from 8 June 2015 at 09:00 hours (CET) to 18 June 2015 at 14:00 hours (CET). The Application Period for the Retail Offering and the Employee Offering is expected to take place from 8 June 2015 at 09:00 hours (CET) to 18 June at 12:00 hours (CET). NC Europris Holding and the Company, in consultation with the Joint Bookrunners, reserve the right to shorten or extend the Bookbuilding Period and/or Application Period at any time at their sole discretion. Any shortening of the Bookbuilding Period and/or the Application Period will be announced through the Oslo Stock Exchange's information system on or before 09:00 hours (CET) on the prevailing expiration date of the Bookbuilding Period, provided, however, that in no event will the Bookbuilding Period and/or Application Period expire prior to 12:00 hours (CET) on 16 June 2015. Any extension of the Bookbuilding Period and/or the Application Period will be announced through the Oslo Stock Exchange's information system on or before 09:00 hours (CET) on the first Business Day following the then prevailing expiration date of the Bookbuilding Period. An extension of the Bookbuilding Period and/or the Application Period can be made one or several

[20] The par value of the Shares as of the date of this Prospectus is NOK 0.025. The General Meeting has resolved an increase of the par value to NOK 1, which will come into force at the time of Unconditional Trading.

times provided, however, that in no event will the Bookbuilding Period and/or Application Period be extended beyond 14:00 hours (CET) on 26 June 2015. In the event of a shortening or an extension of the Bookbuilding Period and/or the Application Period, the allocation date, the payment due dates and the dates of delivery of Offer Shares will be changed accordingly, but the date of the Listing and commencement of trading on the Oslo Stock Exchange may not necessarily be changed.

The Company and NC Europris Holding have, together with the Joint Bookrunners, set an Indicative Price Range for the Offering from NOK 43 to NOK 53 per Offer Share. The Indicative Price Range may change during the course of the Offering, and the Offer Price may be set within, above or below the Indicative Price Range. Assuming that the Offer Price is set at the mid-point of the Indicative Price Range, the maximum number of Sale Shares are sold in the Offering at such Offer Price and the Over-Allotment Option is exercised in full, the aggregate gross amount of the Offering will be approximately NOK 4,576 million. NC Europris Holding and the Company, in consultation with the Joint Bookrunners, will determine the number of Offer Shares and the Offer Price on the basis of the bookbuilding process in the Institutional Offering and the number of applications received in the Retail Offering and the Employee Offering. The bookbuilding process, which will form the basis for the final determination of the number of Offer Shares and the Offer Price, will be conducted only in connection with the Institutional Offering. The Indicative Price Range may be amended during the Bookbuilding Period. Any change to the Indicative Price Range will be presented in a supplement to the Prospectus to be published, and communicated by way of a press release distributed through the Oslo Stock Exchange's information system, before the opening of trading on the last day of the then prevailing Bookbuilding Period.

Among the factors to be considered in determining the Offer Price, in addition to the prevailing market conditions, will be the Company's historical performance, estimates or its business potential and earnings prospects, an assessment of the Company's management and consideration of the above factors in relation to the market valuation of companies in related businesses. The Offer Price may differ significantly from prices prevailing in over-the-counter transactions and price quotations that have historically been available.

The Company expects that it will, on or about 18 June 2015, together with NC Europris Holding, enter into an underwriting agreement (the "**Underwriting Agreement**") with the Joint Bookrunners with respect to the Offering. On the terms and subject to the conditions set forth in the Underwriting Agreement and provided that the Offering has not been terminated prior thereto in accordance with the terms of the Underwriting Agreement, ABG Sundal Collier Norge ASA is expected to agree to subscribe for and prefund the New Shares and the Joint Bookrunners are expected to procure purchasers for the New Shares and the Sale Shares or, failing which, to purchase the New Shares and the Sale Shares themselves, and the Company and NC Europris Holding are expected to agree to offer the New Shares to the Joint Bookrunners for sale to purchasers procured by the Joint Bookrunners and to sell the Sale Shares to purchasers procured by the Joint Bookrunners or, failing which, to the Joint Bookrunners themselves, severally and not jointly. The purchase commitments of each of the Joint Bookrunners will be determined in conjunction with determination of the final Offer Price and number of New Shares and Sale Shares. In addition, it is expected that the Other Selling Shareholders and ABG Sundal Collier Norge ASA will, on or about 18 June 2015, enter into a placing agreement with respect to the sale and purchase of the Sale Shares to be sold by the Other Selling Shareholders in the Offering (the "**Placing Agreement**"). The sale and purchase under the Placing Agreement will be conditional only upon the Underwriting Agreement not being terminated in accordance with its terms.

In addition, NC Europris Holding is expected to grant to the Joint Bookrunners the Over-Allotment Option, which may be exercised on behalf of the Joint Bookrunners by the Stabilisation Manager, to purchase a number of additional Shares, equalling up to approximately 15% of the aggregate number of New Shares and Sale Shares (representing up to 7.5% of the Shares in issue in Europris ASA following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range and that the maximum number of Sale Shares are sold in the Offering at such Offer Price) at the Offer Price, exercisable, in whole or in part, not later than the 30th day following the time at which Unconditional Trading in the Shares commences on the Oslo Stock Exchange, which is expected to be on 23 June 2015. The Over-Allotment Option will be granted to cover over-allotments, if any, made in connection with the Offering on the terms and subject to the conditions described in this Prospectus. In order to permit delivery in respect of over-allotments made, if any, NC Europris Holding will, pursuant to the Underwriting Agreement, grant to the Stabilisation Manager an option (the "**Lending Option**") to require NC Europris Holding to lend to the Stabilisation Manager, on behalf of the Joint Bookrunners, up to a number of Shares equal to the number of Additional Shares. See Section 18.10 "Over-allotment and stabilisation activities" for further details.

NC Europris Holding and the Company will make certain representations and warranties, and will agree to certain undertakings, in the Underwriting Agreement. The Company will undertake, subject to certain conditions and limitations, to indemnify the Joint Bookrunners against certain losses and liabilities arising out of or in connection with the Offering.

Pursuant to the Underwriting Agreement, it is expected that the Company and NC Europris Holding will agree with the Joint Bookrunners to be subject to a 180 day lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. In addition, members of the Board of Directors, members of Management and the Other Selling Shareholders are expected to agree with the Joint Bookrunners to be subject to a 12 month lock-up period after the first day of trading and official listing of the Offer Shares, subject to certain exceptions. For more information on these restrictions, see Section 18.17 "Lock-up."

The Underwriting Agreement is expected to provide that the Joint Bookrunners may terminate the Underwriting Agreement (and thus the Joint Bookrunners' obligation to subscribe for the New Shares and to procure purchasers for or, failing which, to purchase themselves the New Shares and the Sale Shares) if prior to 07:30 hours (CET) on the first day of trading in the Shares on an "if sold/if issued" basis (expected to take place on 19 June 2015),

(i) there shall have been since 31 December 2014, in the opinion of the Joint Global Coordinators, individually or in the aggregate, any material adverse change, or any development reasonably likely to involve, individually or in the aggregate, a material adverse change, as set out in the Underwriting Agreement, in the financial condition , business, results of operations, management, prospects or assets of Europris ASA and its subsidiaries, taken as a whole, whether or not arising in the ordinary course of business (whether or not foreseeable at the date hereof) ("Material Adverse Change"); (ii) there has been any breach of, or any event rendering untrue or incorrect in any respect, any of the representations and warranties contained in the Underwriting Agreement or any failure to perform any of Europris ASA's or NC Europris Holding's undertakings or agreements in the Underwriting Agreement; (iii) any of the conditions set forth in the Underwriting Agreement have not been met or waived by the Joint Global Coordinators; (iv) it shall come to the notice of the Joint Global Coordinators that any statement of face contained in the Prospectus is or has become untrue, incorrect or misleading in an respect, or any matter has arisen, which would, if the Offering were made at that time, constitute a material omission from the Prospectus; (v) Europris ASA or any of its subsidiaries has sustained any material loss or interference with their business, from fire, explosion, flood or other calamity, whether or not covered by insurance, or from any labour dispute or court or governmental action, order or decree otherwise than as set forth or contemplated hereby. or there has been any change in the equity capital or long term debt of Europris ASA or any of its subsidiaries or there has occurred, individually or in the aggregate, a Material Adverse Change, from that set forth or contemplated hereby, the effect of which, in any such case, is in the judgment of the Joint Global Coordinators so material and adverse as to make it impracticable or inadvisable to proceed with the Offering or the delivery of the Offer Shares on the terms and in the manner contemplated hereby or (vi) there has occurred any event or circumstance or exists any condition that would require the publication of a supplement or amendment to the Prospectus pursuant to applicable law or regulation, provided that the effect of such event, circumstance or condition is in the judgment of the Joint Global Coordinators so material and adverse as to make it impracticable or inadvisable to proceed with the Offering or the delivery of the Offer Shares on the terms and in the manner contemplated hereby.

In addition, the Underwriting Agreement is expected to provide that the Joint Bookrunners may terminate the Underwriting Agreement (and thus the Joint Bookrunners' obligation to subscribe for the New Shares (if not already subscribed for) and to procure purchasers for or, failing which, to purchase themselves the New Shares and the Sale Shares) if prior to 18:00 hours (CET) on the Business Day prior to the date of commencement of unconditional trading in the Shares on the Oslo Stock Exchange (expected to be on 23 June 2015) one of the following events (each a "**force majeure**" event) occurs:

(1) a suspension or material limitation in trading in securities generally on the Oslo Stock Exchange, the New York Stock Exchange or the London Stock Exchange; (2) a general moratorium on commercial banking activities declared by the federal, state or local regulatory authorities of Norway, the United Kingdom or any of the ten largest member States (by gross domestic product) of the European Union or the United States, or a material disruption in commercial banking or securities settlement or clearance services in Norway, the United Kingdom or any of the ten largest member States (by gross domestic product) of the European Union or the United States; (3) an outbreak or escalation of hostilities or acts of terrorism involving Norway, the United Kingdom or any of the ten largest member States (by gross domestic product) of the European Union or the United States or a declaration by Norway, the United Kingdom or any of the ten largest member States (by gross domestic product) of the European Union or the United States of a national emergency or war; or (4) any other calamity or crisis or any material adverse change in financial, political or

economic conditions in Norway, the United Kingdom or any of the ten largest member States (by gross domestic product) of the European Union or the United States, if the effect of any such event specified in clauses (1) through (4) above makes it impossible or inadvisable, in the judgment of the Joint Global Coordinators acting in good faith, taking into account general market conditions as a result of such events and the interest of investors in the Offer Shares, to proceed with the sale or delivery of the Offer Shares on the terms and in the manner contemplated in this Prospectus; and further provided that the Joint Global Coordinators agree, to the extent reasonably practicable under the circumstances, to act in good faith and to consult with the Company and NC Europris Holding before terminating the Underwriting Agreement.

In the event that the Joint Bookrunners have already subscribed for the New Shares, upon termination of the Underwriting Agreement, the Offering, including the issue of the New Shares, would be cancelled.

Further, the Underwriting Agreement may terminate if prior to 18:00 hours (CET) on the Business Day prior to the date of commencement of unconditional trading in the Shares on the Oslo Stock Exchange (expected to be 23 June 2015), (i) a Joint Bookrunner (or Joint Bookrunners) defaults in its obligation to subscribe/purchase the number of New Shares and Sale Shares it has agreed to subscribe/purchase under the Underwriting Agreement, and (ii) the aggregate number of New Shares and Sale Shares with respect to which such default occurs exceeds 10% of the total number of New Shares and Sale Shares which all Joint Bookrunners are obligated to purchase under the Underwriting Agreement and (iii) arrangements satisfactory to the Joint Global Coordinators, in consultation with the other Joint Bookrunners, the Company and NC Europris Holding, for the purchase of such Offer Shares are not made prior to such time.

Unless the Underwriting Agreement has been terminated, delivery of the New Shares and Sale Shares to investors being allocated Offer Shares in the Offering is, subject to due payment for allocated Offer Shares having been received from investors, expected to take place on or about 23 June 2015 for the Retail Offering and the Employee Offering, and on or about 23 June 2015 for the Institutional Offering (on a delivery versus payment basis).

The New Shares and Sale Shares allocated in the Offering are expected to be traded on the Oslo Stock Exchange on a conditional "if sold/if issued" basis on 19 and 22 June 2015. Trades during this period will, in accordance with the standard settlement cycle for trades over the Oslo Stock Exchange, be settled on T+2 (T being the trade date). Accordingly, any trade made on 19 June 2015 will be settled on 23 June 2015. Should any of the termination events described above occur in the period from commencement of conditional trading in the Shares (expected to take place on 19 June 2015) until commencement of Unconditional Trading in the Shares (expected to take place on 23 June 2015 as described below), or such earlier time when it has become impossible to stop the transfer of New Shares and Sale Shares through the VPS, and the Underwriting Agreement is terminated, no trades that have occurred in the Shares will be settled, and investors will have no right to compensation for any loss suffered as a result of such cancellation and payments made will be returned without any interest or other compensation. All dealings in the Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Depending on the policy of their respective bank or investment firm, investors wanting to trade their allocated Offer Shares through an internet account prior to commencement of unconditional trading in the Shares on 23 June 2015, may be prevented from such trading. Investors wanting to trade their allocated Offer Shares through an internet account prior to commencement of unconditional trading are therefore urged to confirm the possibility of such trading with their own account operator.

Completion of the Offering is conditional upon, among other conditions, the Company satisfying the listing conditions and being listed on the Oslo Stock Exchange, see Section 18.14 "Conditions for completion of the Offering — Listing and trading of the Offer Shares."

See Section 18.16 "Expenses of the Offering and the Listing" for information regarding fees expected to be paid to the Joint Bookrunners and costs expected to be paid by the Company in connection with the Offering and pursuant to the Underwriting Agreement.

18.2 Timetable

The timetable set out below provides certain indicative key dates for the Offering (subject to shortening or extensions):

Bookbuilding Period commences	8 June 2015 at 09:00 hours CET
Bookbuilding Period ends	18 June 2015 at 14:00 hours CET
Application Period commences	8 June 2015 at 09:00 hours CET
Application Period ends	18 June 2015 at 12:00 hours CET
Allocation of the Offer Shares	18 June 2015
Publication of the results of the Offering	On or about 19 June 2015
Distribution of allocation notes/contract notes	On or about 19 June 2015
Listing and commencement of conditional trading in the Shares	On or about 19 June 2015
Accounts from which payment will be debited in the Retail Offering and the Employee Offering to be sufficiently funded	On 19 June 2015
Payment date in the Retail Offering and the Employee Offering	On 22 June 2015
Registration of new share capital in the Norwegian Register of Business Enterprises	On or about 22 June 2015
Delivery of the Offer Shares in the Retail Offering and the Employee Offering	On or about 23 June 2015
Payment date and delivery of Offer Shares in the Institutional Offering	On or about 23 June 2015
Commencement of unconditional trading in the Shares	On or about 23 June 2015

Note that the Company, NC Europris Holding and the Joint Bookrunners reserve the right to shorten or extend the Bookbuilding Period and/or the Application Period. In the event of a shortening or an extension of the Bookbuilding Period and/or the Application Period, the allocation date, the payment due dates and the dates of delivery of Offer Shares will be changed accordingly, but the date of the Listing and commencement of trading on the Oslo Stock Exchange may not necessarily be changed.

18.3 Resolution relating to the Offering and the issue of the New Shares

The General Meeting held on 22 May 2015 made the following resolution to increase the share capital of Europris ASA (*translated from Norwegian*):

"Pursuant to the Norwegian Public Limited Liability Companies Act section 10-1 the Company's share capital is increased on the following conditions:

1. *The share capital is increased by minimum NOK 8,500,000 and maximum NOK 85,000,000 from NOK 148,080,000 to minimum 156,580,000 and maximum NOK 233,080,000 by issue of minimum 8,500,000 and maximum 85,000,000 new shares, each with a nominal value of NOK 1, pursuant to the board of directors' resolution.*

2. *The subscription price shall be between NOK 10 and NOK 100 per share, pursuant to the board of directors' resolution.*

3. *The shareholders pre-emption rights for subscription of shares may be set aside.*

4. *The shares may be subscribed by ABG Sundal Collier Norge ASA, Goldman Sachs International, Merrill Lynch International or Skandinaviska Enskilda Banken AB (publ) for resale to the investors having ordered and been allocated shares in the IPO.*

5. *The subscription shall be made by signing a separate subscription form, attached as annex 4 within the end of 26 June 2015. Oversubscription is not allowed.*

6. *The consideration for the shares shall be settled by cash contribution. The balance between the nominal share capital increase and the Subscription Amount is booked as share premium.*

7. *The share subscription amount shall be paid to the Company's special share capital increase bank account within 18:00 CET on the second trading day after listing of the Company's shares on the Oslo Stock Exchange, and no later than 30 June 2015.*

8. *The shares will be entitled to dividends as from the registration of the share capital increase in the Norwegian Register of Business Enterprises.*

9. *The capital increase is estimated to involve costs of approximately NOK 13.5 million. Further costs have accrued in connection with the listing process.*

10. *The capital increase is conditional upon the underwriting agreement between the Company and the underwriters (and the selling shareholder) being entered into on T-1 (where T is the day that the shares in the Company are admitted for conditional trading at the Oslo Stock Exchange) and that the underwriting agreement is not terminated by 18:00 on T+1.*

11. *New shares issued pursuant to this authorization will belong to the Company's ordinary class of shares."*

Following the end of the Bookbuilding Period and the Application Period on or about 18 June 2015, the Board of

Directors and NC Europris Holding will consider and, if thought fit, approve the completion of the Offering and determine the final Offer Price, the number of and allocation of the Offer Shares.

18.4 The Institutional Offering

18.4.1 Determination of the number of Offer Shares and the Offer Price

The Company and NC Europris Holding have, together with the Joint Bookrunners, set an Indicative Price Range for the Offering from NOK 43 to NOK 53 per Offer Share. NC Europris Holding and the Company, in consultation with the Joint Bookrunners, will determine the number of Offer Shares and the Offer Price on the basis of the applications received and not withdrawn in the Institutional Offering during the Bookbuilding Period and the number of applications received in the Retail Offering and the Employee Offering. The Offer Price will be determined on or about 18 June 2015. The Offer Price may be set within, below or above the Indicative Price Range. Investors' applications for Offer Shares in the Institutional Offering will, after the end of the Bookbuilding Period, be irrevocable and binding regardless of whether the Offer Price is set within, above or below the Indicative Price Range. The final Offer Price is expected to be announced by the Company through the Oslo Stock Exchange's information system on or about 19 June 2015 under the ticker code "EPR."

18.4.2 Bookbuilding Period

The Bookbuilding Period for the Institutional Offering will last from 8 June 2015 at 09:00 hours (CET) to 18 June 2015 at 14:00 hours (CET), unless shortened or extended.

NC Europris Holding and the Company, in consultation with the Joint Bookrunners, may shorten or extend the Bookbuilding Period at any time, on one or several occasions. The Bookbuilding Period may in no event expire prior to 12:00 hours (CET) on 16 June 2015 or extended beyond 14:00 hours (CET) on 26 June 2015. In the event of a shortening or an extension of the Bookbuilding Period, the allocation date, the payment due date and the date of delivery of Offer Shares will be changed accordingly, but the date of the Listing and commencement of trading on the Oslo Stock Exchange may not necessarily be changed.

18.4.3 Minimum application

The Institutional Offering is subject to a minimum application of NOK 2,000,000 per application. Investors in Norway who intend to place an application for less than NOK 2,000,000 must do so in the Retail Offering and/or for Eligible Employees in the Employee Offering.

18.4.4 Application procedure

Applications for Offer Shares in the Institutional Offering must be made during the Bookbuilding Period by informing one of the Joint Bookrunners shown below of the number of Offer Shares that the investor wishes to order, and the price per share that the investor is offering to pay for such Offer Shares.

ABG Sundal Collier
Munkedamsveien 45D
P.O. Box 1444 Vika
N-0115 Oslo
Norway

Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
United Kingdom

Merrill Lynch International
2 King Edward St.
London EC1A 1HQ
United Kingdom

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
Filipstad Brygge 1
N-0252 Oslo
Norway

All applications in the Institutional Offering will be treated in the same manner regardless of which Joint Bookrunner the applicant chooses to place the application with. Any orally placed application in the Institutional Offering will be binding upon the investor and subject to the same terms and conditions as a written application. The Joint Bookrunners may, at any time and in their sole discretion, require the investor to confirm any orally placed application in writing. Applications made may be withdrawn or amended by the investor at any time up to the end of the Bookbuilding Period. At the close of the Bookbuilding Period, all applications in the Institutional Offering that have not been withdrawn or amended are irrevocable and binding upon the investor.

18.4.5 Allocation, payment for and delivery of Offer Shares

The Joint Bookrunners expect to issue notifications of allocation of Offer Shares in the Institutional Offering on or about 19 June 2015, by issuing contract notes to the applicants by mail or otherwise.

Payment by applicants in the Institutional Offering will take place against delivery of Offer Shares. Delivery and payment for Offer Shares is expected to take place on or about 23 June 2015 (the "**Institutional Closing Date**"). The delivery and payment for Offer Shares may not take place on the Institutional Closing Date or at all if certain conditions or events referred to in the Underwriting Agreement are not satisfied or waived or occur on or prior to such date. See Section 18.1 "Overview of the Offering."

For late payment, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Overdue Payment of 17 December 1976 no. 100 (the "**Norwegian Act on Overdue Payment**"), which, at the date of this Prospectus, is 9.25% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicants, and the Joint Bookrunners reserve the right, at the risk and cost of the applicant, to cancel the application and to re-allot or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Joint Bookrunners may decide (and the applicant will not be entitled to any profit). The original applicant remains liable for payment for the Offer Shares allocated to the applicant, together with any interest, cost, charges and expenses accrued, and the Joint Bookrunners may enforce payment of any such amount outstanding.

18.5 The Retail Offering

18.5.1 Offer Price

The price for the Offer Shares offered in the Retail Offering will be the same as in the Institutional Offering, see Section 18.4.1 "Determination of the number of Offer Shares and the Offer Price."

Each applicant in the Retail Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on the application form to be used to apply for Offer Shares in the Retail Offering, attached to this Prospectus as Appendix D and Appendix E (the "**Retail Application Form**"), that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the Indicative Price Range (i.e. NOK 53 per Offer Share). If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Retail Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range, as long as the Offer Price has been determined on the basis of orders placed during the bookbuilding process described above.

18.5.2 Application Period

The Application Period during which applications for Offer Shares in the Retail Offering will be accepted will last from 8 June 2015 at 09:00 hours (CET) to 18 June 2015 at 12:00 hours (CET), unless shortened or extended. NC Europris Holding and the Company, in consultation with the Joint Bookrunners, may shorten or extend the Application Period at any time, and extension may be made on one or several occasions. The Application Period may in no event expire prior to 12:00 hours (CET) on 16 June 2015 or extended beyond 14:00 hours (CET) on 26 June 2015. In the event of a shortening or an extension of the Application Period, the allocation date, the payment due date and the date of delivery of Offer Shares will be changed accordingly, but the date of the Listing and commencement of trading on the Oslo Stock Exchange may not necessarily be changed.

18.5.3 Minimum and maximum application

The Retail Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 1,999,999 for each applicant.

Multiple applications are allowed. One or multiple applications from the same applicant in the Retail Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. If two or more identical application forms are received from the same investor, the application form will only be counted once unless otherwise explicitly stated on one of the application forms. In the case of multiple applications through the online application system or applications made both on a physical application form and through the online application system, all applications will be counted. Investors who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering.

18.5.4 Application procedures and application offices

Norwegian applicants in the Retail Offering who are residents of Norway with a Norwegian personal identification number are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.abgsc.no and www.seb.no. Applicants in the Retail Offering not having access to the VPS online application system must apply using the Retail Application Form attached to this Prospectus as Appendix D "Application Form for the Retail Offering" in English or as Appendix E "Application form for the Retail Offering in Norwegian" in Norwegian. Retail Application Forms, together with this Prospectus, can be obtained from the Company, the Company's website www.europris.no, the Joint Bookrunners' websites listed above or the application offices set out below. Applications made through the VPS online application system must be duly registered during the Application Period.

The application offices for physical applications in the Retail Offering are:

ABG Sundal Collier
Munkedamsveien 45D
P.O. Box 1444 Vika
N-0115 Oslo
Norway
Tel: +47 22 01 60 00
Fax: +47 22 01 60 62
E-mail: subscription@abgsc.no

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
Filipstad Brygge 1
P.O. Box 1843 Vika
0123 Oslo, Norway
Tel: +47 22 82 70 00
Fax: +47 21 00 89 62
E-mail: subscription@seb.no

All applications in the Retail Offering will be treated in the same manner regardless of which of the above Joint Bookrunners the applications are placed with. Further, all applications in the Retail Offering will be treated in the same manner regardless of whether they are submitted by delivery of a Retail Application Form or through the VPS online application system.

Retail Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the Application Period, may be disregarded without further notice to the applicant. Properly completed Retail Application Forms must be received by one of the application offices listed above or registered electronically through the VPS application system by 12:00 hours (CET) on 18 June 2015, unless the Application Period is being shortened or extended. None of the Company, the Selling Shareholders or any of the Joint Bookrunners may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by any application office.

Subject to Section 18.5.1 "Offer Price" above, all applications made in the Retail Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the application office, or in the case of applications through the VPS online application system, upon registration of the application.

18.5.5 Allocation, payment and delivery of Offer Shares

ABG Sundal Collier Norge ASA, acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or about 19 June 2015, by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it, may contact one of the application offices listed above on or about 19 June 2015 during business hours. Applicants who have access to investor services through an institution that operates the applicant's account with the VPS for the registration of holdings of securities ("**VPS account**") should be able to see how many Offer Shares they have been allocated from on or about 19 June 2015.

In registering an application through the VPS online application system or completing a Retail Application Form, each applicant in the Retail Offering will authorise ABG Sundal Collier Norge ASA (on behalf of the Joint Bookrunners), to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or on the Retail Application Form. Accounts will be debited on or about 22 June 2015 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 19 June 2015. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date (expected to be 22 June 2015). The delivery of and payment for Offer Shares may not take place on the Payment Date or at all if certain

conditions or events referred to in the Underwriting Agreement are not satisfied or waived or occur on or prior to such date. See Section 18.1 "Overview of the Offering."

Further details and instructions will be set out in the allocation notes to the applicant to be issued on or about 19 June 2015, or can be obtained by contacting ABG Sundal Collier Norge ASA at +47 22 01 60 00 or Skandinaviska Enskilda Banken AB (publ.), Oslo Branch at +47 22 82 70 00.

Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments, which at the date of this Prospectus is 9.25% per annum. ABG Sundal Collier Norge ASA (on behalf of the Joint Bookrunners) reserves the right (but has no obligation) to make up to three debit attempts through 26 June 2015 if there are insufficient funds on the account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Joint Bookrunners reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or otherwise dispose of the allocated Offer Shares, on such terms and in such manner as the Joint Bookrunners may decide (and the applicant will not be entitled to any profit there from). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Joint Bookrunners may enforce payment of any such amount outstanding.

Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Retail Offering is expected to take place on or about 23 June 2015.

18.6 The Employee Offering

18.6.1 Eligible Employees and Offer Price

Subject to applicable laws, (i) all Company and Chain employees (i.e. including employees in franchise stores), as of the last day of the Application Period, and (ii) members of the Board of Directors (collectively "**Eligible Employees**") are eligible for participating in the Employee Offering.

The price for the Offer Shares offered in the Employee Offering will be the same as in the Institutional Offering, see Section 18.4.1 "Determination of the number of Offer Shares and the Offer Price." However, each Eligible Employee will receive a fixed cash discount of NOK 1,500 on the aggregate amount payable for the Offer Shares allocated to such employee. Multiple applications by one applicant in the Employee Offering will be treated as one application with respect to the discount and the guaranteed allocation. For a description of relevant tax legislation in Norway applicable to the discount in the Employee Offering, see Section 17.1.6 "Taxation of discount in the Employee Offering." The discount will be allocated to the New Shares.

Each applicant in the Employee Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on the application form to be used to apply for Offer Shares in the Employee Offering, attached to this Prospectus as Appendix F and Appendix G (the "**Employee Application Form**"), that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the Indicative Price Range (i.e. NOK 53 per Offer Share). If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Employee Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range, as long as the Offer Price has been determined on the basis of orders placed during the bookbuilding process described above.

18.6.2 Application Period

The Application Period during which applications for Offer Shares in the Employee Offering will be accepted will last from 8 June 2015 at 09:00 hours (CET) to 18 June 2015 at 12:00 hours (CET), unless shortened or extended. NC Europris Holding and the Company, in consultation with the Joint Bookrunners, may shorten or extend the Application Period at any time, on one or several occasions. The Application Period may in no event be shortened to expire prior to 12:00 hours (CET) on 16 June 2015 or extended beyond 14:00 hours (CET) on 26 June 2015. In the event of a shortening or an extension of the Application Period, the allocation date, the payment due date and the date of delivery of Offer Shares will be changed accordingly, but the date of the Listing and commencement of trading on the Oslo Stock Exchange may not necessarily be changed.

18.6.3 Minimum and maximum application

The Employee Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 1,999,999 for each applicant.

Multiple applications are allowed. One or multiple applications from the same applicant in the Employee Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. If two or more identical application forms are received from the same investor, the application form will only be counted once unless otherwise explicitly stated on one of the application forms. In the case of multiple applications through the online application system or applications made both on a physical application form and through the online application system, all applications will be counted.

18.6.4 Application procedures and application offices

To participate in the Employee Offering, each Eligible Employee must have a VPS account. For the establishment of VPS accounts, please see Section 18.8 “VPS account” for further details.

Eligible Employees in the Employee Offering who are residents of Norway with a Norwegian personal identification number are recommended to apply for New Shares through the VPS online application system by following the link to such online application system on the following website: www.seb.no. Eligible Employees in the Employee Offering not having access to the VPS online application system must apply using the Employee Application Form attached to this Prospectus as Appendix F “Application Form for the Employee Offering” in English or as Appendix G “Application form for the Employee Offering in Norwegian” in Norwegian. Employee Application Forms, together with this Prospectus, can be obtained from the Company, the Company’s website www.europris.no, the Joint Bookrunners’ websites listed above or the application office set out below. Applications made through the VPS online application system must be duly registered during the Application Period.

The application office for physical applications in the Employee Offering is:

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
Filipstad Brygge 1
P.O. Box 1843 Vika
0123 Oslo, Norway
Tel: +47 22 82 70 00
Fax: +47 21 00 89 62
E-mail: subscription@seb.no

All applications in the Employee Offering will be treated in the same manner regardless of whether they are submitted by delivery of an Employee Offering Form or through the VPS online application system.

Employee Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the Application Period may be disregarded without further notice to the applicant. Properly completed Employee Application Forms must be received by the application office listed above or registered electronically through the VPS application system by 12:00 hours (CET) on 18 June 2015, unless the Application Period is being shortened or extended. None of the Company, the Selling Shareholders or any of the Joint Bookrunners may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by the application office.

Subject to Section 18.6.1 “Eligible Employees and Offer Price” above, all applications made in the Employee Offering will be irrevocable and binding upon receipt of a duly completed Employee Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the application office, or in the case of applications through the VPS online application system, upon registration of the application.

18.6.5 Allocation, payment and delivery of Offer Shares

Eligible Employees participating in the Employee Offering will receive full allocation for any application up to and including an amount of NOK 200,000.

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch, acting as settlement agent for the Employee Offering, expects

to issue notifications of allocation of Offer Shares in the Employee Offering on or about 19 June 2015, by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact the application office listed above on or about 19 June 2015 during business hours. Applicants who have access to investor services through an institution that operates the applicant's VPS account should be able to see how many Offer Shares they have been allocated from on or about 19 June 2015.

In registering an application through the VPS online application system or completing an Employee Application Form, each applicant in the Employee Offering will authorise Skandinaviska Enskilda Banken AB (publ.), Oslo Branch to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or on the Employee Application Form. Accounts will be debited on or about the Payment Date (22 June 2015), and there must be sufficient funds in the stated bank account from and including 19 June 2015. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date (22 June 2015).

Further details and instructions will be set out in the allocation notes to the applicant to be issued on or about 19 June 2015, or can be obtained by contacting Skandinaviska Enskilda Banken AB (publ.), Oslo Branch at +47 22 82 70 00.

Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments, which at the date of this Prospectus is 9.25% per annum. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch (on behalf of the Joint Bookrunners) reserves the right (but has no obligation) to make up to three debit attempts through 26 June 2015 if there are insufficient funds on the account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Joint Bookrunners reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or otherwise dispose of the allocated Offer Shares, on such terms and in such manner as the Joint Bookrunners may decide (and the applicant will not be entitled to any profit). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Joint Bookrunners may enforce payment of any such amount outstanding.

Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Employee Offering is expected to take place on or about 23 June 2015.

18.7 Mechanism of allocation

It has been provisionally assumed that approximately 95% of the Offering will be allocated in the Institutional Offering and that approximately 5% of the Offering will be allocated in the Retail Offering and the Employee Offering. The final determination of the number of Offer Shares allocated in the Institutional Offering, the Retail Offering and the Employee Offering will only be decided, however, by NC Europris Holding and the Company, in consultation with the Joint Bookrunners, following completion of the bookbuilding process for the Institutional Offering, based on among other things the level of orders or applications received from each of the categories of investors. NC Europris Holding, the Company and the Joint Bookrunners reserve the right to deviate from the provisionally assumed allocation between tranches without further notice and at their sole discretion.

No Offer Shares have been reserved for any specific national market.

In the Institutional Offering, NC Europris Holding and the Company, together with the Joint Bookrunners, will determine the allocation of Offer Shares. An important aspect of the allocation principles is the desire to create an appropriate long-term shareholder structure for the Company. The allocation principles will, in accordance with normal practice for institutional placements, include factors such as premarketing and management road-show participation and feedback, timeliness of the order, price level, relative order size, sector knowledge, investment history, perceived investor quality and investment horizon. The Company, NC Europris Holding and the Joint Bookrunners further reserve the right, at their sole discretion, to take into account the creditworthiness of any applicant. The Company, NC Europris Holding and the Joint Bookrunners may also set a maximum allocation, or decide to make no allocation to any applicant.

In the Retail Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 per applicant provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly. One or multiple orders from the same

applicant in the Retail Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. In the Retail Offering, allocation will be made solely on a pro rata basis using the VPS' automated simulation procedures. The Company, NC Europris Holding and the Joint Bookrunners reserve the right to limit the total number of applicants to whom Offer Shares are allocated if the Company, NC Europris Holding and the Joint Bookrunners deem this to be necessary in order to keep the number of shareholders in the Company at an appropriate level and such limitation does not have the effect that any conditions for the Listing regarding the number of shareholders will not be satisfied. If the Company, NC Europris Holding and the Joint Bookrunners should decide to limit the total number of applicants to whom Offer Shares are allocated, the applicants to whom Offer Shares are allocated will be determined on a random basis by using the VPS' automated simulation procedures and/or other random allocation mechanism.

In the Employee Offering, no allocation will be made for a number of Offer Shares of an aggregate value of less than NOK 10,500 (calculated on the basis of the final Offer Price), provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares). Further, the applicants will receive full allocation for any application for a number of Offer Shares representing an aggregate value of up to NOK 200,000. To the extent any applications exceed such amount, the excess number of Offer Shares will be allocated based on the same general allocation principles as in the Retail Offering.

18.8 VPS account

To participate in the Offering, each applicant must have a VPS account. The VPS account number must be stated when registering an application through the VPS online application system or on the Retail Application Form and the Employee Application Form for the Retail Offering and the Employee Offering, respectively. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised investment firms in Norway and Norwegian branches of credit institutions established within the EEA. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian Ministry of Finance. Establishment of VPS accounts requires verification of identification by the relevant VPS registrar in accordance with Norwegian anti-money laundering legislation (see Section 18.9 "Mandatory anti-money laundering procedures").

18.9 Mandatory anti-money laundering procedures

The Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 6 March 2009 no. 11 and the Norwegian Money Laundering Regulations of 13 March 2009 no. 302 (collectively, the "**Anti-Money Laundering Legislation**").

Applicants who are not registered as existing customers of any of the Joint Bookrunners must verify their identity to the Joint Bookrunner with which the order is placed in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Retail Application Form or on the Employee Application Form, or when registering an application through the VPS online application system, are exempted, unless verification of identity is requested by any of the Joint Bookrunners. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period may not be allocated Offer Shares.

18.10 Over-allotment and stabilisation activities

18.10.1 Over-allotment of Additional Shares

In connection with the Offering, the Joint Global Coordinators, in consultation with the other Joint Bookrunners, may elect to over-allot a number of Additional Shares equalling up to approximately 15% of the aggregate number of New Shares and Sale Shares initially allocated in the Offering. NC Europris Holding is expected to grant to the Joint Bookrunners the Over-Allotment Option, which is an option to purchase a number of additional Shares equalling up to approximately 15% of the aggregate number of New Shares and Sale Shares initially allocated in the Offering (representing up to 7.5% of the Shares in issue in Europris ASA following the Offering assuming that the Offer Price is set at the mid-point of the Indicative Price Range and that the maximum number of Sale Shares are sold in the Offering at such Offer Price), which may be exercised on behalf of the Joint Bookrunners by the Stabilisation Manager not later than the 30th day commencing at the time at which "if sold/if issued" trading in the Shares commences on the Oslo Stock Exchange, at a price equal to the Offer Price in the Offering, as may be necessary to cover over-allotments made in connection with the Offering. To the extent that the Joint Bookrunners have over-allotted Shares in the Offering, the Joint Bookrunners have created a short position in the Shares. The Stabilisation Manager may close

out this short position by buying Shares in the open market through stabilisation activities and/or by exercising the Over-Allotment Option.

A stock exchange notice will be made on the first day of trading on an "if sold/if issued" basis (expected to take place on 19 June 2015) announcing whether the Joint Bookrunners have over-allotted Shares in connection with the Offering. Any exercise of the Over-Allotment Option will be promptly announced by the Stabilisation Manager through the Oslo Stock Exchange's information system.

18.10.2 Price stabilisation

The Stabilisation Manager (ABG Sundal Collier Norge ASA) may, upon exercise of the Lending Option, from the first day of the Listing effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the time at which "if sold/if issued" trading in the Shares commences on the Oslo Stock Exchange. It should be noted that stabilisation activities might result in market prices that are higher than would otherwise prevail.

Any stabilisation activities will be conducted in accordance with Section 3-12 of the Norwegian Securities Trading Act and the EC Commission Regulation 2273/2003 regarding buy-back programmes and stabilisation of financial instruments.

NC Europris Holding and the Joint Bookrunners have agreed that 75% of any profit resulting from stabilisation activities conducted by the Stabilisation Manager, on behalf of the Joint Bookrunners, will be for the account of NC Europris Holding and the remaining 25% will be for the account of the Joint Bookrunners. Any net loss resulting from stabilisation activities shall be borne by the Joint Bookrunners.

Within one week after the expiry of the 30 calendar day period of price stabilisation, the Stabilisation Manager will publish information as to whether or not price stabilisation activities were undertaken. If stabilisation activities were undertaken, the statement will also include information about: (i) the total amount of Shares sold and purchased; (ii) the dates on which the stabilisation period began and ended; (iii) the price range between which stabilisation was carried out, as well as the highest, lowest and average price paid during the stabilisation period; and (iv) the date at which stabilisation activities last occurred.

It should be noted that stabilisation activities might result in market prices that are higher than would otherwise prevail. Stabilisation may be undertaken, but there is no assurance that it will be undertaken and it may be stopped at any time.

18.11 Publication of information in respect of the Offering

In addition to press releases which will be posted on the Company's website, the Company will use the Oslo Stock Exchange's information system to publish information relating to the Offering, such as amendments to the Bookbuilding Period and Application Period (if any), the final Offer Price, the number of Offer Shares and the total amount of the Offering, allotment percentages, and first day of trading.

The final determination of the Offer Price, the number of Offer Shares and the total amount of the Offering is expected to be published on or about 19 June 2015.

18.12 The rights conferred by the Offer Shares

The Offer Shares will in all respects carry full shareholders' rights in Europris ASA on an equal basis as any other Shares in Europris ASA.

For a description of rights attached to the Shares, see Section 15 "Corporate Information and Description of the Share Capital."

18.13 VPS registration

The Sale Shares and any Additional Shares have been, and the New Shares will be, created under the Norwegian Public Limited Companies Act. The Sale Shares and any Additional Shares are, and the New Shares will be, registered

in book-entry form with the VPS and have ISIN NO 001 0735343. The Company's register of shareholders with the VPS is administrated by DNB, Dronning Eufemias gate 30, N-0191 Oslo, Norway.

18.14 Conditions for completion of the Offering – Listing and trading of the Offer Shares

The Company is expected to apply for Listing of its Shares on the Oslo Stock Exchange on 8 June 2015. It is expected that the board of directors of the Oslo Stock Exchange will approve the Listing application of the Company on or about 12 June 2015, conditional upon (i) Europris ASA obtaining a minimum of 500 shareholders, each holding Shares with a value of more than NOK 10,000, (ii) there being a minimum free float of the Shares of 25% and (iii) that the Primary Offering is completed. The Company expects that these conditions will be fulfilled through the Offering.

Completion of the Offering on the terms set forth in this Prospectus is expressly conditioned upon the board of directors of the Oslo Stock Exchange approving the application for Listing of the Shares in its meeting to be held on or about 12 June 2015, on conditions acceptable to the Company and that any such conditions are satisfied by the Company. The Offering will be cancelled in the event that the conditions are not satisfied. There can be no assurance that the board of directors of the Oslo Stock Exchange will give such approval or that the Company will satisfy these conditions.

Completion of the Offering on the terms set forth in this Prospectus is otherwise only conditional on (i) NC Europris Holding and the Company, in consultation with the Joint Bookrunners, having approved the Offer Price, the number of Offer Shares and the allocation of the Offer Shares to eligible investors following the bookbuilding process, (ii) the Company, NC Europris Holding and the Joint Bookrunners having entered into the Underwriting Agreement, (iii) satisfaction of the conditions precedent contained in the Underwriting Agreement, (iv) the Underwriting Agreement not having been terminated in accordance with its terms (see Section 18.1 "Overview of the Offering") and (v) Skandinaviska Enskilda Banken AB (publ) prior to Listing having confirmed that funds are ready to be drawn under the Credit Facilities at the third day of trading in the Shares on the Oslo Stock Exchange provided that there is no event of default or breach of the repeating representations of the Credit Facilities prior to the third day of trading in the Shares on the Oslo Stock Exchange. There can be no assurance that these conditions will be satisfied. If the conditions are not satisfied, the Offering may be revoked or suspended.

Assuming that the conditions are satisfied, the first day of trading on an "if sold/if issued" basis of the Shares, including the Offer Shares, on the Oslo Stock Exchange is expected to be on or about 19 June 2015. The Shares are expected to trade under the ticker code "EPR."

Applicants in the Retail Offering and the Employee Offering selling Offer Shares prior to delivery must ensure that payment for such Offer Shares is made on or prior to the Payment Date, by ensuring that the stated bank account is sufficiently funded on 19 June 2015. Applicants in the Institutional Offering selling Offer Shares prior to delivery must ensure that payment for such Offer Shares is made on or prior to the Institutional Closing Date. Accordingly, an applicant who wishes to sell his/her Offer Shares, following confirmed allocation of Offer Shares, but before delivery, must ensure that timely payment is made in order for such Offer Shares to be delivered in time to the applicant.

Prior to the Listing and the Offering, the Shares are not listed on any stock exchange or authorised market place, and no application has been filed for listing on any other stock exchanges or regulated market places than the Oslo Stock Exchange.

18.15 Dilution

The issuance of New Shares in the Offering may result in the number of Shares in Europris ASA amounting to a maximum of 167,847,442, assuming the Offer Price is set at the low-end of the Indicative Price Range, which corresponds to a dilution for the existing shareholders of approximately 11.8%.

18.16 Expenses of the Offering and the Listing

The gross proceeds to the Company will be approximately NOK 850 million and the Company's total costs and expenses of, and incidental to, the Listing and the Offering are estimated to amount to approximately NOK 30 million.

No expenses or taxes will be charged by the Company, the Selling Shareholders or the Joint Bookrunners to the applicants in the Offering.

In consideration of the agreement by the Joint Bookrunners to subscribe for the New Shares and to procure purchasers for or, failing which, to purchase themselves the New Shares and the Sale Shares at the Offer Price and subject to the Offer Shares being sold as provided for in the Underwriting Agreement and the Placing Agreement, the Company is expected to agree to pay a commission of 1.50% of the Offer Price, multiplied by the aggregate number of New Shares. The Selling Shareholders are expected to agree to pay to the Joint Bookrunners a commission of 1.50% of the Offer Price, multiplied by the aggregate number of Sale Shares sold in the Offering and any additional Shares sold by NC Europris Holding pursuant to the Over-Allotment Option. In addition, the Company and NC Europris Holding may, in their sole discretion, agree that the Joint Bookrunners shall receive a discretionary fee of up to 1.00% of the Offer Price, multiplied by the aggregate number of Sale Shares and New Shares sold in the Offering and any additional Shares sold by NC Europris Holding pursuant to the Over-Allotment Option.

Pursuant to the Underwriting Agreement, the Company is expected to agree to pay or cause to be paid all reasonable and verifiable expenses of and incidental to the completion of the Offering and the performance of its obligations under the Underwriting Agreement, including, but not limited to, all reasonable and verifiable disbursements and expenses of the Joint Bookrunners in relation to the Offering. The Underwriting Agreement is also expected to provide that the Company will indemnify the Joint Bookrunners against certain losses and liabilities arising out of or in connection with the Offering.

18.17 Lock-up

Pursuant to the Underwriting Agreement, it is expected that the Company and NC Europris Holding will agree with the Joint Bookrunners that, subject to certain exceptions, for a period of 180 days after the first day of trading and official listing of the Offer Shares, they will not without the prior written consent of the Joint Global Coordinators, (1) issue (in the case of the Company), offer, hypothecate, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares, (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Shares, whether any such transaction described in (1) or (2) above is to be settled by delivery of the Shares or other securities, in cash or otherwise, or (3) submit to the Company's shareholders a proposal to effect any of the foregoing. With respect to NC Europris Holding, the following restrictions shall not apply to (A) the sale of Sale Shares or the Additional Shares, (B) the lending of any Shares to the Settlement Agent in relation to the Over-Allotment Option or (C) the acceptance or pre-acceptance of any takeover offer pursuant to the Norwegian Securities Trading Act chapter 6.

In addition, members of the Board of Directors, members of Management and the Other Selling Shareholders are expected to agree not to without the prior written consent of the Joint Global Coordinators, (1) offer, pledge, hypothecate, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares or (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Shares, whether any such transactions described in clause (1) or (2) above are to be settled by delivery of Shares or such other securities, in cash or otherwise, for a period of 12 months after the first day of trading and official listing of the Offer Shares, subject to certain exceptions.

18.18 Interest of natural and legal persons involved in the Offering

The Joint Bookrunners, the Financial Advisor or their affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services as well as financing to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. Skandinaviska Enskilda Banken AB (publ) will act as a lender, arranger and agent under the Company's new financing arrangements, the Credit Facilities. Skandinaviska Enskilda Banken AB (publ) is also a lender under the existing Senior Facilities. The Joint Bookrunners and the Financial Advisor do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Joint Bookrunners will receive a fee in connection with the Offering and, as such, have an interest in the Offering. In addition, the Company and the Selling Shareholders may, at the sole and absolute discretion of NC Europris Holding and the Company, pay to the Joint Bookrunners an additional discretionary fee in connection with the Offering. See Section 18.16 "Expenses of the Offering and the Listing" for information on fees to the Joint Bookrunners in connection with the Offering. The Financial Advisor has been engaged by NC Europris Holding to act as financial advisor and will receive a fee in connection with the Offering and, as such, has an interest in the Offering. The fee of the Financial Advisor will be paid by NC Europris Holding.

In connection with the Offering, each of the Joint Bookrunners and any of their respective affiliates, acting as an investor for its own account, may take up Offer Shares in the Offering and in that capacity may retain, purchase or sell for its own account such securities and any Offer Shares or related investments and may offer or sell such Offer Shares or other investments otherwise than in connection with the Offering. Accordingly, references in the Prospectus to Offer Shares being offered or placed should be read as including any offering or placement of Offer Shares to any of the Joint Bookrunners or any of their respective affiliates acting in such capacity. In addition, certain of the Joint Bookrunners or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Joint Bookrunners (or their affiliates) may from time to time acquire, hold or dispose of Offer Shares. None of the Joint Bookrunners intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Selling Shareholders will receive the net proceeds from the sale of the Sale Shares and NC Europris Holding will receive the net proceeds from the sale of any additional Shares purchased by the Joint Bookrunners under the Over-Allotment Option. The net proceeds from the sale of the New Shares will be used to redeem the Preference Shares and be paid to the holders of such Shares, repay the Shareholder Loan and the Company's parts of the transaction costs.

Beyond the above-mentioned, the Company is not aware of any interest, including conflicting ones, of any natural or legal persons involved in the Offering.

18.19 Participation of major existing shareholders and members of the Management, supervisory and administrative bodies in the Offering

Eligible Employees (as defined in Section 18.6.1 “Eligible Employees”) are offered to apply for Offer Shares in the Offering. See Section 18.6 “The Employee Offering.”

None of the members of the Board of Directors and Management have indicated an intention to apply for Offer Shares, and are expect to consider any possible application during the application period.

The Company is not aware of whether any major shareholders of the Company or members of the Management, supervisory or administrative bodies intend to apply for Offer Shares in the Offering, or whether any person intends to apply for more than 5% of the Offer Shares.

18.20 Governing law and jurisdiction

This Prospectus, the Retail Application Form, the Employee Application Form and the terms and conditions of the Offering shall be governed by and construed in accordance with Norwegian law. Any dispute arising out of, or in connection with, this Prospectus, the Retail Application Form, the Employee Application Form or the Offering shall be subject to the exclusive jurisdiction of the courts of Norway, with the Oslo District Court as the legal venue.

19 SELLING AND TRANSFER RESTRICTIONS

19.1 General

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares offered hereby.

Other than in Norway, the Company is not taking any action to permit a public offering of the Shares in any jurisdiction. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if an investor receives a copy of this Prospectus in any jurisdiction other than Norway, the investor may not treat this Prospectus as constituting an invitation or offer to it, nor should the investor in any event deal in the Shares, unless, in the relevant jurisdiction, such an invitation or offer could lawfully be made to that investor, or the Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Prospectus, the investor should not distribute or send the same, or transfer Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

19.2 Selling restrictions

19.2.1 United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act; or (ii) to certain persons outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and in each case, in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, each Joint Bookrunner has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than to those it reasonably believes to be QIBs in the United States in accordance with Rule 144A or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 19.3.1 "United States."

Any offer or sale in the United States will be made by affiliates of the Joint Bookrunners who are broker-dealers registered under the U.S. Exchange Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from the registration requirements of the U.S. Securities Act and in connection with any applicable state securities laws.

19.2.2 United Kingdom

This Prospectus and any other material in relation to the Offering described herein is only being distributed to, and is only directed at persons in the United Kingdom who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive ("qualified investors") that are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (ii) high net worth entities or other persons falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom distributions may otherwise lawfully be made (all such persons together being referred to as "Relevant Persons"). The Offer Shares are only available to, and any investment or investment activity to which this Prospectus relates is available only to, and will be engaged in only with, Relevant Persons). This Prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not Relevant Persons should not take any action on the basis of this Prospectus and should not rely on it.

19.2.3 European Economic Area

In relation to each Relevant Member State, with effect from and including the date on which the EU Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**"), an offer to the public of any Offer Shares which are the subject of the offering contemplated by this Prospectus may not be made in that Relevant Member State, other than the offering in Norway as described in this Prospectus, once the Prospectus has been approved by the competent authority in Norway and published in accordance with the EU Prospectus

Directive (as implemented in Norway), except that an offer to the public in that Relevant Member State of any Offer Shares may be made at any time with effect from and including the Relevant Implementation Date under the following exemptions under the EU Prospectus Directive, if they have been implemented in that Relevant Member State:

a) to legal entities which are qualified investors as defined in the EU Prospectus Directive;

b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Directive), as permitted under the EU Prospectus Directive, subject to obtaining the prior consent of the Joint Bookrunners for any such offer, or

c) in any other circumstances falling within Article 3(2) of the EU Prospectus Directive;

provided that no such offer of Offer Shares shall require the Company, the Selling Shareholders or any Joint Bookrunner to publish a prospectus pursuant to Article 3 of the EU Prospectus Directive or supplement a prospectus pursuant to Article 16 of the EU Prospectus Directive. Each person in a Relevant Member State who initially acquires any Offer Shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and with the Company and the Joint Bookrunners that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the EU Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Securities to be offered so as to enable an investor to decide to purchase any Offer Shares, as the same may be varied in that Member State by any measure implementing the EU Prospectus Directive in that Member State the expression "EU Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in each Relevant Member State.

This EEA selling restriction is in addition to any other selling restrictions set out in this Prospectus.

19.2.4 Additional jurisdictions

19.2.4.1 Canada

This Prospectus is not, and under no circumstance is to be construed as, a prospectus, an advertisement or a public offering of the Offer Shares in Canada or any province or territory thereof. Any offer or sale of the Offer Shares in Canada will be made only pursuant to an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable provincial securities laws or, alternatively, pursuant to an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made.

19.2.4.2 Hong Kong

The Offer Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, and no advertisement, invitation or document relating to the Offer Shares may be issued or may be in the possession of any person for the purposes of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Offer Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder.

19.2.4.3 Singapore

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Offer Shares may not be circulated or distributed, nor may they be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions,

specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

19.2.4.4 DIFC

This Prospectus relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority ("DFSA"). This Prospectus is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Prospectus nor taken steps to verify the information set forth herein and has no responsibility for the Prospectus. The Offer Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Offer Shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this Prospectus you should consult an authorized financial advisor.

19.2.4.5 Switzerland

The Offer Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Offer Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the offering, the Company, the Offer Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the Offering will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA (FINMA), and the Offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("CISA"). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Offer Shares.

19.2.4.6 Other jurisdictions

The Offer Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, any jurisdiction in which it would not be permissible to offer the Offer Shares.

In jurisdictions outside the United States and the EEA where the Offering would be permissible, the Offer Shares will only be offered pursuant to applicable exceptions from prospectus requirements in such jurisdictions.

19.3 Transfer restrictions

19.3.1 United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S, and in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this section.

Each purchaser of the Offer Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.

- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares to any person in the United States.

- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.

- The purchaser is aware of the restrictions on the offer and sale of the Offer Shares pursuant to Regulation S described in this Prospectus.

- The Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.

- The Company shall not recognise any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above restrictions.

- The purchaser acknowledges that these representations and undertakings are required in connection with the securities laws of the United States and that the Company, the Selling Shareholders, the Joint Bookrunners and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the Offer Shares within the United States pursuant to Rule 144A will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.

- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.

- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Offer Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution to the Offer Shares, as the case may be.

- The purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.

- The purchaser understands and acknowledges that if, in the future, the purchaser or any such other QIBs for which it is acting, or any other fiduciary or agent representing such purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, as the case may be, such Shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) outside the United States in a transaction meeting the requirements of Regulation S, (iii) in accordance with Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.

- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.

- The purchaser understands that Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) and that no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any Offer Shares, as the case may be.

- The Company shall not recognise any offer, sale pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions.

- The purchaser acknowledges that these representations and undertakings are required in connection with the securities laws of the United States and that the Company, the Selling Shareholders, the Joint Bookrunners and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

19.3.2 European Economic Area

Each person in a Relevant Member State (other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway) who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with each Joint Bookrunner and the Company that:

a) it is a qualified investor as defined in the EU Prospectus Directive; and

b) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the EU Prospectus Directive, (i) the Offer Shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Joint Bookrunners has been given to the offer or resale; or (ii) where Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Shares to it is not treated under the EU Prospectus Directive as having been made to such persons.

For the purposes of this representation, the expression an "offer" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the EU Prospectus Directive in that Relevant Member State and the expression "EU Prospectus Directive" Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in each Relevant Member State.

20 ADDITIONAL INFORMATION

20.1 Auditor and advisers

The Company's independent auditor is PricewaterhouseCoopers AS with registration number 987 009 713, and business address at Dronning Eufemias gate 8, N-0191 Oslo, Norway. PricewaterhouseCoopers AS is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants).

ABG Sundal Collier Norge ASA (Munkedamsveien 45D, N-0115 Oslo, Norway) and Goldman Sachs International (Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom) are acting as Joint Global Coordinators and Joint Bookrunners for the Offering. Merrill Lynch International (2 King Edward St., London EC1A 1HQ, United Kingdom) and Skandinaviska Enskilda Banken AB (publ.), Oslo Branch (Filipstad Brygge 1, N-0252 Oslo, Norway) are acting as Joint Bookrunners for the Offering.

Moelis & Company UK LLP (Condor House, 10 St Paul's Churchyard, London, EC4M 8AL, United Kingdom) is acting as Financial Advisor in relation to the Offering.

Advokatfirmaet Selmer DA (Tjuvholmen allé 1, N-0112 Oslo, Norway) is acting as Norwegian legal counsel to the Company, and Latham & Watkins (London) LLP (99 Bishopsgate, London EC2M 3XF, United Kingdom) is acting as international legal counsel to the Company.

Advokatfirmaet Thommessen AS (Haakon VIIs gate 10, N-0116 Oslo, Norway) is acting as Norwegian legal counsel to the Joint Global Coordinators and Joint Bookrunners, and Cleary Gottlieb Steen & Hamilton LLP (City Place House, 55 Basinghall Street, London EC2V 5EH, England) is acting as international legal counsel to the Joint Global Coordinators and Joint Bookrunners. Ernst & Young AS (Dronning Eufemias gate 6, N-0191 Oslo, Norway) has been engaged to perform the financial (including tax) due diligence.

20.2 Documents on display

Copies of the following documents will be available for inspection at the Company's offices at Hjalmar Bjørges vei 105, N-1604 Fredrikstad, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus:

- The Company's certificate of incorporation and Articles of Association;
- All reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in this Prospectus;
- The historical financial information of the Company and its subsidiary undertakings for each of the two financial years preceding the publication of this Prospectus; and
- This Prospectus.

21 NORWEGIAN SUMMARY (NORSK SAMMENDRAG)

Sammendrag består av informasjon som skal gis i form av "Elementer." Elementene er nummerert i punktene A – E (A.1 – E.7) nedenfor. Dette sammendraget inneholder alle Elementer som skal være inkludert i et sammendrag for denne type verdipapir og utsteder. Som følge av at enkelte Elementer ikke må beskrives, kan det være huller i nummereringen av Elementene. Selv om man kan være pålagt å innta et Element i sammendraget på grunn av typen verdipapir og utsteder, er det mulig at det ikke kan gis relevant informasjon knyttet til Elementet. I så fall er det inntatt en kort beskrivelse av Elementet i sammendraget sammen med benevnelsen "ikke aktuelt."

I dette norske sammendraget skal definerte ord og uttrykk (angitt med stor forbokstav) som er oversatt til norsk forstås i samsvar med tilsvarende engelskspråklige ord eller uttrykk slik disse er definert i det engelskspråklige Prospektet. Noen eksempler på slike engelskspråklige motstykker til definerte ord og uttrykk som er oversatt til norsk er som følger: Med "Prospektet" forstås "Prospectus", med "Garantiavtalen" forstås "Underwriting Agreement", med "Kjeden" forstås "Chain", med "Europris ASA" forstås allmennaksjeselskapet Europris ASA, med "Selskapet" forstås "Company" (som omfatter konsernet i den engelskspråklige teksten), med "Tilbudet" forstås "Offering," med "Noteringen" forstås "Listing," med "Aksjene" forstås "Shares," med "Salgsaksjene" forstås "Sale Shares," med "Kredittfasilitetene" forstås "Credit Facilities", med "Seniorfasilitetene" forstår "Senior Facilities", med "Nye Aksjer" forstås "New Shares," med "Tilleggsaksjene" forstås "Additional Shares," med "Tilbudsaksjene" forstås "Offer Shares," med "Fortrinnsrettsaksjene" forstås "Preference Shares", med "Tilbudspris" forstås "Offer Price", med "Tilretteleggerne (Joint Bookrunners)" forstås "Joint Bookrunners", med "Ledelsen" forstås "Management", med "Ubetinget Handel" forstås "Unconditional Trading", med "Andre Selgende Aksjonærer" forstås "Other Selling Shareholders", med "Overtildelingsopsjonen" forstås "Over-Allotment Option", med "Kvalifiserte Ansatte" forsås "Eligible Employees" og med "Indikativt Prisintervall" forstås "Indicative Price Range."

Avsnitt A – Introduksjon og Advarsel

A.1	**Advarsel**	Dette sammendraget bør leses som en innledning til Prospektet; enhver beslutning om å investere i verdipapirene bør baseres på investorens vurdering av Prospektet i sin helhet; dersom et krav knyttet til informasjonen i prospektet fremsettes for en domstol, kan saksøkende investor, i henhold til nasjonal lovgivning i sitt Medlemsland, bli pålagt å dekke kostnadene med å oversette Prospektet før rettsforhandlingene igangsettes; og kun de personer som har satt opp sammendraget, herunder oversatt dette, kan pådra seg sivilrettslig ansvar, men kun dersom sammendraget er misvisende, ikke korrekt eller usammenhengende når det leses i sammenheng med de øvrige deler av Prospektet eller dersom sammendraget, når det leses sammen med de øvrige deler av Prospektet, ikke gir slik nøkkelinformasjon som investorene behøver når de vurderer om de skal investere i slike verdipapirer.

Avsnitt B – Utsteder

B.1	**Juridisk og forretningsnavn**	Europris ASA.
B.2	**Hjemstat og rettslig organisering, lovgivning og stiftelsesland**	Europris ASA er et allmennaksjeselskap, organisert og underlagt norsk lovgivning, i henhold til allmennaksjeloven. Europris ASA ble registrert i Norge den 23. november 2011, og Europris ASAs organisasjonsnummer i Foretaksregisteret er 997 639 588.
B.3	**Eksisterende virksomhet, hovedaktiviteter og markeder**	Europris er Norges største lavpriskjede målt i salg. Selskapet tilbyr et bredt assortiment med kvalitetsvarer både av Selskapets egne merker og av andre merker innenfor tolv produktkategorier: Hjem & Kjøkken; Kolonialvarer; Hus & Hage; Reise, Fritid & Sport; Elektronikk; Personlig Pleie; Klær og Sko; Altmuligmann; Hobby og Kontor; Godteri & Sjokolade; Klesvask & Rengjøring; og Kjæledyr. Selskapet leverer en tydelig merverdi til kundene ved å tilby et bredt assortiment med kvalitetsvarer til lave

priser i butikker over store deler av Norge.

Selskapets varer selges gjennom Europris Kjeden, som består av et nettverk av 223 butikker flere steder i Norge, hvorav 159 eies direkte av Selskapet og 64 opererer som franchisebutikker. Butikkene er designet for å legge til rette for en gjennomgående, enkel og effektiv handelsopplevelse med en definert planløsning og et "butikk-i-butikk" konsept.

Selskapet administrerer Kjedens varesortiment sentralt, noe som resulterer i en gjennomgående bredde av varer fra hver produktkategori både i direkteide- og franchisebutikker. Selv om Selskapets forretningsmodell omfatter franchisebutikker overtar Selskapet franchisebutikker under flere omstendigheter, herunder på anmodning fra eller ved pensjonering av en franchisetaker, hvis en franchisetaker får helseproblemer, eller når en franchisetaker ikke er villig til å utføre nødvendige oppgraderinger eller relokalisering. Selskapet har overtatt mer enn 40 franchisebutikker i perioden fra 1. januar 2010 til 31. mars 2015.

Europris har en lavkost driftsmodell med fokus på effektivitet i hele verdikjeden fra fabrikk til kunde. Europris sikter mot å opprettholde en lavkostbasis gjennom optimaliserte og effektive prosesser for innkjøp, logistikk og distribusjon. Selskapets erfarne innkjøpsteam kjøper inn store volumer med varer i hovedsak direkte fra leverandører i lavkostland i Europa og Asia. Innkjøp er sentralt for Selskapet, og i 2013 etablerte Selskapet et dedikert innkjøpskontor i Shanghai, Kina, som er strukturert som et fellesprosjekt med Tokmanni Group Oy, en av de største lavpriskjedene i Finland.

Europris håndterer varelageret i sentral- og overskuddslagre i Fredrikstad, Norge. Hoveddelen av Selskapets varelager tas igjennom Selskapets sentralvarelager som bruker systemer for varelager- og informasjonshåndtering til å overvåke nivåene på varelageret og lagringskapasitet, samt til å håndtere produktordre. Selskapet distribuerer og leverer produkter til butikkene i Kjeden, som tilbyr varer til markedet gjennom å bruke Europris-merket, et konsistent butikkonsept og et sentralstyrt varesortiment.

Selskapet og Ledelsen har en merittliste for suksess, og Selskapet har utvist fortsatt og konsistent vekst siden stiftelsen. Selskapets vekst er drevet av:

(i) Kategorihåndtering og andre insentiver som støtter like-for-like vekst, herunder Selskapets tilbud av egne og ledende merkevarer, en optimalisert markedsføringsstrategi og et omfattende program for butikkoppgradering. Kjedens like-for-like vekst har konsekvent utkonkurrert markedet med en gjennomsnittlig årlig like-for-like vekst på 4,7 % i perioden 2010 og ut 2014, noe som er 2.2 ganger raten for markedsvekt i henhold til Kvarud Analyses årlige vurdering av like-for-like vekst for en vid rekkevidde av kjøpesentre i Norge i den angitte perioden.

(ii) Fokusert program for idriftsettelse av butikker: siden 2010 har Kjeden vokst fra 189 butikker til de nåværende 223 butikkene, og Selskapet har lagt til mer enn 30 nye direkteeide butikker til Kjeden, herunder 9 nye direkteeide butikker i 2014 og 3 nye direkteeide butikker i første kvartal i 2015. Selskapet er fast bestemt på programmet for konsekvent idriftsettelse av butikker i Norge.

I 2014 prosesserte Kjeden over 26 millioner kundetransaksjoner i Norge. I regnskapsåret som sluttet 31. desember 2014, genererte Selskapet en total driftsomsetning på NOK 4,3 milliarder, med en justert EBITDA på

		NOK 551 millioner og en EBITDA-margin på 12,9 %.
B.4a	**Vesentlige aktuelle trender**	Siden 31. mars 2015 har Selskapet forsatt å drive godt og i tråd med nyere trender. Se kapittel 11.10 "Recent developments" for ytterligere informasjon.
B.5	**Beskrivelsen av Europris ASA**	Europris ASA er et mor- og holdingselskap, og virksomheten utøves av enkelte operasjonelle datterselskaper.
B.6	**Interesser i utsteder og stemmeretter**	Aksjonærer som eier 5 % eller mer av Aksjene vil, etter Noteringen, ha et eierskap i Europris ASAs aksjekapital som er meldepliktig etter verdipapirhandelloven. Per datoen for dette Prospektet har Europris ASA 22 aksjonærer. Fra Ubetinget Handel (ca. 18:00 CET på den andre handelsdagen, som er tidspunktet hvor Aksjene vil handles uforbeholdent på Oslo Børs), vil det ikke være forskjeller i stemmerettigheter mellom Aksjene. Selskapet kjenner ikke til noen forhold som på et senere tidspunkt vil føre til kontrollskifte i Selskapet.
B.7	**Sammendrag av finansiell informasjon**	Sammendraget av finansiell informasjon som presenteres nedenfor er hentet fra Selskapets reviderte konsoliderte regnskap per og for årene som endte 31. desember 2014, 2013 og 2012 (de "Reviderte Regnskapene") og Selskapets ureviderte konsoliderte delårsregnskap per og for tremånedersperiodene som endte 31. mars 2015 og 2014 ("Delårsregnskapene"). De Reviderte Regnskapene, inntatt i Vedlegg B til dette Prospektet, har blitt revidert av PricewaterhouseCoopers AS og er utarbeidet i henhold til IFRS og regnskapsloven. Selskapet ble stiftet 16. november 2011 av Nordic Capital VII Limited, i kraft av sin posisjon som General Partner for Nordic Capital VII Alpha L.P. og Nordic Capital VII Beta L.P., med formål om å kjøpe datidens morselskap i Europris. Oppkjøpet av det tidligere morselskapet av Selskapet ble gjennomført 1. april 2012. Før denne datoen hadde ikke Selskapet noen materielle eiendeler eller forpliktelser, og utførte ingen operasjonelle aktiviteter annet enn de som var relatert til dets stiftelse og oppkjøpet. Følgelig er det ingen regnskap som reflekterer driften som Selskapet i dag utøver for Selskapet før 1. april 2012. Av den grunn reflekterer ikke det Reviderte Regnskapet for regnskapsåret 2012 som sluttet 31. desember 2012 driften som Selskapet i dag utøver i perioden fra 1. januar 2012 til 31. mars 2012. Alle referanser i dette Prospektet som gjøres til Selskapets Reviderte Regnskap for året som sluttet 31. desember 2012 må leses i denne konteksten. Dette innebærer at det Reviderte Regnskapet for året som sluttet 31. desember 2012 ikke er direkte sammenlignbart med de Reviderte Regnskapene for årene som sluttet 31. desember 2014 og 2013, og at sammenligninger mellom disse periodene kan være lite relevant. Delårsregnskapene, inntatt i Vedlegg C til dette Prospektet, er utarbeidet i henhold til IAS 34. PricewaterhouseCoopers AS har utstedt en gjennomgangsrapport basert på midlertidig finansiell informasjon i Delårsregnskapene, slik denne informasjonen er inkludert her. Noe finansiell informasjon i dette Prospektet har blitt hentet fra det tidligere morselskapets reviderte konsoliderte årsregnskap for årene som endte 31. desember 2011 og 2010, som har blitt revidert av PricewaterhouseCoopers AS. Disse regnskapene ble imidlertid forberedt i henhold til NGAAP. IFRS avviker i noen tilfeller betydelig fra NGAAP, og investorene bør søke egne råd om forskjellene mellom IFRS og NGAAP. Dette innebærer at disse regnskapene ikke er direkte sammenlignbare med informasjonen i de Reviderte Regnskapene, og at sammenligninger

mellom perioder kan være lite relevant.

Sammendraget av finansiell informasjon som presenteres her, bør leses i sammenheng med, og er i sin helhet kvalifisert med henvisning til, de Reviderte Regnskapene og Delårsregnskapene som er inntatt i henholdsvis Vedlegg B og Vedlegg C til dette Prospektet, og bør leses i sammenheng med kapittel 11 "Operating and Financial Review."

I NOK millioner	Tremånedersperioden avsluttet 31. mars		Året avsluttet 31. desember		
	2015 (urevidert)	**2014** (urevidert)	**2014** (revidert)	**2013** (revidert)	**2012**[1] (revidert)
Nøkkeltall fra totalresultat					
Netto salgsinntekter	964	830	4,153	3,636	2,611
Sum andre inntekter	22	24	106	121	103
Sum driftsinntekter	**985**	**854**	**4,259**	**3,757**	**2,714**
Kostnader for solgte varer	559	511	2,424	2,154	1,546
Kostnader for ansattefordeler	174	143	616	495	343
Nedskrivninger	17	31	126	133	96
Avskrivninger	-	-	78	0	0
Andre driftskostnader	191	166	678	648	461
Sum driftskostnader	**942**	**851**	**3,922**	**3,430**	**2,447**
Driftsresultat	**43**	**3**	**336**	**327**	**267**
Renteinntekter	2	1	8	2	6
Andre finansinntekter	-	-	36	8	0
Sum finansinntekter	**2**	**1**	**44**	**10**	**6**
Rentekostnader	32	35	142	178	182
Andre finanskostnader	6	12	31	18	36
Sum finanskostnader	**37**	**47**	**173**	**196**	**218**
Netto finansposter (Kostnad)	**(35)**	**(45)**	**(129)**	**(186)**	**(212)**
Ordinært resultat før skattekostnad	**8**	**(43)**	**206**	**141**	**55**
Inntektsskatt	2	(12)	57	42	24
Resultat for perioden	**6**	**(31)**	**149**	**99**	**31**

(1) De reviderte konsoliderte årsregnskapene for året som endte 31. desember 2012 reflekterer ikke driften som Selskapet i dag utøver i perioden fra 1. januar 2012 til 31. mars 2012.

I NOK millioner	Tremånedersperioden avsluttet 31. mars		Året avsluttet 31. desember		
	2015 (urevidert)	**2014** (urevidert)	**2014** (revidert)	**2013** (revidert)	**2012**[1] (revidert)
Nøkkeltall fra balanse					
ANLEGGSMIDLER					
Immaterielle Eiendeler					
Software	28	35	32	39	37
Varemerker	388	388	388	388	401
Kontraktuelle rettigheter	-	125	0	141	204
Goodwill	1,581	1,579	1,580	1,557	1,548
Sum immaterielle eiendeler	**1,997**	**2,128**	**2,000**	**2,125**	**2,190**
Varige driftsmidler					
Innredning og tilpasning	210	151	186	147	143
Sum varige driftsmidler	**210**	**151**	**186**	**147**	**143**
Finansielle Anleggsmidler					
Andre investeringer	0.4	0.4	0.4	0.7	0
Andre fordringer	15	20	16	21	26
Sum finansielle anleggsmidler	**16**	**20**	**17**	**22**	**26**
Sum Lite Likvide Eiendeler	**2,223**	**2,298**	**2,202**	**2,294**	**2,358**
OMLØPSMIDLER					
Varelager	1,240	884	984	831	753
Kundefordringer og Andre Fordringer					
Kundefordringer	224	213	230	200	239
Andre fordringer	99	54	107	66	54
Sum fordringer	**323**	**267**	**336**	**266**	**293**
Sum bankinnskudd, kontanter og lignende	16	67	245	293	285
Sum omløpsmidler	**1,579**	**1,217**	**1,566**	**1,389**	**1,331**
Sum eiendeler	**3,802**	**3,516**	**3,768**	**3,684**	**3,689**
EGENKAPITAL					
Innskudd egenkapital					
Aksjekapital	9	9	9	9	9
Overkurs	916	916	916	916	916
Sum innskutt egenkapital	**926**	**926**	**926**	**926**	**926**
Opptjent Egenkapital					
Annen egenkapital	285	14	279	46	31
Sum opptjent egenkapital	**285**	**14**	**279**	**46**	**31**
Sum egenkapital	**1,211**	**940**	**1,205**	**971**	**956**
GJELD					
Langsiktige Gjeldsforpliktelser					
Pensjonsforpliktelser	—	—	0.1	0.3	0.7
Utsatt skatt	72	98	73	110	125
Totale forpliktelser	**72**	**98**	**73**	**111**	**125**
Annen Langsiktig Gjeld					
Langsiktig gjeld til finansinstitusjoner	1,478	1,696	1,481	1,698	1,356
Annen langsiktig gjeld	38	33	42	34	518
Sum annen langsiktig gjeld	**1,517**	**1,729**	**1,523**	**1,732**	**1,874**
Sum langsiktig gjeld	**1,589**	**1,827**	**1,596**	**1,843**	**1,999**
Kortsiktig Gjeld					
Kortsiktig innlån	111	119	111	119	134
Leverandørgjeld	587	285	482	396	365
Skyldig skatt	78	48	100	54	13
Skyldig offentlige forpliktelser	24	46	113	100	87

Utbytte	—	84	0	84	0
Kortsiktig gjeld til morselskapet	0.1	0.1	0.1	0.1	0.1
Annen kortsiktig gjeld	203	167	163	116	135
Sum kortsiktig gjeld	**1,002**	**749**	**967**	**870**	**734**
Sum gjeld	**2,592**	**2,576**	**2,563**	**2,713**	**2,733**
Sum egenkapital og gjeld	**3,802**	**3,516**	**3,768**	**3,684**	**3,689**

(1) De reviderte konsoliderte årsregnskapene for året som endte 31. desember 2012 reflekterer ikke driften som Selskapet i dag utøver i perioden fra 1. januar 2012 til 31. mars 2012.

3,684 3,689

I NOK millioner	**Tremånedersperioden avsluttet 31. mars**		**Året avsluttet 31. desember**		
	2015 (urevidert)	**2014** (urevidert)	**2014** (revidert)	**2013** (revidert)	**2012**[1] (revidert)
Nøkkeltall fra kontantstrømoppstilling					
Kontantstrøm fra operasjonelle aktiviteter					
Resultat før inntektsskatt	8	(43)	206	141	55
Justert for:					
- Nedskrivning anleggsmidler	5	15	47	42	30
- Nedskrivning immaterielle eiendeler	12	16	79	91	65
- Avskrivninger immaterielle eiendeler	—	—	78	—	—
- Gevinst på salg av anleggsmidler	—	0	0	—	4
- Endringer i pensjonsforpliktelser	0	—	(0.3)	(0.4)	(0.4)
- Urealisert (gevinst) og tap på derivater	4	(8)	(30)	(7)	0
- Netto rentekostnader unntatt endringer i dagsverdi derivater	26	41	161	164	177
Endringer i netto arbeidskapital (unntatt effekten av oppkjøp og inklusive omregningsdifferanser):					
- Varelager	(248)	(11)	(105)	(23)	47
- Kundefordringer og andre kortsiktige fordringer	5	(11)	(28)	40	35
- Leverandørgjeld og annen kortsiktig gjeld	50	(144)	74	(16)	188
Kontantstrøm fra operasjonelle aktiviteter	**(137)**	**(144)**	**482**	**430**	**601**
Betalte renter	(32)	(35)	(138)	(158)	(197)
Betalt inntektsskatt	(23)	(7)	(48)	(13)	(15)
Netto kontantstrøm fra operasjonelle aktiviteter	**(192)**	**(186)**	**296**	**258**	**389**
Kontantstrøm fra investeringsaktiviteter					
Inntekter fra salg av anleggsmidler	—	0.3	0.3	—	
Kjøp av anleggsmidler	(28)	(10)	(84)	(27)	(37)
Kjøp av immaterielle eiendeler	(8)	(3)	(10)	(17)	(22)
Netto kjøp av aksjer i datterselskap	0	(25)	(28)	(16)	(2,102)
Mottatte renter	2	1	8	2	21
Netto kontantstrøm fra investeringsaktiviteter	**(34)**	**(37)**	**(114)**	**(58)**	**(2,141)**
Kontantstrøm fra finansieringsaktiviteter					
Utbetalinger fra låneopptak	—	—	—	500	1,397
Betaling av aksjonærlån	—	—	—	(500)	—
Tilbakebetaling av gjeld til finansinstitusjoner	(3)	(3)	(230)	(193)	(286)
Netto kapitalforhøyelse	—	—	0	0	925
Netto kontantstrøm fra finansieringsaktiviteter	**(3)**	**(3)**	**(230)**	**(193)**	**2,037**

Netto endring i kontanter og kontante ekvivalenter	**(229)**	**(225)**	**(48)**	**7**	**285**
Kontanter og kontantekvivalenter ved periodens begynnelse	**245**	**293**	**293**	**285**	**0.1**
Beholdning av kontanter og kontantekvivalenter ved periodens slutt	**16**	**67**	**245**	**293**	**285**

(1) De reviderte konsoliderte årsregnskapene for året som endte 31. desember 2012 reflekterer ikke driften som Selskapet i dag utøver i perioden fra 1. janua 31. mars 2012.

B.8	**Utvalgt pro forma finansiell nøkkelinformasjon**	Ikke aktuelt. Det finnes ingen pro forma finansiell informasjon.
B.9	**Resultatprognose eller estimat**	Ikke aktuelt. Det er ikke utarbeidet noen resultatprognose eller noe estimat.
B.10	**Forbehold i revisjonsrapport**	Ikke aktuelt. Det er ingen forbehold i revisjonsrapportene.
B.11	**Utilstrekkelig arbeidskapital**	Ikke aktuelt. Ledelsen er av den oppfatning at Selskapets arbeidskapital er tilstrekkelig for å møte Selskapets behov i minst 12 måneder fra datoen for dette Prospektet.

Punkt C - Verdipapirene

C.1	**Type og klasse verdipapir tatt opp til notering og identifikasjonsnummer**	Ved Ubetinget Handel på Oslo Børs vil Europris ASA ha én aksjeklasse, og samtlige Aksjer vil ha like rettigheter i Europris ASA. Hver Aksje vil ha én stemme. Aksjene er utstedt i henhold til allmennaksjeloven og er registrert i VPS under ISIN NO 001 0735343.
C.2	**Valuta på utstedelse**	Aksjene er utstedt i NOK.
C.3	**Antall aksjer utstedt og pålydende verdi**	Per datoen for dette Prospektet er Europris ASAs aksjekapital NOK 9 255 000 fordelt på 370 200 000 Aksjer, hver pålydende NOK 0,025, hvorav 148,080,000 er Ordinære Aksjer og 222,120,000 er Preferanseaksjer. Den 22. mai 2015 vedtok Europris ASAs generalforsamling å (i) innløse Preferanseaksjene, (ii) gjennomføre en fondsemisjon og (iii) gjennomføre Primærtilbudet. Se kapittel 15.3 "Share capital and share capital history" for mer informasjon. Ved Ubetinget Handel vil Europris ASA ha én aksjeklasse med Aksjer, de Ordinære Aksjene, hver pålydende NOK 1. Etter Tilbudet vil det være 165,788,333 Aksjer utestående basert på at den endelige Tilbudsprisen er satt i midten av det Indikative Prisintervallet.
C.4	**Rettigheter knyttet til verdipapirene**	Ved Ubetinget Handel vil Europris ASA ha én aksjeklasse, og samtlige Aksjer vil ha like rettigheter i Europris ASA. Hver Aksje vil ha én stemme. Rettighetene knyttet til Aksjene er beskrevet i kapittel 15.10 “The Articles of Association and certain aspects of Norwegian law.”
C.5	**Begrensninger i verdipapirenes omsettelighet**	I henhold til Garantiavtalen er det forventet at Selskapet og NC Europris Holding vil avtale med Tilretteleggerne (Joint Bookrunners) å underlegges 180 dagers bindingstid etter første handelsdag og offisiell notering av Tilbudsaksjene, med noen unntak. Andre Selgende Aksjonærer er forventet å avtale med Tilretteleggerne (Joint Bookrunners) å bli underlagt 12 måneders bindingstid etter første handelsdag og offisiell notering av Tilbudsaksjene, med noen unntak. Se kapittel 18.17 “Lock-up.” Fra tidspunktet for Ubetinget Handel vil ikke vedtektene sette noen

		restriksjoner for Aksjenes omsettelighet, eller forkjøpsrett for Europris ASAs aksjeeiere. Aksjenes omsettelighet er ikke betinget av styrets samtykke. Se også kapittel 19 "Selling and Transfer Restrictions."
C.6	**Opptak til notering**	Selskapet forventer å søke om notering av Aksjene på Oslo Børs den 8. juni 2015. Det er forventet at styret i Oslo Børs godkjenner noteringssøknaden til Selskapet rundt den 12. juni 2015, betinget av at enkelte vilkår oppfylles. Se kapittel 18.14 "Conditions for completion of the Offering-Listing and trading of the Offer Shares." Selskapet forventer at betinget handel i Aksjene på Oslo Børs på "hvis solgt/hvis utstedt" basis, vil starte den eller rundt den 19. juni 2015, og på ubetinget basis på eller rundt den 23. juni 2015. Selskapet har ikke søkt om notering av Aksjene på noen annen børs eller annet regulert marked.
C.7	**Utbyttepolitikk**	Europris vil til å begynne med ta sikte på en utbyttegrad på ca. 50-60 % av Selskapet nettoresultat per år.

Punkt D – Risiko

D.1	**Vesentlige risiki knyttet til Selskapet eller dets bransje**	*Risiko knyttet til Selskapets virksomhet* • Generelle og regionale økonomiske forhold og kunders forbruk påvirker Selskapets virksomhet • Selskapet butikker er konsentrert i Norge • Europris opererer i det sterkt konkurransepregede markedet for detaljhandel • Europris' virksomhet og evne til å tiltrekke seg kunder eller selge varer avhenger i betydelig grad av en sterk merkevare og Europris kan muligens ikke ha evnen til å opprettholde og forsterke sin merkevare • Europris' annonsering og markedsføringsprogrammer kan være ineffektive til å generere tilstrekkelig grad av kundeoppmerksomhet og til å drive kunder til butikkene • Selskapet kan være ute av stand til å relokalisere butikker eller åpne nye butikker med suksess, tidvis, eller i det hele tatt • Europris' forretningsstrategi og lønnsomhet er avhengig av Selskapets logistikk- og distribusjonsinfrastruktur • Europris er avhengig av informasjons- og varelagersystemer og kan feile med å oppgradere eller introdusere nye systemer når det er nødvendig • Selskapet produserer ikke produkter og er avhengig av evnen til sine leverandører, som i hovedsak holder til i utlandet, til å levere tilstrekkelige mengder av varer til akseptable priser og spesifikasjoner • Avbrytelse av vareflyten fra internasjonale produsenter kan avbryte Europris' leveransekjede • Europris' omsetning, kontantstrøm og nivåer på varelageret fluktuerer betydelig på sesongbasis og kan påvirkes av endringer i salg og marginer i løpet av høysesonger eller ekstreme eller uvanlige værforhold. • Virksomheten til Europris er avhengig av å kunne forutse, identifisere og reagere på skiftende trender og kundepreferanser, samt å administrere varelageret effektivt • Selskapets egne produkter kan muligens ikke oppnå eller

		opprettholde bred markedsaksept • Europris er avhengig av de ledende ansatte, og kan muligens ikke være i stand til å beholde eller erstatte disse personene • Det er generelt høy utskiftning av butikkansatte i handelsnæringen, og en usedvanlig stor utskiftning kan medføre høyere personalkostnader • Europris er utsatt for fagforeninger, streik, nedsatt arbeidstempo og økte ansattkostnader • Europris er utsatt for risiko i tilknytning til det å leie betydelige arealer • Enkelte av Selskapets avtaler inneholder bestemmelser om kontrollendring som kan utløses ved kontrollskifte i Selskapet etter Tilbudet • Uautorisert avsløring av sensitiv eller konfidensiell kundeinformasjon kan skade Europris' virksomhet og forhold til sine kunder. • Europris kan være forhindret fra å beskytte og håndheve sine varemerker eller andre immaterielle rettigheter • Selskapets kontantstrøm kan bli begrenset som følge av avhengigheten av kontantstrømmer fra eksisterende butikker for å finansiere videre vekst, samt tilgjengeligheten til finansiering og kredittfasiliteter • Selskapet kan være ute av stand til å refinansiere eksisterende finansiering ved å trekke på kredittfasilitetene som planlagt, og kan komme i brudd under eksisterende finansiering og kredittfasiliteter • Ustabilitet i finansmarkedene kan påvirke Europris' virksomhet negativt • Europris kan påvirkes av uønskede svingninger i valutakurser • Selskapet er utsatt for rentesvingninger • Selskapet vil kunne foreta oppkjøp som ikke er vellykkede eller begrenser eller avleder Selskapets ressurser *Risiko knyttet til lover og regler* • Brudd på og/eller endringer i lover og regler, herunder arbeidsmiljølover og lover knyttet til Europris' produkter, kan føre til en økning i kostnader eller endre måten Selskapets virksomhet drives på • Europris kan pådra seg kostnader og omdømmesvikt i tilknytning til søksmål, økt regulering, krav om produktansvar og tvister vedrørende immaterielle rettigheter • Endringer i skattelovgivningen, reglene som knytter seg til regnskapsføring av inntektsskatt eller negative resultater fra bokettersyn av skattemyndigheter kan medføre en ugunstig endring av Selskapets effektive skattesats • Konkurranserettslige regler eller myndighetene kan begrense Selskapets evne til å vokse og kan tvinge Selskapet til å endre sin forretningspraksis
D.3	**Vesentlige risiki knyttet til verdipapirene**	*Risiko knyttet til Noteringen og Aksjene* • Selskapet vil bli påført økte kostnader som følge av at det blir et børsnotert selskap. • Det finnes ikke et eksisterende marked for Aksjene, og prisen på Aksjene kan svinge vesentlig • NC Europris Holding kan fortsette å utøve betydelig påvirkning på

	Selskapet og dets drift, og interessene til denne aksjeeieren kan komme i konflikt med interessene til andre aksjeeiere • Fremtidig utstedelse av gjeld eller egenkapitalinstrumenter kan påvirke markedsprisen til Aksjene negativt og føre til vesentlig utvanning for eksisterende aksjeeiere • Fremtidige salg, eller muligheten for fremtidige salg, etter Tilbudet kan påvirke Aksjenes markedspris • Fortrinnsrett til å tegne seg for Aksjer i senere utstedelser kan være utilgjengelig for amerikanske eller andre aksjonærer • Investorer kan være ute av stand til å utøve sine stemmerettigheter for Aksjer registrert på forvalterkonto • Selskapets mulighet til å utdele utbytte er avhengig av Selskapets utbyttegrunnlag, og Selskapet kan være i en posisjon hvor det ikke er i stand til eller uvillig til å utdele utbytte i fremtiden • Investorer kan være ute av stand til å få dekket sitt tap i sivile søksmål i andre jurisdiksjoner enn i Norge • Norsk lov kan begrense aksjonærers mulighet til å føre saker mot Selskapet • Investorer med en referansevaluta annet enn NOK vil bli utsatt for valutarisiko ved investering i Aksjene • Aksjene er notert på en "hvis solgt/hvis utstedt" basis frem til leveringen av Aksjene, noe som innebærer at all betinget handel kan bli reversert • Europris kan bli behandlet som en "foreign financial institution" under U.S. Foreign Account Tax Compliance Act, noe som kan innebære forskuddsskattetrekk for betalinger på Tilbudsaksjene gjort etter 31. desember 2016

Punkt E – Tilbudet

E.1	**Nettoproveny og estimerte kostnader**	Forutsatt at den endelige Tilbudsprisen settes i midten av det Indikative Prisintervallet, at alle Nye Aksjer og Salgsaksjer blir solgt i Tilbudet og at Overtildelingsopsjonen utøves fullt ut, vil det samlede bruttoprovenyet fra Tilbudet være ca. NOK 4,576 millioner. Selskapet vil motta provenyet for de Nye Aksjene mens Selgende Aksjonærer vil motta provenyet for Salgsaksjene og NC Europris Holding vil motta provenyet fra salg av eventuelle Tilleggsaksjer i henhold til Overtildelingsopsjonen. Se kapittel 13 "The Selling Shareholders." Brutto provenyet til Selskapet vil være ca. NOK 850 millioner og Selskapets totale kostnader og utgifter til Noteringen og Tilbudet er anslått til NOK 30 millioner.
E.2a	**Bakgrunnen for Tilbudet og bruk av provenyet**	Selskapet mener at Noteringen og Tilbudet vil: (i) forsterke profilen til Europris hos investorer, samarbeidspartnere og kunder; (ii) ytterligere forbedre Europris' evne til å tiltrekke seg og holde på sentrale ledere og ansatte; (iii) gi tilgang til kapitalmarkedene dersom det er nødvendig for fremtidige vekst; og (iv) diversifisere aksjonærbasen; (v) ved samtidig å gi de Selgende Aksjonærene mulighet til å delvis kapitalisere sin eierandel og legge til rette for et likvid marked for deres Aksjer fremover;

	Selskapet vil bruke provenyet fra utstedelsen av de Nye Aksjene til å betalte innløsningssummen for Preferanseaksjene, tilbakebetale Aksjonærlånet og betale transaksjonskostnadene. Se kapittel 15.3 "Share capital and share capital history." Selskapet vil ikke motta noe proveny fra salget av Salgsaksjene av Selgende Aksjonærer og/eller salget av Tilleggsaksjer av NC Europris Holding.
E.3 Vilkår for Tilbudet	Tilbudet består av (i) et tilbud på Nye Aksjer utstedt av Europris ASA for å innhente et bruttoproveny på ca. NOK 850 millioner, (ii) et tilbud av Salgsaksjer, som alle er eksisterende, gyldig utstedte og fullt innbetalte registrerte Aksjer hver pålydende NOK 1[21], som tilbys av de Selgende Aksjonærene, som listet og spesifisert i kapittel 13 "The Selling Shareholders." I tillegg kan Tilretteleggerne (Joint Bookrunners) velge å overtildele et visst antall Tilleggsaksjer, opp til ca. 15 % av det endelige samlede antallet Nye Aksjer og Salgsaksjer som er solgt i Tilbudet. NC Europris Holding forventes å gi Tilretteleggerne (Joint Bookrunners) en Overtildelingsopsjon som kan utøves av ABG Sundal Collier Norge ASA som Stabiliserende Tilrettelegger, på vegne av Tilretteleggerne (Joint Bookrunners), til å kjøpe et tilsvarende antall Tilleggsaksjer for å dekke enhver short-posisjon som resulterer fra overallokering eller på annen måte. Tilbudet består av: • Et Institusjonelt Tilbud, hvor Tilbudsaksjer tilbys til (a) institusjonelle og profesjonelle investorer i Norge, (b) investorer utenfor Norge og USA, i henhold til gjeldende unntak fra prospektkrav, og (c) investorer i USA som er QIBs, i henhold til Rule 144A i U.S. Securities Act. Det gjelder en nedre grense per bestilling på NOK 2 000 000 i det Institusjonelle Tilbudet. • Et Offentlig Tilbud, hvor Tilbudsaksjer tilbys til allmennheten i Norge med en nedre grense per bestilling på NOK 10 500 og en øvre grense per bestilling på NOK 1 999 999 for hver investor. Investorer som ønsker å legge inn en bestilling som overstiger NOK 1 999 999 må gjøre det i det Institusjonelle Tilbudet. Flere bestillinger fra én bestiller i det Offentlige Tilbudet vil bli behandlet som én bestilling hva gjelder maksimal bestillingsgrense. • Et Ansattetilbud, hvor Tilbudsaksjer tilbys til Selskapets Kvalifiserte Ansatte, med en nedre grense på NOK 10 500 og en øvre grense per bestilling på NOK 1 999 999 for hver Kvalifisert Ansatt. Kvalifiserte Ansatte som deltar i Ansattetilbudet er garantert å bli tildelt Tilbudsaksjer opp til og med et beløp på NOK 200 000. Hver Kvalifisert Ansatt vil motta en kontantrabatt på NOK 1 500 på den samlede kjøpesummen for Nye Aksjer tildelt den ansatte. Flere bestillinger fra én bestiller i Ansattetilbudet vil bli behandlet som én bestilling hva gjelder maksimal bestillingsgrense, garantert tildeling og rabatt. Ethvert tilbud eller salg i USA vil bare bli gjort til QIBs under Rule 144A eller i henhold til et annet unntak fra registeringskravene i U.S. Securities Act. Alle tilbud eller salg utenfor USA vil bli gjort i henhold til Regulation S i U.S. Securities Act. Dette Prospektet utgjør ikke et tilbud eller en invitasjon til å kjøpe Tilbudsaksjene i en jurisdiksjon hvor et slikt tilbud eller salg vil være ulovlig. For ytterligere detaljer, vennligst se "Important Information" og kapittel 19 "Selling and Transfer Restrictions." Bookbuildingperioden for det Institusjonelle Tilbudet er forventet å løpe fra

[21] Pålydende på Aksjene per datoen for Prospektet er NOK 0,025. Selskapets generalforsamling har besluttet å øke pålydende til NOK 1, og beslutningen vil tre i kraft på tidspunktet for Ubetinget Handel.

		kl. 09:00 norsk tid den 8. juni 2015 til kl. 14:00 norsk tid den 18. juni 2015. Bestillingsperioden for det Offentlige Tilbudet og Ansattetilbudet er forventet å løpe fra kl. 09:00 norsk tid den 8. juni 2015 til kl. 12:00 norsk tid den 18 juni 2015. NC Europris Holding og Selskapet, forbeholder seg retten til, i konsultasjon med Tilretteleggerne (Joint Bookrunners), når som helst å forkorte eller forlenge Bookbuildingperioden og/eller Bestillingsperioden. Tilretteleggerne (Joint Bookrunners) forventer å gi beskjed om tildeling av Tilbudsaksjer i det Institusjonelle Tilbudet rundt den 19. juni 2015, gjennom utstedelse av sluttseddel til bestillerne via post eller på annen måte. Betaling fra bestillerne i det Institusjonelle Tilbudet vil finne sted mot levering av Tilbudsaksjer. Levering og betaling av Tilbudsaksjene er forventet å finne sted den 23. juni 2015 gjennom VPS. Selskapet og NC Europris Holding har, i konsultasjon med Tilretteleggerne (Joint Bookrunners), fastsatt et Indikativt Prisintervall fra NOK 43 til NOK 53 per Tilbudsaksje. ABG Sundal Collier Norge ASA som oppgjørsagent for det Offentlige Tilbudet, er forventet å gi beskjed om allokeringen av Tilbudsaksjer i det Offentlige Tilbudet rundt den 19. juni 2015, gjennom utstedelse av sluttseddel til bestillerne via post eller på annen måte. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch som oppgjørsagent for det Ansattetilbudet, er forventet å gi beskjed om allokeringen av Tilbudsaksjer i det Ansattetilbudet rundt den 19. juni 2015, gjennom utstedelse av sluttseddel til bestillerne via post eller på annen måte. Frist for betaling i det Offentlige Tilbudet og Ansattetilbudet er den 22. juni 2015. Forutsatt rettidig betaling av bestilleren, er levering av Tilbudsaksjene tildelt i det Offentlige Tilbudet og Ansattetilbudet forventet å finne sted rundt den 23. juni 2015. Gjennomføring av Tilbudet er betinget av, blant annet, at Selskapet oppfyller noteringsvilkårene og at Selskapet blir notert på Oslo Børs, se kapittel 18.14 “Conditions for completion of the Offering—Listing and trading of the Offer Shares.”
E.4	**Vesentlige og motstridende interesser**	Tilretteleggerne (Joint Bookrunners), den Finansielle Rådgiveren eller deres nærstående har fra tid til annen ytet, og kan i fremtiden yte, finansiell rådgivning, investeringstjenester og kommersielle banktjenester, samt finansiering, til Selskapet og dets nærstående som ledd i sin ordinære virksomhet. For slike tjenester kan de ha mottatt og vil kunne fortsette å motta vanlige honorarer og provisjoner. Skandinaviska Enskilda Banken AB (publ) vil opptre som en långiver, tilrettelegger og agent under Selskapets nye finansieringsstruktur, Kredittfasilitetene. Skandinaviska Enskilda Banken AB (publ) er også långiver under de eksisterende Seniorfasilitetene. Tilretteleggerne (Joint Bookrunners) og den Finansielle Rådgiveren har ikke til hensikt å fremlegge omfanget av slike investeringer eller transaksjoner med mindre de er juridisk eller regulatorisk forpliktet til dette. Tilretteleggerne (Joint Bookrunners) vil motta et tilretteleggerhonorar i forbindelse med Tilbudet, og de vil, på grunn av det ha en interesse i Tilbudet. Den Finansielle Rådgiveren har blitt engasjert av NC Europris Holding for å opptre som en finansiell rådgiver, og vil motta et honorar i forbindelse med Tilbudet, og vil på grunn av det ha en interesse i Tilbudet. De Selgende Aksjonærene vil motta provenyet fra salget av Salgsaksjene. NC Europris Holding vil motta provenyet fra salget av eventuelle Tilleggsaksjer i henhold til Overtildelingsopsjonen, og vil motta 75 % av profitten fra eventuelle stabiliseringsaktiviteter. Eventuelle nettotap som følger av stabiliseringsaktiviteter skal bæres av Tilretteleggerne (Joint

		Bookrunners). Utover det ovennevnte er Selskapet ikke kjent med noen interesse, herunder konfliktinteresser, noen fysiske eller juridiske personer involvert i Tilbudet har.
E.5	**Selgende aksjonær og bindingsavtaler**	Selgende Aksjonærer er NC Europris Holding og visse andre aksjonærer som beskrevet i kapitelene 13.2 "Board of Directors and Management" og 13.3 "Other existing selling shareholders" (samlet referert til som Selgende Aksjonærer). NC Europris Holding vil, etter utstedelsen av de Nye Aksjene i Tilbudet, men før tildelingen av Salgsaksjene (unntatt eventuelle Tilleggsaksjer solgt under Overtildelingsopsjonen), eie 138 775 844 Aksjer i Selskapet, tilsvarende 83,7 % av de utstedte og utestående Aksjene, forutsatt en Tilbudspris lik midten av det Indikative Prisintervallet. NC Europris Holding tilbyr å selge et antall Salgsaksjer som resulterer i en fri flyt fra mellom 35 % til 50 % for Aksjene. Forutsatt at Tilbudsprisen settes i midten av det Indikative Prisintervallet, vil NC Europris Holding selge minimum 37 791 115 Salgsaksjer og opp til et maksimum på 62 659 365 Salgsaksjer. Basert på den samme forutsetningen, tilbyr Selgende Aksjonærer (NC Europris Holding sammen med Andre Selgende Aksjonærer) å selge opp til et maksimum på 65 185 831 Salgsaksjer. De Andre Selgende Aksjonærene tilbyr å selge 2 526 466 Salgsaksjer i Tilbudet. Forutsatt at Tilbudsprisen settes i midten av det Indikative Prisintervallet og at Overtildelingsopsjonen blir brukt fullt ut, vil NC Europris Holding selge minimum 8 703 888 Tilleggsaksjer og maksimalt 12 434 125 Tilleggsaksjer. Følgelig, forutsatt at Tilbudsprisen settes i midten av det Indikative Prisintervallet, at maksimalt antall Salgsaksjer selges til slik Tilbudspris og at Overtildelingsopsjonen utøves fullt ut, vil Tilbudet bestå av opp til 95 328 290 Tilbudsaksjer, som representerer opp til 57,5 % av Aksjene etter Tilbudet. NC Europris Holding vil beholde en aksjepost i Europris ASA på minst 38.4 etter Tilbudet, forutsatt at Tilbudsprisen settes i midten av det Indikative Prisintervallet, at maksimalt antall Salgsaksjer blir solgt av NC Europris Holding til en slik Tilbudspris og at Overtildelingsopsjonen utøves fullt ut. NC Europris Holding vil beholde en aksjepost i Europris ASA på ca. 60,9 % etter Tilbudet, forutsatt at Tilbudsprisen settes i midten av det Indikative Prisintervallet, at minimumsantallet av Salgsaksjene blir solgt av NC Europris Holding til en slik Tilbudspris og at Overtildelingsopsjonen ikke utøves. I henhold til Garantiavtalen er det forventet at Selskapet og de Selgende Aksjeeierne vil avtale med Tilretteleggerne (Joint Bookrunners) at, med noen unntak, for en periode på 180 dager etter første handelsdag og offisiell notering av Tilbudsaksjene, ikke, uten forutgående skriftlig samtykke fra Tilretteleggerne (Joint Global Coordinators), å (1) utstede (for Selskapet), tilby, pantsette, selge, inngå kontrakt om å selge, selge en opsjon eller avtale om å kjøpe, kjøpe en opsjon eller avtale om å selge, tildele en opsjon eller garantere å kjøpe, låne ut, eller på annen måte overføre eller avhende, direkte eller indirekte, Aksjer eller annet verdipapir for eller som kan konverteres til eller utøves for Aksjer, eller (2) inngå en swap eller annen anordning som overfører, helt eller delvis, noen av de økonomiske konsekvensene tilknyttet eierskap til Aksjene eller andre aksjeinteresser, om noen slike transaksjoner som nevnt i (1) eller (2) over skal gjøres opp ved levering av Aksjer eller andre verdipapirer, kontanter eller på annen måte, eller (3) offentlig kunngjøre en intensjon om å iverksette noen av de transaksjoner nevnt i det foregående. Med hensyn til de Selgende Aksjonærene skal ikke underpunkt (1) og (2) gjelde for salget

		av Salgsaksjene eller Tilleggsaksjene, utlåningen av noen Aksjer til Oppgjørsagenten i forbindelse med Overtildelingsopsjonen eller aksept eller forhåndsaksept av eventuelle overtakelsestilbud i henhold til verdipapirhandelloven § 6. I tillegg er det forventet at de Andre Selgende Aksjonærene vil avtale ikke å, uten forhåndssamtykke fra Tilretteleggerne (Joint Global Coordinators), å (1) tilby, pantsette, selge, avtale å selge, selge en opsjon eller avtale å kjøpe, kjøpe en opsjon eller avtale å selge, tildele en opsjon, garantere å kjøpe, låne eller på annen måte overføre eller kvitte seg med (eller offentliggjøre en slik handling), direkte eller indirekte, noen Aksjer eller instrumenter som kan konverteres til eller byttes i Aksjer eller (2) inngå en swap eller annet anordning som overfører til en annen , helt eller delvis, noen av de økonomiske konsekvensene for eierskap til Aksjer, uansett om slike transaksjoner beskrevet i klausul (1) og (2) ovenfor skal gjøres opp ved levering av Aksjer eller andre slike instrumenter, kontant eller på annen måte, i en på 12 måneder etter første handelsdag og offisiell notering av Tilbudsaksjene, med noen unntak. Se kapittel 18.17 “Lock-up” for en full beskrivelse av lock-up.
E.6	**Utvanning som følge av Tilbudet**	Utstedelsen av Nye Aksjer i Tilbudet kan resultere i at antallet Aksjer i Europris ASA beløper seg til maksimalt 167 847 442, forutsatt at Tilbudsprisen settes i den nedre delen av det Indikative Prisintervallet, noe som samsvarer med en maksimal utvanning for de eksisterende aksjeeierne på ca. 11.8%.
E.7	**Estimerte kostnader som vil kreves fra investorene**	Ikke aktuelt. Ingen utgifter eller skatter vil kreves av Selskapet eller Tilretteleggerne til investorene i Tilbudet.

22 DEFINITIONS AND GLOSSARY

For definitions of certain terms and metrics used in the Prospectus, see Section 4.3 ''Presentation of financial and other information.'' In the Prospectus, the following defined terms have the following meanings:

2010 PD Amending Directive	Directive 2010/73/EU amending the EU Prospectus Directive.
Additional Shares	Up to a number of additional Shares sold in the Offering pursuant to the over-allotment by the Stabilisation Manager, equalling up to approximately 15% of the aggregate number of New Shares and Sale Shares to be sold in the Offering.
Anti-Money Laundering Legislation	The Norwegian Money Laundering Act of 6 March 2009 no. 11 and the Norwegian Money Laundering Regulations of 13 March 2009 no. 302, collectively.
Application Period	The application period for the Retail Offering and the Employee Offering which will take place from 09:00 hours (CET) on 8 June 2015 to 12:00 hours (CET) on 18 June 2015, unless shortened or extended.
Articles of Association	The Company's articles of association.
Audited Financial Statements	The Company's audited consolidated financial statements as of, and for the years ended, 31 December 2014, 2013 and 2012, prepared in accordance with IFRS as adopted by the European Union. The audited consolidated financial statements for the year ended 31 December 2012 reflect the period from 1 April 2012 through 31 December 2012 and do not reflect the operations of the business now conducted by the Company for the period from 1 January 2012 to 31 March 2012.
Board of Directors	The board of directors of Europris ASA.
Board Members	The members of the Board of Directors.
Bookbuilding Period	The bookbuilding period for the Institutional Offering which will take place from 09:00 hours (CET) on 8 June 2015 to 14:00 hours (CET) on 18 June 2015, unless shortened or extended.
Bonus Issue	A bonus issue as described in Section 15.3.
Business Day	Means any day (excluding Saturdays and Sundays) when banks normally are open for general banking business in Norway.
CAGR	Compound annual growth rate.
CET	Central European Time.
Chain	The entire network of stores, including stores directly owned by the Company and franchise stores.
Company	Europris ASA together with Europris Holding AS, Europris AS and Europris Butikkdrift AS, the group of subsidiaries of which Europris ASA is the parent holding company.
Corporate Governance Code	The Norwegian Code of Practice for Corporate Governance, dated 30 October 2014.
CPSA	The Norwegian Consumer Product Safety Act of 11 June 1976 no. 79 (*Nw.: produktkontrolloven*).
Credit Facilities	The facilities available pursuant to the Multicurrency Term, Revolving and Ancillary Facilities Agreement dated 15 May 2015 between Europris ASA, Europris Holding AA and Europris AS, as borrowers and guarantors and Skandinaviska Enskilda Banken AB (publ) as original lender, arranger and agent.
DNB	DNB Bank ASA.
EEA	The European Economic Area.
Eligible Employees	Includes (i) all Company and Chain employees (i.e. including employees in franchise stores), as of the last day of the Application Period, and (ii) members of the Board of Directors.
Employee Application Form	Application form to be used to apply for Offer Shares in the Employee Offering, attached to this Prospectus as Appendix F in English and Appendix G in Norwegian.
Employee Offering	An Employee Offering, in which Offer Shares are being offered to the Company's Eligible Employees, subject to a lower limit of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each Eligible Employee.
EU	The European Union.
EUR	The lawful common currency of the EU member states who have adopted the Euro as their sole national currency.
Europris	Europris ASA together with Europris Holding AS, Europris AS and Europris Butikkdrift AS, the group of subsidiaries of which Europris ASA is the parent holding company.
Europris ASA	The Norwegian public limited liability company, Europris ASA

EU Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, and amendments thereto, including the 2010 PD Amending Directive to the extent implemented in the Relevant Member State.
Financial Advisor	Moelis & Company UK LLP.
Financial Statements	The Audited Financial Statements and the Interim Financial Statements.
FTE	Full-time Employees.
FSMA	UK Financial Services and Markets Act 2000.
GDP	Gross domestic product.
General Meeting	The Company's general meeting of shareholders.
IAS 34	International Accounting Standard 34 "Interim Financial Reporting."
IFRS	International Financial Reporting Standards, as adopted by the EU.
Indicative Price Range	The indicative price range in the Offering of NOK 43 to NOK 53 per Offer Share.
Institutional Closing Date	Delivery and payment for the Offer Shares by the applicants in the Institutional Offering is expected to take place on or about 23 June 2015.
Institutional Offering	An institutional offering, in which Offer Shares are being offered (a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, subject to applicable exemptions from the prospectus requirements, and (c) in the United States, to QIBs, as defined in, and in reliance on Rule 144A under the U.S. Securities Act, subject to a lower limit per application of NOK 2,000,000.
Interim Financial Statements	The Company's unaudited interim consolidated financial statements as of, and for the three months ended, 31 March 2015 and 2014.
Joint Bookrunners	ABG Sundal Collier Norge ASA, Goldman Sachs International, Merrill Lynch International and Skandinaviska Enskilda Banken AB (publ.), Oslo Branch, collectively.
Joint Global Coordinators	ABG Sundal Collier Norge ASA and Goldman Sachs International, collectively.
Lending Option	A lending option expected to be granted to the Stabilisation Manager by NC Europris Holding, pursuant to which the Stabilisation Manager may require NC Europris Holding to lend to the Stabilisation Manager, on behalf of the Joint Bookrunners, up to a number of Shares equal to the number of Additional Shares.
Listing	The listing of the Shares on the Oslo Stock Exchange.
Management	The senior management team of the Company.
NC Europris Holding	NC Europris Holding B.V.
New Shares	New Shares to be issued by Europris ASA in the Offering to raise gross proceeds of approximately NOK 850 million.
NGAAP	Norwegian Generally Accepted Accounting Principles.
NOK	Norwegian kroner, the lawful currency of Norway.
Non-Norwegian Corporate Shareholder	Shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes.
Non-Norwegian Personal Shareholder	Shareholders who are individuals not resident in Norway for tax purposes.
Nordic Capital	Nordic Capital VII Limited, acting in its capacity as General Partner for Nordic Capital VII Alpha L.P. and Nordic Capital VII Beta, L.P., with registered address 26 Esplanade, St. Helier, Jersey, JE2 3QA Channel Islands.
Nordic Capital Funds	Nordic Capital Fund V, Nordic Capital Fund VI, Nordic Capital Fund VII and Nordic Capital Fund VIII.
Norwegian Act on Overdue Payment	The Norwegian Act on Overdue Payment of 17 December 1976 no. 100.
Norwegian Corporate Shareholder	Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
Norwegian FSA	The Norwegian Financial Supervisory Authority (*Nw.: Finanstilsynet*).
Norwegian Personal Shareholder	Shareholders who are individuals resident in Norway for tax purposes.
Norwegian Public Limited Companies Act	The Norwegian Public Limited Companies Act of 13 June 1997 no. 45 (*Nw.: allmennaksjeloven*).
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 no. 75 (*Nw.: verdipapirhandelloven*).
Offering	The global offering including the Institutional Offering, the Retail Offering and the Employee Offering taken together.
Offer Price	The final offering price for the Offer Shares in the Offering. The Offer Price may be set within, below or above the Indicative Price Range.

Offer Shares	The New Shares, the Sale Shares and any Additional Shares, unless the context indicates otherwise.
Order	The UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.
Oslo Stock Exchange	Oslo Børs ASA, or, as the context may require, Oslo Børs, a Norwegian regulated stock exchange operated by Oslo Børs ASA.
Other Selling Shareholders	The selling shareholders listed in Sections 13.2 "Board of Directors and Management" and 13.3 “Other existing selling shareholders.”
Over-Allotment Option	Option granted by NC Europris Holding to the Stabilisation Manager, on behalf of the Joint Bookrunners, to purchase a number of additional Shares, equal to approximately 15% of the total aggregate number of New Shares and Sale Shares sold in the Offering, exercisable, in whole or in part, within a 30-day period commencing at the time Unconditional Trading, to cover any over-allotments made in connection with the Offering.
Payment Date	The payment date for the Offer Shares under the Retail Offering and the Employee Offering, expected to be on 22 June 2015.
Preference Shares	Preference shares in the share capital of the Company
Primary Offering	The directed issue of the New Shares towards the Joint Bookrunners for sale to investors in the Offering to raise gross proceeds of approximately NOK 850 million.
Prospectus	This Prospectus, dated 5 June 2015.
QIBs	Qualified institutional buyers as defined in Rule 144A.
Regulation S	Regulation S under the U.S. Securities Act.
Relevant Implementation Date	In relation to each Relevant Member State, with effect from and including the date on which the EU Prospectus Directive is implemented in that Relevant Member State.
Relevant Member State	Each Member State of the EEA which has implemented the EU Prospectus Directive.
Relevant Persons	Persons in the UK that are (i) investment professionals falling within Article 19(5) of the Order or (ii) high net worth entities, and other persons to whom the Prospectus may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order.
Retail Application Form	Application form to be used to apply for Offer Shares in the Retail Offering, attached to this Prospectus as Appendix D in English and Appendix E in Norwegian.
Retail Offering	A retail offering, in which Offer Shares are being offered to the public in Norway, subject to a lower limit per application of an amount of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each investor.
Revolving Facility	The NOK 450 million multicurrency revolving credit facility.
Rule 144A	Rule 144A under the U.S. Securities Act.
Sale Shares	The existing Shares of the Company offered by the Selling Shareholders pursuant to the Offering.
Selling Shareholders	NC Europris Holding and the Other Selling Shareholders, collectively.
Senior Facilities	The facilities available pursuant to the Senior Facilities Agreement dated 26 March 2012 (as amended and restated by an amendment and restatement agreement dated 5 April 2013) by and among Europris ASA, Europris Holding AS and certain subsidiaries of Europris ASA, DNB Bank ASA and Nordea Bank Norge ASA, as mandated lead arrangers and bookrunners, and DNB Bank ASA, as security agent and agent.
Settlement Agent	With respect to the Retail Offering, ABG Sundal Collier Norge ASA, and with respect to the Employee Offering, Skandinaviska Enskilda Banken AB (publ.), Oslo Branch.
SFA	The Securities and Futures Act of Singapore.
Share(s) or Ordinary Share(s)	Ordinary shares in the share capital of Europris ASA
Shareholder Loan	Agreement between the Company and NC Europris Holding dated 27 March 2012 that provides for a subordinated loan (booked value of NOK 17.73 million as at 22 June 2015).
SKU	Stock keeping unit.
Stabilisation Manager	ABG Sundal Collier Norge ASA.
Term Facility	The NOK 1,650 million multicurrency term loan facility.
Tokmanni	Tokmanni Group Oy
UK	The United Kingdom.
Unconditional Trading	Approximately 18:00 CET on the second day of trading of the Shares on the Oslo Stock Exchange, which is the point of time the Shares is expected to trade unconditionally on the Oslo Stock Exchange.
Underwriting Agreement	The agreement expected to be entered into on or about 18 June 2015 by the Company, NC

	Europris Holding and the Joint Bookrunners where the Company and NC Europris Holding are expected to agree to sell the Offer Shares to purchasers procured by the Joint Bookrunners or, failing which, to the Joint Bookrunners themselves, on the terms and subject to the conditions set forth therein.
U.S. or United States	The United States of America.
U.S. Exchange Act	The U.S. Securities Exchange Act of 1934, as amended.
U.S. Holder	A U.S. Holder is a beneficial owner of a share that is a citizen or resident of the United States, a U.S. domestic corporation, or otherwise subject to U.S. federal income tax on a net income basis with respect to income from the shares. Accordingly, a "non-U.S. Holder" is a beneficial owner that is not a U.S. Holder.
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.
USD	United States dollars, the lawful currency in the United States.
VPS	The Norwegian Central Securities Depository (*Nw.: Verdipapirsentralen*).
VPS account	An account with the VPS for the registration of holdings of securities.
2011 and 2010 Audited Financial Statements	The previous parent holding company's audited consolidated financial statements as of, and for the years ended, 31 December 2011 and 2010, which financial statements were audited by PricewaterhouseCoopers AS.

Europris ASA
Hjalmar Bjørges vei 105
N-1604 Fredrikstad
Norway

Joint Global Coordinators and
Joint Bookrunners

ABG Sundal Collier Norge ASA
Munkedamsveien 45 D
N-0115 Oslo
Norway

Goldman Sachs International
Peterborough Court | 133 Fleet Street |
London EC4A 2BB
United Kingdom

Joint Bookrunners

Merrill Lynch International
2 King Edward St.
London EC1A 1HQ
United Kingdom

Skandinaviska Enskilda Banken AB
(publ.), Oslo Branch
Filipstad Brygge 1
N-0252 Oslo
Norway

Financial Advisor
Moelis & Company UK LLP
Condor House
10 St Paul's Churchyard
London, EC4M 8AL
United Kingdom

Legal Adviser
to the Company
(as to Norwegian law)
Advokatfirmaet Selmer DA
Tjuvholmen allé 1
N-0112 Oslo
Norway

Legal Adviser
to the Joint Bookrunners
(as to Norwegian law)
Advokatfirmaet Thommessen AS
Haakon VIIs gate 10
N-0116 Oslo
Norway

Legal Adviser
to the Company
(as to US and English law)
Latham & Watkins (London) LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom

Legal Adviser
to the Joint Bookrunners
(as to US and English law)
Cleary Gottlieb Steen & Hamilton LLP
City Place House, 55 Basinghall Street
London EC2V 5EH
England

APPENDIX A:

ARTICLES OF ASSOCIATION OF EUROPRIS ASA

	These minutes have been prepared in both Norwegian and English. In case of any discrepancies between the versions, the Norwegian version shall prevail.
Vedtekter **for** **Europris ASA** (Gjeldende fra 22. mai 2015) § 1 Selskapets navn er Europris ASA. Selskapet er et allmennaksjeselskap. § 2 Selskapets forretningskontor er i Fredrikstad kommune. § 3 Selskapets virksomhet er handelsvirksomhet innen det europeiske engros- og detaljmarkedet eller virksomhet forbundet med dette, herunder å gi lån og stille sikkerhet og avgi garantier for konsernselskaper og direkte eller indirekte involvering i selskaper med lignende eller annet formål, samt annen virksomhet i forbindelse med ovennevnte. § 4 Aksjekapitalen er NOK 9 255 000, fullt innbetalt og fordelt på 148 080 000 ordinære aksjer ("**Ordinære Aksjer**") og 222 120 000 fortrinnsrettsaksjer ("**Fortrinnsrettsaksjer**"), hver med pålydende NOK 0,025. Aksjer i samme aksjeklasse skal rangeres likt i alle sammenhenger. Fortrinnsrettsaksjene har spesielle egenskaper i forbindelse med utbytte og likvidasjon som følger av disse vedtektene. Alle aksjene i selskapet har lik stemmerett. § 5 Alle aksjene skal ha rett til utbytte som generalforsamlingen vedtar, dog slik at det skal	**Articles of association** **for** **Europris ASA** (Applicable from 22 May 2015) § 1 The company’s name is Europris ASA. The company is a public limited liability company. § 2 The company’s registered office is in the municipality of Fredrikstad. § 3 The company's business is commercial activity in the European wholesale and retail market, or business in relation to this, including issuing loans, and collateral and issuing guarantees for group companies and direct or indirect involvement in business with similar or other company object, as well as other business in relation to the above mentioned. § 4 The share capital is NOK 9,255,000 fully paid up and divided on 148,080,000 ordinary shares ("**Ordinary Shares**") and 222,120,000 preference shares ("**Preference Shares**"), each with a face value of NOK 0.025. Shares in the same share class shall rank equal in all respects. The Preference Shares have special capacities in connection with dividend distribution and liquidation pursuant to these articles of association. All shares in the company have equal voting rights. § 5 All shares are entitled to dividend resolved by the general meeting. However, dividends shall be distributed to

utbetales utbytte til Fortrinnsrettsaksjer i henhold til bestemmelsen nedenfor før det kan besluttes utdeling av utbytte til Ordinære Aksjer. Forutsatt at det utbetales utbytte har Fortrinnsrettsaksjer kun rett til utbytte som følger: Fortrinnsrettsaksjene skal ha første prioritet. Disse aksjene skal ha rett til en årlig avkastning på investert kapital beregnet til 12 % pro anno av investert kapital på NOK 10,- per Fortrinnsrettsaksje beregnet fra 27. mars 2012 frem til utbetalingstidspunktet. Ved beregningen legges det til grunn 360 rentedager pr år. For å få en rentes renteeffekt skal beløpet på NOK 10,- per aksje i beregningen tillegges avkastning på investert kapital den 31.desember hvert år, første gang 31.12.2012, i den grad avkastningen ikke er utdelt som utbytte. Beløpet man har rett til som utbytte skal reduseres med tidligere mottatt utbytte eller tilbakebetaling av kapital på aksjen i perioden. Fortrinnsrettsaksjene har ingen rettigheter til utbytte på det enkelte tidspunkt ut over dette beløp.	Preference Shares pursuant to the provision below before it may be resolved dividend distribution to Ordinary Shares. If dividends are distributed the Preference Shares only have right to dividends as follows: The Preference Shares shall have first priority. These shares shall have right to an annual return on invested capital calculated to 12% pro anno of invested capital of NOK 10 per Preference Share, calculated as from 27 March 2012 until the time of distribution. In the calculation is shall be 360 interest days per year. In order to achieve a compound interest effect the amount of NOK 10 per share in the calculation shall be added with the return on invested capital on the 31 December every year, first time on 31.12.2012, to the extent that the return is not distributed as dividend. The amount one has right to as dividend shall be reduced with previously received dividend or repayment of capital on the share in the period. The Preference Shares have no rights to dividends at the particular point in time beyond this amount.
§ 6	§ 6
Ved oppløsning av selskapet og kapitalnedsettelser skal aksjeklassene ha ulike rettigheter til utbetaling. Det skal være adgang til å vedta kapitalnedsettelse rettet mot kun én aksjeklasse, underlagt bestemmelsene i disse vedtektene, inkludert de prioriterte rettighetene som tilhører Fortrinnsrettsaksjene. Fortrinnsrettsaksjene har første prioritet. Disse aksjene skal ha rett til et beløp lik NOK 10,- per aksje tillagt en avkastning på investert kapital i følge ovennevnte § 5, i den grad avkastning ikke har blitt fordelt som utbytte. Beløpet man har rett til ved likvidasjon skal reduseres med mottatt utbytte eller tilbakebetaling av kapital på aksjene i gjeldende periode. Fortrinnsrettsaksjene har ingen rettigheter til utbetaling ved likvidasjon utover dette beløpet. Resterende midler ved likvidasjonen fordeles på de Ordinære Aksjene.	In the event of liquidation of the company and capital reductions the share classes shall have unequal rights to distribution. It shall be possible to resolve a capital reduction towards only one share class, pursuant to the provisions in these articles of association, including the prioritised rights pertaining to the Preference Shares. The Preference Shares have first priority. These shares shall have right to an amount equal to NOK 10 per share with the addition of return on invested capital pursuant to the abovementioned § 5, to the extend return has not been distributed as dividend. The amount one has right to upon liquidation shall be reduced with received dividend or repayment of capital on the shares in the applicable period. The Preference Shares have no rights to distribution upon liquidation beyond this amount. The remaining assets upon liquidation are divided on the Ordinary Shares.
§ 7	§ 7
Selskapets styre skal ha fra 3 til 10 medlemmer etter generalforsamlingens nærmere beslutning.	The company’s board of directors shall consist of 3 to 10 members pursuant to the general meeting's further resolution.

§ 8 Selskapet skal ha en valgkomité. Valgkomiteen skal avgi innstillinger til generalforsamlingen om valg av aksjeeiervalgte medlemmer til styret, godtgjørelse til styrets medlemmer, valg av medlemmer til valgkomiteen og godtgjørelse til valgkomiteens medlemmer. Valgkomiteen skal bestå av to til tre medlemmer som skal være aksjeeiere eller representanter for aksjeeiere. Valgkomiteens medlemmer, herunder valgkomiteens leder, velges av generalforsamlingen for en periode på to år. Godtgjørelse til valgkomiteens medlemmer fastsettes av generalforsamlingen.	§ 8 The company shall have a nomination committee. The nomination committee shall make recommendations to the general meeting regarding election of shareholder-elected members of the board of directors, remuneration to the members of the board of directors, election of members to the nomination committee and remuneration to the members of the nomination committee. The nomination committee shall consist of two to three members who shall be shareholders or representatives of shareholders. The members of the nomination committee, including the chairman of the nomination committee, are elected by the general meeting for a term of two years. Remuneration to the members of the nomination committee is determined by the general meeting.
§ 9 Aksjeeiere som vil delta på generalforsamlingen skal meddele dette til selskapet innen fem dager før generalforsamlingen. Ved erverv av aksjer kan retten til å delta og stemme på generalforsamlingen bare utøves når ervervet er innført i aksjeeierregisteret den femte virkedagen før generalforsamlingen. Dokumenter som gjelder saker som skal behandles på generalforsamlingen trenger ikke sendes til aksjeeierne dersom dokumentene er gjort tilgjengelige for aksjeeierne på selskapets internettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. Styret kan bestemme at aksjeeierne skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen.	§ 9 Shareholders who want to participate at the general meeting shall notify the company thereof within five days prior to the general meeting. Upon acquisition of shares, the right to participate and vote at the general meeting may only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the general meeting. Documents relating to matters which shall be considered at the general meeting need not be sent to the shareholders if the documents are made available to the shareholders on the company's websites. This also applies for documents which according to law shall be included in or attached to the notice to the general meeting. The board of directors may decide that shareholders may submit their votes in writing, including by use of electronic communication, in a period prior to the general meeting.
§ 10 Den ordinære generalforsamling skal behandle: 1) Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte 2) Andre saker som etter loven eller vedtektene hører under generalforsamlingen.	§ 10 The company's ordinary general meeting shall consider the following: 1) Approval of the annual accounts and annual report, including distribution of dividend. 2) Other matters which according to law or articles of association shall be dealt with by the general meeting.

APPENDIX B:

FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED 31 DECEMBER 2014, 2013 AND 2012

Directors' report

The nature of the business

EPH II AS is the parent company of the Europris Group, which operates the nationwide retail chain Europris with 220 shops in Norway at the end of 2014. The Group is focusing its operations on the low-price segment.

The Europris Group is primarily operating as wholesalers and franchisor for 71 shops, but also responsible for the operations of 149 shops directly owned through the subsidiary Europris Butikkdrift AS.

The company's registered business address is in Fredrikstad, and the wholesales operated by Europris AS in Fredrikstad.

Going concern

The financial statements have been prepared under the going concern assumption. The Board of Directors confirms that the going concern assumption is present in accordance with the Norwegian Accounting Act and the Norwegian Company Act. The Group's long-term plans support the assumption.

Working environment and personnel

The company and the Group keep records of total absence due to sickness in accordance with laws and regulations, referring to the underlying companies. During 2014, 7 injuries with following absence have been reported. The working environment is considered to be good and measures for improvement are implemented consecutively.

Gender equality and discrimination

The Group aims at being a workplace that practises full gender equality. The distribution between women and men is balanced and the Board of Directors do not find it necessary to take any actions in this regard. Working time arrangements are in accordance with the various employment positions regardless of gender. All of the nine board members in 2014 were men.

The objective of the Law against Discrimination is to enhance equality, to secure equal possibilities and rights and to prevent discrimination owing to ethnical, national origin, descent, colour, language, religion and philosophy. The Group is actively working to promote the objective of the law within our activities. Among others, the activities include recruitment, salary and employment conditions, promotion, development possibilities and protection against harassment.

Research and development (R&D)

The Group has two ongoing projects that have been granted an R&D tax incentive scheme ("Skattefunn"). Beyond this, the Group is not engaged in any R&D activities.

Environmental reporting

The Group's operations do not pollute the external environment beyond what is normal for this type of activities. The environmental impact will be reduced through concentrating attention on efficient logistics and cost efficiency.

Chain-stores

During the year, 9 new Europris stores were established and 2 stores were shut down. The number of stores in Norway were 220 as per 31.12.2014 compared to 213 in 2013.

Financial risk

The Group has entered into interest rate swaps agreements for 67 % of the long-term liabilities, recognised in the subsidiaries' financial statements. Reference is made to the annual reports of these companies and the Group consolidated financial statements.

A hedging policy has been implemented relating to foreign currency. The liquidity of the individual group companies have been gathered in a corporate account arrangement. The Board of Directors is of the opinion that the liquidity of the Group is satisfactory and that the Group is exposed to limited credit risk.

Fredrikstad, 25 March 2015

Tom Vidar Rygh
Chairman of the Board

Michael Haaning
Board Member

Hartvig Johannson
Board Member

Christian W. Jansson
Board Member

Ronny Blomseth
Board Member

Martin Bjørklund
Board Member

Pål Wibe
Managing Director

The financial statements

The Board of Directors is of the opinion that the financial statements give a true and fair view of the company's and the Group's development, results and financial position. There are no events after the balance sheet date of importance to the assessment of the company.

AS of 01.01.2012, the Group has implemented full IFRS (International Financial Reporting Standards).

The parent company EPH II AS and other material financial statements in the Group have been prepared in accordance with simplified IFRS pursuant to Section 3-9 of the Norwegian Accounting Act and Directive of Simplified IFRS specified by the Norwegian Ministry of Finance on 21 January 2008.

The company EPH II AS did not have any operating income in 2014. The company's result was NOK 609,147 after taxes compared to NOK 376,131 in 2013.

The Group had operating income of NOK 4,259 million in 2014 (NOK 3,757 million in 2013) and profits after tax of NOK 149.3 million (NOK 99.2 million in 2013).

Future developments

The Group's underlying markets are in growth and the Board of Directors is of the opinion that the Group is in a favourable position to benefit from this growth in the future. A positive development is expected for the Group.

Result for the year
The Board of Directors proposes the company's profits of NOK 609,147 to be allocated as follows:

Recognised against retained earnings	NOK 609,147
Total allocated	NOK 609,147

EPH II AS THE GROUP 2014

CONSOLIDATED INCOME STATEMENT

Figures are stated in NOK 1 000

	Note	2014	2013	2012
Net sales	5	4 152 951	3 635 559	2 610 618
Other income	5	105 886	121 430	103 151
Total Operating Revenue	**5**	**4 258 837**	**3 756 989**	**2 713 769**
Cost of goods sold		2 423 728	2 154 126	1 546 463
Employee benefits expense	6,7,8	616 314	495 193	343 205
Depreciation	12,13	126 207	133 093	95 524
Write-downs	12	78 344	0	0
Other operating expenses	6,9,13	678 372	647 766	461 492
Total Operating Expenses		**3 922 964**	**3 430 178**	**2 446 684**
Operating Income		**335 872**	**326 811**	**267 085**
Interest income	10	7 744	2 123	5 616
Other financial income	10	36 361	8 041	2
Total Financial Income	**10**	**44 105**	**10 164**	**5 618**
Interest expense	10	142 332	178 122	182 231
Other financial expense	10	31 154	17 655	35 706
Total Financial Expense	**10**	**173 486**	**195 777**	**217 937**
Net Financial Income (Expense)	**10**	**(129 381)**	**(185 613)**	**(212 319)**
Profit before income tax		**206 491**	**141 199**	**54 766**
Income tax expense	11	57 200	42 028	24 126
Profit for the year	**14**	**149 291**	**99 171**	**30 640**
Consolidated statement of comprehensive income		**149 291**	**99 171**	**30 640**
Profit for the year		149 291	99 171	30 640
Other Income and Expense		0	0	0
Total comprehensive income for the year		**149 291**	**99 171**	**30 640**
Earnings per share	14	4,03	2,68	0,83

*) The Group's business activity commenced with the acquisition of Europris Holding AS on 1 April 2012 (note 27). The Income Statement for 2012 reflects 9 months of business activity.

Notes 1 to 27 are an integral part of the Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEET

Figures are stated in NOK 1 000

ASSETS	Note	31-12-2014	31-12-2013	31-12-2012	01-01-2012
NONCURRENT ASSETS					
Intangible Assets					
Software	**12**	32 393	39 200	37 072	0
Trademark	**12**	387 573	387 573	401 161	0
Contractual rights	**12**	0	141 019	203 694	0
Goodwill	**12**	1 579 928	1 557 393	1 547 711	0
Total Intangible Assets	**12**	**1 999 894**	**2 125 184**	**2 189 638**	**0**
Fixed Assets					
Fixtures and fittings	**13**	185 784	147 381	142 903	0
Total Fixed Assets	**13**	**185 784**	**147 381**	**142 903**	**0**
Financial Assets					
Other investments		370	685	5	125
Other receivables	**15,21**	16 263	21 066	25 653	0
Total Financial Assets		**16 633**	**21 751**	**25 658**	**125**
Total Noncurrent Assets		**2 202 311**	**2 294 317**	**2 358 199**	**125**
CURRENT ASSETS					
Inventories	**16**	984 336	830 891	752 852	
Trade and Other Receivables					
Trade receivables	**15,21**	229 550	200 071	239 126	0
Other receivables	**15,20,21**	106 682	65 842	53 885	0
Total Trade and Other Receivables	**15,21**	**336 233**	**265 913**	**293 011**	**0**
Cash and cash equivalents	**17,21**	245 016	292 659	285 400	100
Total Current Assets		**1 565 585**	**1 389 463**	**1 331 264**	**100**
Total Assets		**3 767 896**	**3 683 780**	**3 689 462**	**225**

Notes 1 to 27 are an integral part of the Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEET

Figures are stated in NOK 1 000

EQUITY AND LIABILITIES	Note	31-12-2014	31-12-2013	31-12-2012	01-01-2012
EQUITY					
Paid-in Capital					
Share capital	**18**	9 255	9 255	9 255	100
Share premium	**18**	916 245	916 245	916 245	0
Total Paid-in Capital	**18**	**925 500**	**925 500**	**925 500**	**100**
Retained Earnings					
Other equity		279 102	45 590	30 640	0
Total Retained Earnings		**279 102**	**45 590**	**30 640**	**0**
Total Shareholders' Equity		**1 204 602**	**971 090**	**956 140**	**100**
LIABILITIES					
Long-term Debt					
Provisions					
Pension liability	**8**	55	309	732	0
Deferred tax liability	**11**	72 762	110 300	124 724	0
Total provisions		**72 818**	**110 608**	**125 456**	**0**
Other Long-term Debt					
Long-term debt to financial institutions	**19,21**	1 481 445	1 698 225	1 356 387	0
Other Long-term Debt	**20,21,24**	41 873	34 107	517 570	0
Total other Long-term Debt		**1 523 317**	**1 732 332**	**1 873 957**	**0**
Total Long-term Debt		**1 596 135**	**1 842 941**	**1 999 413**	**0**
Short-term Debt					
Short-term borrowings	**19,21**	110 500	119 000	134 300	0
Accounts payable	**21,22**	481 507	396 464	365 036	0
Tax payable	**11**	99 525	54 092	12 927	0
Public duties payable	**22**	112 670	99 554	86 884	0
Dividends		0	84 221	0	0
Short-term debt to parent company	**22, 24**	100	100	100	
Other short-term debt	**21,22**	162 857	116 319	134 663	125
Total Short-term Debt		**967 159**	**869 750**	**733 909**	**125**
Total Liabilities		**2 563 294**	**2 712 690**	**2 733 323**	**125**
Total Equity and Liabilities		**3 767 896**	**3 683 780**	**3 689 462**	**225**

Notes 1 to 27 are an integral part of the Consolidated Financial Statements.

Fredrikstad, 25 March 2015

Tom Vidar Rygh
Chairman of the Board

Michael Haaning
Board Member

Hartvig Johannson
Board Member

Christian W. Jansson
Board Member

Ronny Blomseth
Board Member

Martin Bjørklund
Board Member

Pål Wibe
Managing Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures are stated in NOK 1 000	Share Capital	Share Premium	Retained Earnings	Total
Equity 01.01.2012	**100**	**0**	**0**	**100**
Share capital and premium increase	9 255	916 245	0	925 500
Share capital decrease	-100	0	0	-100
Prifit for det period			30 640	30 640
Other comprehensive income	0	0	0	0
Equity 31.12.2012	**9 255**	**916 245**	**30 640**	**956 140**
Equity 01.01.2013	**9 255**	**916 245**	**30 640**	**956 140**
Profit for the period	0	0	99 171	99 171
Dividends	0	0	(84 221)	(84 221)
Other comprehensive income	0	0	0	0
Equity 31.12.2013	**9 255**	**916 245**	**45 590**	**971 090**
Equity 01.01.2014	**9 255**	**916 245**	**45 590**	**971 090**
Reversal of dividend payable 2013	0	0	84 221	84 221
Profit for the period	0	0	149 291	149 291
Other comprehensive income	0	0	0	0
Equity 31.12.2014	**9 255**	**916 245**	**279 102**	**1 204 602**

The dividend from 2013 is reversed within equity in 2014.

Notes 1 to 27 are an integral part of the Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Figures are stated in NOK 1 000

	Note	2014	2013	2012
Cash flows from operating activities				
Profit before income tax		206 491	141 198	54 766
Adjusted for:				
– Depreciation fixed assets	**13**	47 101	42 356	30 227
– Depreciation intangible assets	**12**	79 106	90 737	65 297
– Write-down intangible assets	**12**	78 344	-	-
– Gain on sale of fixed assets		(5)	-	4 161
– Changes in pension liabilities		(254)	(423)	(411)
– Unrealized (gain) and loss on derivatives	**10**	(30 374)	(7 419)	0
– Net interest expense exclusive change in fair value derivatives	**10**	160 861	163 568	176 615
Changes in net working capital (exclusive effect of acquistions and inclusive translations differences):				
– Inventory		(104 990)	(23 480)	47 414
– Accounts receivables and other short-term receivables		(28 436)	39 695	35 194
– Accounts payable and other short-term debt		74 386	(16 373)	188 053
Cash generated from operations		**482 230**	**429 860**	**601 316**
Interest paid		(138 232)	(158 271)	(197 221)
Income tax paid		(48 126)	(13 289)	(15 136)
Net cash generated from operating activities		**295 872**	**258 299**	**388 959**
Cash flows from investing activities				
Proceeds from sale of fixed assets		308	-	
Purchases of fixed assets		(84 470)	(27 374)	(36 973)
Purchases of intangible assets		(9 624)	(16 603)	(21 953)
Net purchase of shares in subsidiary		(27 904)	(15 764)	(2 102 201)
Interest received		7 744	2 123	20 606
Net cash used in investing activities		**(113 946)**	**(57 617)**	**(2 140 521)**
Cash flows from financing activities				
Proceeds from borrowings		-	500 000	1 397 227
Payment of shareholder loan		-	(500 000)	-
Repayment of debt to financial institutions		(229 570)	(193 423)	(285 764)
Net capital increase		0	0	925 400
Net cash used in financing activities		**(229 570)**	**(193 423)**	**2 036 863**
Net decrease/increase in cash and cash equivalents		**(47 643)**	**7 259**	**285 301**
Cash and cash equivalents at beginning of year (01.01)		**292 659**	**285 400**	**100**
Cash and cash equivalents at end of year (31.12)		**245 016**	**292 659**	**285 400**

Notes 1 to 27 are an integral part of the Consolidated Financial Statements.

Note 1 Accounting principles

1.1 Basis of preparation

The Consolidated Financial Statements for EPH II AS ("the Group") have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS), as well as Norwegian disclosure requirements pursuant to the Norwegian Accounting Act § 3-9 per 31 December 2014.

The consolidated financial statements of the Group for the year ended 31 December 2014 will be the first annual financial statements that comply with IFRS. The effects of the transition from simplified application of international accounting standards and Norwegian generally accepted accounting principle (N-GAAP) to IFRS from 1 January 2012 are disclosed in note 1.21.

The Board of Directors approved the consolidated financial statements on 25 March, 2015.

The consolidated financial statements have been prepared in accordance with the historical cost convention, modified by the revaluation of certain financial assets and liabilities (including derivative instruments) at fair value through profit or loss:

•Derivative instruments are recognised at fair value through profit or loss.

The Group has adopted the going concern basis in preparing its consolidated financial statements. When assessing this assumption, management has assessed all available information regarding future expectations.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving higher degree of judgment or complexity, or areas where the assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

1.2 Consolidation

The Consolidated Financial Statements include the parent company EPH II AS and all of its subsidiaries. Subsidiaries are all entities over which the Group has the power to control the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Goodwill is initially measured as the excess of the aggregate consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Acquisition-related costs are expensed as incurred.

Intercompany transactions, balances, revenue and expenses arising from transactions between Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group was established 31 March 2012 when EPH AS acquired Europris Holding AS and its subsidiaries. The profit for the financial year 2012 is for the period 1 April 2012 to 31 December 2012.

The consolidated financial statements include EPH II AS and its subsidiaries:

EPH II AS	Parent Company
Europris Holding AS (former EPH AS)	100%
Europris AS	100%
Europris Butikkdrift AS	100%
Lillesand Lavpris AS	100%
Vesterled Lavpris AS	100%
Solheimsviken Lavpris AS	100%
Sotra Lavpris AS	100%

EPH AS and Europris Holding AS merged effective from January 1, 2014, with EPH AS as the acquiring company. EPH AS changed its company name to Europris Holding AS subsequent to the merger.

The companies Vestnor Trading AS, Sande Lavpris AS, Røros Lavpris AS, Kolvereid Lavpris AS, Midttun Lavpris AS, Mo Lavpris AS, and Mosjøen Lavpris AS were all acquired in 2013 and merged 1 January 2014.

The companies Liertoppen Lavpris AS, Sellebakk Lavpris AS, Rabatthuset Bø AS, Rabatthuset Nanset AS, Rabatthuset Hasle AS, Porsgrunn Lavpris AS, Stathelle Lavpris AS, Kongsberg Lavpris AS, and Seljord Lavpris AS were acquired and merged effective from 1 January 2014. All mergers have been accounted for as business combinations under common control implying continuity of Group values.

Subsidiaries are all entities (including structured entities) over which the Group has control. The group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. When the Group ceases to have control, any remaining interest in the entity is re-measured to its fair value at the date when control ceases, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the remaining interest as an associate, joint venture or financial asset.

IFRS 10 "Consolidated Financial Statements" is based on the principle of using the control term as the decisive criteria to decide whether a company should be included in the consolidated financial statements. The application guidance to the standard provides

guidance when determining whether an entity has control over a franchisee. Based on the guidance in IFRS 10, the Group has determined that it does not control its franchisees and the franchises are therefore not consolidated. The fees received from franchises is recorded as "other income".

1.3 Segment reporting

The Group as a whole is defined and identified as one operating segment. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Group Management. Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker.

1.4 Foreign currency translation

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates is recognised in the income statement. Non-monetary items are not re-translated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Non-monetary items that are measured at fair value in foreign currency are translated into the functional currency at the reporting date. Changes in exchange rates are recognized continuously through profit or loss.

The consolidated financial statements are presented in NOK, which is the Group's presentation and functional currency.

1.5 Revenue recognition

The Group operates a chain of retail stores selling low-price consumer goods, including sales to franchise stores. Sales of goods are recognised when a group entity sells a product to the customer. Retail sales are usually in cash or by debit- or credit cards.

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, net of discounts, returns and value added taxes. The group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities. The Group bases its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

1.6 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised regarding goodwill arising from business combinations. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for the deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference is it not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities related to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities and there is an intention to settle the balances on a net basis.

1.7 Property, plant and equipment

Property, plant and equipment is recorded at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of replaced parts are derecognized when replaced. All other repairs and maintenance expenditures are recognized in profit and loss in the period the expense is incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to depreciate their cost to residual value over the estimated useful lives, as follows:

Technical and electrical installations:	5-15 years
Fixture and fittings:	7-10 years
Vehicles:	5 year
Machinery and equipment:	3 year
IT-equipment:	3 year

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

1.8 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as financial leases. Financial leases are capitalized at the lease's commencement at the lower of the fair value of the leased asset and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

1.9 Intangible assets

Goodwill
Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquire over the fair value of the identifiable net assets acquired. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the income statement.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the CGU that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are performed annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Trademarks and contractual rights
Separately acquired trademarks and contractual rights are shown at historical cost. Trademarks and contractual rights acquired in a business combination are recognised at fair value at the acquisition date. From 2014 trademarks (the brand name "Europris") are deemed to have an indefinite lifetime and are not amortised as a consequence, but tested for impairment annually. Contractual rights have a finite useful life and are carried at cost less accumulated amortization. Amortisation is calculated using the straight-line method to allocate the cost of contractual rights over their estimated useful life of 4 years.

Contractual rights have been written down to nil at 31 December 2014.

Software
Costs associated with maintaining computer software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Computer software development costs recognised as assets are amortised over their estimated useful lives of 4-5 years.

1.10 Financial assets

Classification
The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

a) Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current.

b) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables" and "cash and cash equivalents" in the balance sheet.

c) Available-for-sale financial assets
Available-for-sale financial assets are non-derivatives that are either designated in this category at initial recognition or are not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Recognition and measurement
Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value

plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains and losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in the income statement within "other (losses)/gains – net" in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

Derivative financial instruments and hedging activities
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain dervatives as either:

a) hedge of fair value of recognised assets or liabilities or a firm commitment (fair value hedge);

b) hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or

c) hedges of a net investment in a foreign operation
(net investment hedge)

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

1.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realizable value is the estimated sales price less estimated transaction costs. Historical cost is calculated using a weighted average historical cost and includes expenditures directly linked to getting the goods to their final location and condition. There is continuous assessment of foreseeable obsolescence. The Group's inventories consists solely of goods purchased for resale.

1.12 Trade receivables

Trade receivables are initially recognised at fair value. Subsequently they are measured at amortised cost using the effective interest method. If immaterial, the interest element is not considered.

1.13 Cash and cash equivalents

Cash includes cash in hand and bank deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible into known amounts of cash with a maximum term of three months. Funds originally restricted for more than three months are not included in cash and cash equivalents.

Bank overdrafts are presented in the statement of cash flows less cash and cash equivalents.

1.14 Trade payables

Trade payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. If immaterial, the interest element is not considered.

1.15 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current unless the Group has an unconditional right to delay the payment of the debt for more than 12 months from the reporting date.

1.16 Post-employment benefits

The Group has two post-employment schemes: one defined contribution and one early-retirement scheme. The early-retirement scheme is effective from 1 January 2011 and is deemed to be a defined benefit collective arrangement, but recognised as a defined contribution agreement as there is insufficient reliable information required in order to estimate the Group's proportionate share of pension expense, pension liability and pension funds in the collective arrangement.

In a defined contribution arrangement, the Group contributes to a public or private insurance plan. The Group has no remaining liabilities when the contribution to the insurance plan is made. The contributions are recognised as a personnel expense when it is paid.

1.17 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable

(more likely than not) that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation.

A provision for warranties is recognized when the underlying products or services are sold. The provision is based on historical warranty data and an assessment of all possible outcomes and the accompanying probabilities.

1.18 Contingent liabilities and assets

Contingent liabilities are not recognized in the financial statements. In cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized.

A contingent asset is not recognized in the financial statements but disclosed if it is probable that the benefit will flow to the Group.

1.19 Subsequent events

New information after the reporting date regarding the Group's financial position at the reporting date is taken into consideration in the consolidated financial statements. Events after the reporting date that does not affect the Group's financial position at the reporting date, but will affect the financial position of the Group in the future, are noted if they are considered significant.

1.20 New standards, amendments and interpretations not yet adopted by the Group

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2014, and have not been applied in preparing these consolidated financial statements. None of these are expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

IFRS 9 Financial Instruments addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. The standard is effective for accounting periods beginning on or after 1 January 2018. The Group has yet to assess IFRS 9's full impact.

IFRS 15 Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service and the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 Revenue and IAS 11 Construction contracts and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

There are no other IFRSs of IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

1.21 Transition from Norwegian Generally Accepted Accounting Principles and Simplified application of IFRS to IFRS

IFRS includes several options regarding principles for the valuation of assets and liabilities. When adopting IFRS in the EPH II consolidated financial statements, the following material changes have been made to the accounting principles:

Transitions from Simplified application of IFRS to IFRS (2013)

Dividends
Dividend distribution to the company's shareholders is recognised as a liability in the Groups' financial statements in the period in which the dividends are approved by the company's shareholders.

Transitions from Norwegian Generally Accepted Accounting to IFRS (2012)

The transition to IFRS had no effects on the 01.01.2012 balance sheet.

Transaction costs
Transaction costs were included as part of historical cost in purchase of stocks. These transaction costs are expensed in accordance with IFRS.

Goodwill
Under IFRS, there is no amortisation of goodwill. Goodwill is measured at historical cost, and tested for impairment at least annually.

Financial assets - derivatives (interest rate swap agreements)
Interest rate swaps are recognised initially at fair value. Financial assets are de-recognised from the balance sheet when the rights to receive cash flows from the investments have expired or have been transferred and the Group has substantially all risks and rewards of ownership. Financial derivatives related to the financing of the Group are recognised as net financial items in the income statement.

Borrowings
Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Figures are stated in NOK 1 000	Share Capital	Share Premium	Retained Earnings	Total
Equity 1 January 2012	**100**	**0**	**0**	**100**
Share capital and premium increase	9 255	916 245	0	925 500
Share capital decrease	(100)	0	0	(100)
Profit for the period	0	0	30 735	30 735
Dividends payable	0	0	(84 220)	(84 220)
Equity NGAAP 31.12.2012	**9 255**	**916 245**	**(53 485)**	**872 015**
Profit for the period NGAAP				30 735
+ Goodwill depreciation reversal				43 036
- Change in interest rate costs when implementing amortised cost				-12 672
- Effect from derivatives related to interest rate swaps				-14 459
- Transaction costs related to acquisitions				-16 000
Profit for the period IFRS				**30 640**
Equity NGAAP 31.12.2012	**9 255**	**916 245**	**(53 485)**	**872 015**
Net IFRS conversion effects on profits	0	0	(95)	(95)
Other comprehensive income	0	0	0	0
Reversal of dividends payable	0	0	84 220	84 220
Equity IFRS 31.12.2012	**9 255**	**916 245**	**30 640**	**956 140**

Note 2 Financial risk management

The Group's core business is low-price retail. This exposes the Group to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme's goal is to minimise potential adverse financial performance effects of these risks which result from unpredictable changes in capital markets. The Group uses financial derivatives to hedge against certain risks.

The financial risk management programme for the Group is carried out by its central treasury department under policies approved by the Board of Directors. The treasury department identifies, evaluates, hedges and reports financial risks in co-operation with the various operating units within the Group. The Board approves the principles of overall risk management as well as policies covering specific areas, such as currency exchange risk, interest rate risk, credit risk, the use of financial derivatives as well as liquidity management.

2.1 Market risk

2.1.a Currency exchange risk

The Group is exposed to currency exchange risk arising from import of goods for sale. These transactions are mainly settled in USD and EUR. The Group aims to achieve predictable cash outflows in NOK by using forward contracts as a hedging strategy for its exposure to USD and EUR. The hedging strategy is based upon an assessment of the possibilities and estimated time period required to adjust the business to changes in foreign exchange rates. Adapting the company to changes in the exchange rate is part of Europris' ordinary course of business. Within the retail industry, these adjustments include inter alia being able to adapt the selling prices of end customer products, as well as adaptations to the company's assortment and product range. Hence, the company's foreign exchange hedging strategy should not be seen in isolation, but rather as being part of a wider business effort to adapt the company to changes in its external market environment, which includes changes in foreign exchange rates.

If NOK had strengthened/weakened by 1% against USD with all other variables held constant, the recalculated post-tax profit for the year would have increased/decreased by NOK 5,032 thousand (31.12.2013: NOK 4,118 thousand and 31.12.2012: NOK 3,016 thousand).

If NOK had strengthened/weakened by 1% against EUR with all other variables held constant, the recalculated post-tax profit for the year would have increased/decreased by NOK 1,543 thousand (31.12.2013: NOK 1,032 thousand and 31.12.2012: NOK 808 thousand).

The simulations above do not include potential changes in the fair value of forward contracts.
The profit changes reflected above will have the same effect on the Group's equity.

2.1.b Price risk

The Group has limited exposure against price risk.

2.1.c Interest rate risk

The Group's exposure to interest rate risk arises from its non-current borrowings. The interest rate risk that arises from loans with floating interest rate is managed by using interest rate swaps. The Group's guidelines is to maintain a minimum of 67% of its borrowings secured with floating-to-fixed interest rate swaps.

If the interest rate of the Group's borrowings had increased/decreased by 1% at year end 2014 with all other variables held constant, the post-tax profit for the year would decrease/increase by NOK 3,512 thousand (2013: NOK 4,099 thousand and 31.12.2012: NOK 7 654 thousand). These simulatons do not include potential changes in the fair value of interest rate swaps arising from the change in floating market interest rates. The profit changes reflected above will have the same effect on the Group's equity.

2.2 Credit risk

The Group has limited exposure to credit risk as most of the Group's revenue transactions are settled by cash or debit cards. However, a small share of its revenue is from franchise agreements, where each franchisee is granted credit. As a franchisor, the Group monitors its franchisees closely to mitigate the credit risk. There has been limited losses on trade receivables historically.

2.3 Liquidity risk

The treasury department prepares and monitors cash flow forecasts of the Groups's liquidity requirements to ensure that the Group has sufficient cash and cash equivalents to meet operational commitments, and maintain sufficient flexibility to meet unused credit facilities requirements (see note 19) without breaching financial covenants.

2.4 Capital management risk

The Group's objectives when managing capital are to ensure the ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital, including compliance with covenants in the loan agreements (see note 19 for further information).

To improve the capital structure, the Group may adjust the level of capital expenditures and utilise available credit facilities.

Note 3 Critical accounting estimates and judgements

Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

3.1 Critical accounting estimates and assumptions

The Group prepares estimates and assumptions regarding future expectations. The resulting accounting estimates will by definition seldom equal the related actual results. Estimates and assumptions that represent a significant risk of causing material adjustments to the book value of assets and liabilities within the next financial year are discussed below.

3.1.a Estimated impairment of goodwill and trademarks

The Group tests annually whether goodwill and trademarks have suffered any impairment, in accordance with the accounting policy stated in note 1.9. Recoverable amounts of cash generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (see note 12 for further information). The Group has not recognised any impairment of goodwill and trademarks in 2014.

3.1.b Estimated impairment of contractual rights

Estimated useful lives and cash flows related to contractual rights have been revised in 2014. Contractual rigths have been written down to nil in 2014 (see note 12 for further information).

3.1.c Provision for obsolence

The Group make provision for impairment. These provisions are estimate based and require in-depth knowledge about goods and market.

3.2. Judgements in applying the Group's accounting principles

IFRS 10 (Consolidated financial statements) requires entities to consolidate entities it controls. The standard provides extended guidance to determine whether control is present. Franchising is explicitly mentioned in the standard. The Group's assessment is that the franchisor does not have control over its franchisee's, but only the rights designed to protect the franchise brand. Based on this, the Group has concluded not to consolidate franchisees.

The Group confirms that there has not been any other judgements that are deemed to have a significant impact on the consolidated financial statements.

Note 4 Segment information

The group manangement is the group's chief operating decision-maker. The reporting to the group management, who is responsible for evaluating profitability and achivements, is on a consolidated basis which is the basis for the group management's assessment of profitability at a strategic level. The group as a whole is therefore defined and identified as one segment which is wholesale and retail activities.

Note 5 Total operating revenue

The Group's business area is retail. The following table shows the geographical distribution of total operating revenue.

Figures are stated in NOK 1 000

	2014	2013	2012
Geographical distribution of total operating revenue			
Norway	4 152 951	3 635 559	2 575 898
Iceland	-	-	34 720
Net sales	**4 152 951**	**3 635 559**	**2 610 618**
Income from franchise fees	100 932	118 510	100 704
Other income	4 954	2 920	2 447
Total other income	**105 886**	**121 430**	**103 151**
Total operating revenue	**4 258 837**	**3 756 989**	**2 713 769**

Revenue for 2012 is for the period of 1 April 2012 to 31 December 2012.

Note 6 Employee benefit expense

Figures are stated in NOK 1 000

	2014	2013	2012
Salary expenses	528 769	419 008	289 054
Social security costs	70 870	62 026	39 277
Pensions expenses	9 014	9 660	10 315
Other benefits	7 660	4 499	4 559
Total	**616 314**	**495 193**	**343 205**
Number of employees	1 895	1 424	1 300
Full time employees	1 232	1 037	986

The Group is required to have a compulsory pensions plan under Norwegian Law. The Group has a pension plan that fullfils the legal requirements, which covers all employees and is a defined contribution plan.

Figures are stated in NOK 1 000

Auditor Remuneration	2014	2013	2012
Audit services	1 155	978	703
Technical services related to financial reporting	372	740	634
Total	**1 527**	**1 717**	**1 337**

Auditor fees are presented excluding VAT. No auditor remuneration has been recorded within equity in connection with equity transactions.

Expenses for 2012 are for the period of 1 April 2012 to 31 December 2012.

Note 7 Management compensation

Management in 2014 consisted of the Managing Director Pål Wibe (commenced 1 April 2014), CFO Espen Eldal, Director of Purchasing Knut Spæren, Director of Marketing Jon Boye Borgersen, Director of IT Ole Petter Harv, Director of HR and Legal Petter Wilskow, Director of Logistics Pål Christian Andersen and Sales- and Business Director Øyvind Haakerud.

Figures are stated in NOK 1 000

Management compensation	2014	2013	2012
Salary expenses	21 051	16 694	19 462
Social security costs	3 800	2 697	3 635
Pensions expenses	288	458	455
Other benefits	489	7	-
Total	**25 628**	**19 856**	**23 552**

Compensation for 2012 is for the period of 1 April 2012 to 31 December 2012.

Top management is employed in the subsidiary Europris Holding AS, and work for the Group company Europris AS.

Note 7 Management compensation (cont.)

The Managing Director started 1. April 2014 received a total compensation for 2014 of NOK 2 672. From January through April the Group commenced a provisory CEO. Top management have performance dependent bonuses. The Managing Director and the Director of Marketing have a 12 month and 6 month severance package, respectively. Apart from the aforementioned, none in top management have severance packages.

Compensation to board members was NOK 1 155 in 2014 (NOK 1 245 in 2013 and NOK 1 064 in 2012).

Top management owns shares in EPH II AS. Chairman of the Board owns indirectly 200 000 shares in EPH II AS. Managing Director owns indirectly 669 643 shares in EPH II AS.

There are no loans or issued guarantees to top management, the Chairman or other related parties.

Note 8 Pension liabilities

The Group has a contractual early retirement pension scheme (AFP). Pension costs in 2014 was NOK 3 302 (NOK 3 882 in 2013 and NOK 2 526in 2012). A total of 1 232 employees are members of the scheme (1 037 in 2013 and 986 in 2012).

In addition the group has a pension agreement with Vital Forsikring, which fullfills the legal requirement under Norwegian Laws which covers all employees. The scheme is a defined contribution plan. Pension costs in 2014 was NOK 5 712 (NOK 5 828 in 2013 and NOK 2 859 in 2012).

In 2014, members of the scheme were 1 232 (1 037 in 2013 and 986 in 2012).

Figures are stated in NOK 1 000

Pension liabilities	**2014**	**2013**	**2012**
Liability regarding former AFP arrangement	48	271	641
Payroll tax	7	38	90
Total	**55**	**309**	**731**

Note 9 Other operating expenses

Figures are stated in NOK 1 000

	2014	**2013**	**2012**
Offices rentals	298 208	255 977	184 485
Transport/distribution	117 745	117 591	77 441
Marketing	110 580	106 728	76 882
Other expenses	151 838	167 471	122 684
Total	**678 372**	**647 766**	**461 492**

Expenses for 2012 are for the period of 1 April 2012 to 31 December 2012.

Note 10 Financial income and expenses

Figures are stated in NOK 1 000

	2014	**2013**	**2012**
Financial income			
– Interest income on cash and cash equivalents	5 964	5	3 953
– Other interest income	1 780	2 119	1 663
Other financial income	19	621	2
Gain in fair value of financial instruments:			
– Unrealized income forward exchange contract	36 342	6 469	-
– Unrealized interest rate swap income	-	950	-
Total	**44 105**	**10 164**	**5 618**

Note 10 Financial income and expenses (cont.)

Financial expenses:			
– Debt to financial institutions	136 618	156 457	180 872
– Financial leasing	718	1 050	722
– Other interest expense	896	765	637
Amortized interest on bank loan	4 100	19 851	-
Other financial expenses	20 686	13 155	32 331
Deferred arrangement fee	4 500	4 500	3 375
Loss in fair values of financial instruments:			
– Unrealized loss interest swap	5 968	-	-
Total	**173 486**	**195 777**	**217 937**
Net financial income (cost)	**(129 382)**	**(185 613)**	**(212 319)**

Net financial income (cost) for 2012 is for the period of 1 April 2012 to 31 December 2012.

Note 11 Income tax expense

Figures are stated in NOK 1 000

	2014	2013	2012
Tax payable:			
Current tax on profits for the year	92 525	47 892	12 927
Additional provison for tax expense 2013 related to tax audit	6 200	6 200	-
Additional provison for tax expense 2014 related to tax audit	800	-	-
Total tax payable in the balance sheet	**99 525**	**54 092**	**12 927**
Deferred tax:			
Change in temporary differences	(37 632)	(10 338)	12 039
Change in temporary differences related to mergers and acquisitions	1 507	2 360	-
Effect from change in Norwegian tax rate from 28% to 27%	-	(4 086)	-
Unrecognised differed tax asset in connection with merged subsidiary			(840)
Total deferred tax	**(36 125)**	**(12 064)**	**11 199**
Total income tax expense	57 200	42 028	24 126

Additional provisions of tax payable are related to an ongoing tax authority audit from 2013. A final decision is expected in the first half of 2015. The provision is made based on the best estimate of expected tax to be paid to the tax authorities.

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

Profit before tax	**206 491**	**141 199**	**54 766**
Tax calculated at domestic tax rates applicable to profits (27% / 28%)	55 753	39 536	15 334
Tax effects from:			
- Non-taxable income	(852)	(1)	-
- Non-deductible expenses	1 405	380	8 791
- Utilisation of deferred tax asset from loss carried forward	-	-	-
- Losses carried forward	95	-	-
Effect from change in Norwegian tax rate from 28% to 27%	-	(4 086)	-
Tax expense related to tax audit	800	6 200	-
Tax expense recognised in the income statement	**57 200**	**42 028**	**24 126**
Effective tax rate	28%	30%	44%

From 2014 the nominal tax rate in Norway has changed from 28% to 27%.

Note 11 Income tax expense (cont.)

The analysis of deferred tax assets and deferred tax liabilities is as follows:	2014	2013	2012
Deferred tax asset:			
- Deferred tax asset to be recovered later than 12 months	(4 630)	(3 905)	(3 008)
- Deferred tax asset to be recovered within 12 months	(44 110)	(36 793)	(38 476)
Deferred tax assets	**(48 739)**	**(40 698)**	**(41 485)**
Deferred tax liabilities:			
- Deferred tax liabilities to be recovered later than 12 months	118 406	144 851	158 451
- Deferred tax liabilities to be recovered within 12 months	3 096	6 147	7 757
Deferred tax liabilities:	**121 502**	**150 998**	**166 208**
Deferred tax liabilities (net)	**72 762**	**110 300**	**124 724**
Change in deferred tax liabilities recognised in the balance sheet:			
Balance at 01.01.	110 300	124 724	-
Deferred tax liability through acquisition of subsidiaries 1.4.2012	-	-	113 525
Change during the year recognised in the income statement	(37 537)	(14 424)	11 199
Balance at 31.12.	**72 762**	**110 300**	**124 724**

Specification of change in deferred tax/tax asset:

Figures are stated in NOK 1 000

Deferred tax liabilities:	Tangible fixed assets	Receivables	Long-term debt	Total
Balance at 01.01.2012				
Acquisition of subsidiaries 1.4.2012	144 271	(3 626)		140 645
Recognised deferred tax in profit for the period	1 468	11 383	12 712	25 563
Balance at 31.12.2012	**145 739**	**7 757**	**12 712**	**166 208**
Balance at 01.01.2013	145 739	7 757	12 712	166 208
Recognised deferred tax in profit for the period	(13 902)	(1 610)	302	(15 210)
Balance at 31.12.2013	**131 837**	**6 147**	**13 014**	**150 998**
Balance at 01.01.2014	131 837	6 147	13 014	150 998
Recognised deferred tax in profit for the period	(25 338)	(3 051)	(1 107)	(29 496)
Balance at 31.12.2014	**106 499**	**3 096**	**11 907**	**121 502**

Figures are stated in NOK 1 000

Deferred tax assets:	Inventories	Financial instruments	Provision for pension liabilities	Loss carried forward	Total
Financial year 2012					
Balance at 01.01.2012	-	-	-	-	-
Acquisition of subsidiaries 1.4.2012	(25 499)	3 503	(1 637)	(3 487)	(27 120)
Recognised deferred tax in profit for the period	(6 225)	(9 989)	(1 371)	3 220	(14 365)
Balance at 31.12.2012	**(31 724)**	**(6 486)**	**(3 008)**	**(267)**	**(41 485)**
Financial year 2013					
Balance at 01.01.2013	(31 724)	(6 486)	(3 008)	(267)	(41 485)
Recognised deferred tax in profit for the period	(819)	2 235	296	(926)	786
Balance at 31.12.2013	**(32 542)**	**(4 251)**	**(2 712)**	**(1 193)**	**(40 698)**
Financial year 2014					
Balance at 01.01.2014	(32 542)	(4 251)	(2 712)	(1 193)	(40 698)
Recognised deferred tax in profit for the period	(15 612)	8 201	(1 917)	1 193	(8 136)
Balance at 31.12.2014	**(48 155)**	**3 950**	**(4 629)**	**(0)**	**(48 834)**

Deferred tax assets related to loss carry forwards are recognised to the extent that it is probable that the Group can utilise this against future taxable profits. The Group has not recognised deferred tax assets of NOK 94 as at 31.12.2014 (NOK 0 as at 31.12.2013 and NOK 840 as at 31.12.2012) in the balance sheet. This unrecognised deferred tax asset results from acquisition of subsidiary in 2014, which will be merged 01.01.2015.

Income tax expenses for 2012 is for the period of 1 April 2012 to 31 December 2012.

Note 12 Intangible assets

Figures are stated in NOK 1 000

	Software	Trademarks	Contractual rights	Goodwill	Total
Financial year 2012					
Carrying amount at 01.01.2012	-	-	-	-	-
Acquisition of subsidiaries 1.4.2012	27 532	411 352	250 700	1 538 736	2 228 320
Additions	17 639	-	-	8 976	26 615
Sales/disposals	-	-	-	-	-
Depreciation	8 100	10 191	47 006	-	65 297
Carrying amount at 31.12.2012	**37 072**	**401 161**	**203 694**	**1 547 711**	**2 189 639**
Per 01.01.2013					
Acquisition cost	45 172	411 352	250 700	1 547 711	2 254 934
Accumulated depreciation	8 100	10 191	47 006		65 297
Net carrying amount	**37 072**	**401 161**	**203 694**	**1 547 711**	**2 189 638**
Financial year 2013					
Carrying amount at 01.01.2013	37 072	401 161	203 694	1 547 711	2 189 638
Additions	16 603	-	-	9 681	26 284
Sales/disposals	-	-	-	-	-
Depreciation	14 475	13 588	62 675	-	90 737
Carrying amount at 31.12.2013	**39 200**	**387 573**	**141 019**	**1 557 393**	**2 125 184**
Per 31.12.2013					
Acquisition cost	61 774	411 352	250 700	1 557 392	2 281 218
Accumulated depreciation	22 574	23 779	109 681	-	156 034
Net carrying amount	**39 200**	**387 573**	**141 019**	**1 557 392**	**2 125 184**
Financial year 2014					
Carrying amount at 01.01.2014	39 200	387 573	141 019	1 557 392	2 125 184
Additions	9 624	-	-	22 535	32 160
Sales/disposals	-	-	-	-	-
Depreciation	16 431	-	62 675	-	79 106
Impairment	-	-	78 344	-	78 344
Carrying amount at 31.12.2014	**32 393**	**387 573**	**0**	**1 579 928**	**1 999 894**
Per 31.12.2014					
Acquisition cost	71 398	411 352	250 700	1 579 928	2 313 377
Accumulated depreciation	39 005	23 779	172 356	-	235 140
Accumulated impairment	-	-	78 344	-	78 344
Net carrying amount 31.12.2014	**32 393**	**387 573**	**0**	**1 579 928**	**1 999 894**

The Group's trademark is linked to the brand name "Europris". This name has existed for a long time and has shown a healthy development since its origination. There are clear intentions to retain and further develop the brand name "Europris" in the forseeable future. As a consequence, in 2014 the brand name is not depreciated but tested for impairment annually.

The Group's recognised contractual rights are related to franchise agreement, leases, warranties and store locations. In recent years, the Group has taken over a significant proportion of franchise stores, and associated cash flows have been transferred to the Group. The remaining estimated cash flows from contractual rights is equal to 0, and the carrying amount at year end 2014 of NOK 78 344 has been written down.

Impairment testing of goodwll and trademarks
Goodwill and trademarks are annually tested for impairment by comparing book value and recoverable amount (greater of fair value less costs to sell and value in use). Even though the Group generates separated incoming cash flows, those are totaly dependent. The cash flow generating units are defined as being related to the group on an aggregated basis.

The recoverable amount of a cash-generating unit is calculated based on the value that the asset will provide to the business (value in use). In this calculation the forecasts of future cash flows are based on budgets and long-term plans approved by the management covering a five-year period. The gross profit is stable in the period and is expected to increase with 1 percentage point from 2015 to 2019. EBITDA-percentages of sales is also stable in the period and is expected to change with 0.5 percentage points. Cash flows beyond the five year period are calculated using the expected inflation rate as a long-term growth rate. A market based rate of return of 9.7% before tax is derived using the Weighted Average Cost of Capital model (WACC).

Recoverable amount is significantly above book value of the Group's goodwill and trademarks.

Note 13 Fixed assets

Figures are stated in NOK 1 000

	Fixtures and fittings
Financial year 2012	
Booked value 1.1.2012	-
Acquisition of subsidiaries 1.4.2012	140 299
Additions	36 973
Disposals	(4 142)
Depreciation for the year	30 227
Net booked value 31.12.2012	**142 903**
At 31. December 2012	
Cost	172 216
Accumulated depreciation	29 313
Net booked value	**142 903**
Financial year 2013	
Booked value 1.1.2013	142 903
Additions	43 214
Acquisitions of subsidaries	3 620
Disposals	-
Depreciation charge for the year	42 356
Net booked value 31.12.2013	**147 381**
At 31. December 2013	
Cost	219 040
Accumulated depreciation	71 658
Net booked value	**147 381**
Financial year 2014	
Booked value 1.1.2014	147 381
Additions	82 852
Additions through the acquisition of subsidiaries	2 954
Disposals	303
Depreciation charge for the year	47 101
Net booked value 31.12.2014	**185 784**
At 31. December 2014	
Cost	304 241
Accumulated depreciation	118 457
Net booked value	**185 784**

The Group has financial leasing agreements. The agreements relate to stores and warehouse datasystems. Booked value of leased fixed assets is NOK 14 129 (NOK 24 875 in 2013 and NOK 21 135 in 2012). Corresponding leasing debt is presented as long-term debt. Store datasystems are leased to franchisees. Lease costs are expensed by the respective company. The leased fixed assets are depreciated over 6 years, which is consistent with the leasing period.

Figures are stated in NOK 1 000

Operating lease payments	Leasing period	2014	2013	2012
Fixtures	Ongoing agreements	9 620	8 776	9 263
Offices,- shops- and warehouses	Ongoing agreements	298 208	255 977	184 485

The Group is renting offices, shops and warehouses under irrevocable operating lease agreements. The rental period is between 1 and 13 years.

Commitment operating lease as of 31 December 2014:	
Within 1 year	245 449
1 to 5 years	942 408
After 5 years	270 783

Note 14 Earnings per share

Earnings per share is calculated by dividing profit for the year attributable to shareholders by a weighted average number of ordinary shares outstanding over the year.

Figures are stated in NOK 1 000

	2014	2013	2012
Profit for the year attributable to shareholders	149 291	99 171	30 640
Weighted average number of ordinary shares outstanding (in thousands)	37 020	37 020	37 020
Earnings per ordinary share	4,03	2,68	0,83

Earnings per ordinary share for 2012 is for the period of 1 April 2012 to 31 December 2012.

Note 15 Trade receivables and other receivables

Figures are stated in NOK 1 000

	2014	2013	2012
Other receivables			
Trade receivables	231 390	201 911	240 966
Provision for impairment	(1 840)	(1 840)	(1 840)
Net trade receivables	229 550	200 071	239 126
Other receivables	66 954	62 455	53 885
Forward exchange contracts	39 729	3 388	-
Total	**336 233**	**265 913**	**293 011**
Long-term receivables			
Prepaid establishment fee related to overdraft agreements	14 625	19 125	23 625
Deposits and loans to franchisees	1 638	1 941	2 028
Total	**16 263**	**21 066**	**25 653**
Total short- and long term receivables	**352 496**	**286 980**	**318 664**

The carrying amount of trade receivables, prepayments and other receivables is assessed to not differ materially from fair value.

Provision for impairment of receivables			
At 1. January	1 840	1 840	1840
Change in provision	0	0	0
At 31. December	**1 840**	**1 840**	**1 840**
Ageing of trade receivables			
Not due	215 327	182 534	225 567
Due	14 223	17 537	13 559
Total	**229 550**	**200 071**	**239 126**

Accounts receivable older than 90 days constitute an insignificant portion of overdue items at 31.12. This applies to all three years.

Note 16 Inventories

Figures are stated in NOK 1 000

	2014	2013	2012
Inventories	1 019 160	856 564	778 934
- Provision for obsolescence	(34 824)	(25 673)	(26 081)
Booked value	**984 336**	**830 891**	**752 852**
Provision for obsolescence			
At 01.01	**(25 673)**	**(26 081)**	**0**
Provision for obsolescence through acquisition of subsidiaries	0	0	(20 874)
Change in accruals	(9 151)	408	(5 207)
Provision for impairment at 31.12	**(34 824)**	**(25 673)**	**(26 081)**

The Group makes provisions for impairment on inventory. These provisions are estimated and require in-depth knowledge about the goods and market conditions.

Note 17 Cash and cash equivalents

Figures are stated in NOK 1 000

	2014	2013	2012
Cash and cash equivalents	245 016	292 659	285 400
Total	**245 016**	**292 659**	**285 400**
In the consolidated statement of cash flows, net cash and cash equivalents includes the following:			
Cash and cash equivalents	245 016	292 659	285 400
Net cash and cash equivalents	**245 016**	**292 659**	**285 400**

The Group has a bank guarantee for employee tax withholdings.

Note 18 Share capital and share premium

Figures are stated in NOK 1 000

Total paid-in capital	Number of shares	Share capital	Share premium	Total
At 1.January 2012	100	100	0	100
At 31. December 2012	92 550 000	9 255	916 245	925 500
At 31. December 2013	92 550 000	9 255	916 245	925 500
At 31. December 2014	**92 550 000**	**9 255**	**916 245**	**925 500**

Company's share capital consists of the following classes of shares, whereby all have the same voting rights:	Total nominal value	Number of shares	Per share nominal value
Classes of shares			
Ordinary shares	3 702 000	37 020 000	0,1
Preference shares	5 553 000	55 530 000	0,1
Total	**9 255 000**	**92 550 000**	**0,1**

Preference shares have first priority when dividends are paid. Dividend rights for prefence shares is 12%. Paid-in preference capital is NOK 555 300 and consists of NOK 5 553 share capital and NOK 549 747 paid-in share premium.

The Company has 22 shareholders. The following shareholder owns more than 1% of the shares:	Number of shares	Ownership	Voting
Crystal Turquoise BV	90 149 544	97,4%	97,4%

Crystal Turquoise BV's shares consists of 34 693 961 ordinary shares and 55 455 583 preference shares.

Note 19 Bank borrowings

The Company and related companies entered into a loan agreement in March 2012 in connection with the acquisition of the shares in Europris Holding AS and in April 2013 in connection with refinancing of a shareholder loan. The loan is syndicated through five banks. The loan facility includes an overdraft facility.

Figures are stated in NOK 1 000

Long-term Debt	2014		2013		2012	
	Amortised cost	Nominal value	Amortised cost	Nominal value	Amortised cost	Nominal value
Debt to financial institutions	1 576 800	1 620 900	1 791 700	1 839 900	1 470 356	1 515 000
Total	**1 576 800**	**1 620 900**	**1 791 700**	**1 839 900**	**1 470 356**	**1 515 000**

Amortised cost of the bank debt is assessed to not differ materially from fair value. This is due to low probability that the risk premium would materially change if the bank agreement been entered into today. The Group's business risk and credit risk has not significantly changed in the period.

Figures are stated in NOK 1 000

	2014	2013	2012
Short-term Debt			
First year installment long-term debt	110 500	119 000	134 300
Overdraft facilities			
Overdraft and multi-currency group account	115 000	145 000	95 000
Revolving Facility Loan	225 000	225 000	225 000
Capex Facility	150 000	150 000	150 000
Guarantees	110 000	80 000	130 000
Total	**600 000**	**600 000**	**600 000**
Undrawn overdraft facilities	500 900	533 200	545 400
Other long-term debt			
Leasing	15 145	25 525	20 331
Total	**15 145**	**25 525**	**20 331**

Long-term debt to financial institutions is booked at amortised cost, less first year installments on long-term debt and leasing.

Convenants related to loan agreement:

Net interest bearing debt/EBITDA (max)	4. quarter 2014	3,72
EBITDA /interest paid (min.)	4. quarter 2014	2,52
Cash flow/interest and installements paid (min.)	4. quarter 2014	1,00

Covenants are measured and reported quarterly. The Group was not in breach of any convenants in 2014.

Figures are stated in NOK 1 000

	2014	2013	2012
Maturity structure incl. interests			
Within 1 year	224 500	256 800	257 300
1 to 2 years	260 100	224 500	257 000
2 to 5 years	1 758 300	1 898 300	1 662 700
After 5 years	-	-	-
Effective interest rate as at 31.12			
Mortgage A	7,19%	7,32%	7,32%
Mortgage B	7,24%	7,45%	7,45%
Mortgage B2	7,60%	8,26%	-
Debt and credit facilities secured by pledges			
Long-term debt to credit institutions	1 466 300	1 672 700	1 336 056
Long-term leasing debt	15 145	25 525	20 331
Total overdraft facilities	600 000	600 000	600 000
Total	**2 081 445**	**2 298 225**	**1 956 387**
Carrying amount of pledged assets			
Fixed assets	185 784	147 381	142 903
Inventory	984 336	830 891	752 852
Accounts receivables	229 550	200 071	239 126
Total	**1 399 670**	**1 178 343**	**1 134 881**

Note 20 Derivatives

Figures are stated in NOK 1 000

	2014	2013	2012
Forward exchange contracts - expiring within 1 year	39 729	3 388	0
Total derivatives - asset	**39 729**	**3 388**	**0**
Interest rate swaps - expiring within 1 year	0	0	0
Interest rate swaps - expiring between 1 and 5 years	25 100	19 132	23 164
Total derivatives - asset (liability)	**25 100**	**19 132**	**23 164**
Net derivative asset / (liability)	**14 630**	**(15 745)**	**(23 164)**

Forward exchange contracts

The Group faces currency risk arising from purchases in foreign currencies. The Group hedges currency fluctuations by entering into forward exchange contracts. The Group does not use hedge accounting. Forward exchange contracts are measured at fair value through profit and loss.

	Amount in NOK	Average exchange rate
Nominal principal forward contracts (USD)	309 536	6,66
Nominal principal forward contracts (EUR)	58 837	8,41

Interest rate swaps

The Group has entered into interst rate swaps agreements to hedge part of its interest rate risk fluctuations. The Group does not use hedge accounting. The interest rate swaps are measured at fair value through profit and loss.

	2014	2013	2012
Lowest fixed interest rate in interest rate swap agreement	1,961%	1,961%	2,731%
Highest fixed interest rate in interest rate swap agreement	2,731%	2,731%	2,731%
Nominal principal in interest rate swap	1 207 675	1 287 405	1 057 763

Note 21 Financial instruments by category

Figures are stated in NOK 1 000

	2014	2013	2012
Loans and receivables			
Long term receivables	16 263	21 066	25 653
Accounts receivable and other receivables	296 504	262 525	293 011
Cash and cash equivalents	245 016	292 659	285 400
Financial liabilities measured at amortised cost			
Long-term debt	(1 481 445)	(1 698 225)	(1 364 387)
Other long-term debt	(16 773)	(99 196)	(497 487)
Short-term debt (first year installment)	(110 500)	(119 000)	(126 300)
Accounts payable and other short term payables	(619 264)	(493 648)	(476 535)
Assets/liabilities measured at fair value through profit and loss			
Derivatives - asset	39 729	3 388	0
Derivatives - liability	(25 100)	(19 132)	(23 164)
Net financial instruments	**(1 655 569)**	**(1 849 563)**	**(1 883 809)**

All of the Group's financial instruments that are measured at fair value are classified as level 2. Level 2 consists of financial instruments with no quoted prices in active markets for identical assets or liabilities that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). Level 2 assets and liabilities are measured by using valuation methods. These valuation methods utilise observed data, and the Group's own estimates. If all significant data required to measure the fair value of an instrument is observable data, then the instrument is classified as level 2.

Special valuation methods that are being used to value financial instruments, include:

- Fair value of interest rate swaps are measuread as the net present value of estimated future cash flows based on observable yield curve.

- Fair value of forward exchange contracts is measured by net present valuing the difference between contractual forward rate and forward rate of the currency at balance-sheet date, multiplied by the contractual volume in foreign currency.

Note 22 Accounts payable and other short-term debt

Figures are stated in NOK 1 000

	2014	2013	2012
Accounts payable	481 507	396 464	365 036
Debt to group companies	100	100	100
Social security taxes and VAT	112 670	99 554	86 884
Other short term debt	162 857	116 319	134 663
Total	**757 134**	**612 436**	**586 683**

Note 23 Guarantees

Figures are stated in NOK 1 000

The Group has the following off-balance sheet guarantees as at 31.12:	2014	2013	2012
Supplier guarantees	10 160	6 693	3 835
Bank guarantees	26 150	21 600	23 227
Parent company guarantees	137 400	133 690	124 821
Total	**173 710**	**161 983**	**151 882**

Note 24 Related parties

The Group is controlled by Crystal Turquoise BV that owns 97,4% of the shares.

All subsidaries included in note 1.2 are related parties of EPH II AS.

For management remuneration, refer to note 7 - Management remuneration.

For dividends, please refer to consolidated statement of changes in equity.

Figures are stated in NOK 1 000

Loans granted from related parties (shareholder loans)	2014	2013	2012
Book value 1. January	14 976	497 488	0
Loans granted during year	0	0	455 800
Loans repaid during the year	0	(500 000)	0
Interest	1 797	17 488	41 688
Booked value 31. December	**16 773**	**14 976**	**497 488**

Shareholder loans carry interest at 12% per annum. No guarantees were issued. Shareholder loans mature later than 5 years.
There has not been any significant transactions with related parties other than as mentioned above.

Note 25 Contingent liabilities

There are no significant contingent liabilities as at 31.12.2014.

Note 26 Events after balance-sheet date

No other events after balance-sheet date and before the date of the approval of the financial statements which provide new information about conditions that existed at the balance sheet date (that are not currently reflected in the financial statements), or significant event after the balance sheet date that require further disclosures.

Note 27 Business combinations

Acquisition of Europris Holding AS with subsidaries
The Group's date of incorporation was 01.04.2012 when EPH AS was formed with Europris Holding AS and its subsidiaries.

Figures are stated in NOK 1 000

Purchase price	**2 237 800**
Fair value of identifiable assets acquired and liabilities assumed	
Software	27 532
Brand name	411 352
Contractual rights	250 700
Fixture and fittings	140 300
Other receivables	2 500
Inventories	800 300
Trade receivables	274 300
Other short-term receivables	51 180
Cash and cash equivalents	117 000
Pension liabilities	(1 000)
Deferred tax	(115 500)
Long-term debt to financial institutions	(750 000)
Other long-term debt	(2 100)
Account payables	(354 000)
Tax payable	(13 200)
Social security taxes and VAT	(41 000)
Other short-term liabilities	(99 300)
Total identifiable net assets	**699 064**
Goodwill	1 538 736

Transaction costs of NOK 16 million have been presented within financial line item in the Income Statement: "Other operating expenses".

The fair value after deferred tax liability of identified immaterial assets is NOK 583,4 million.

Other acquisitions presented as aggregated

2014:
Goodwill arising from acquistion in 2014 was NOK 22 535, is the difference between acquisition price and booked equity at acquisition date for the following stores:
Liertoppen Lavpris AS (01.01.2014), Sellebakk Lavpris AS (01.01.2014), Rabatthuset Bøe AS (01.01.2014), Rabatthuset Nanset AS (01.01.2014), Rabatthuset Hasle AS (01.01.2014), Porsgrunn Lavpris AS (01.01.2014), Stathelle Lavpris As (01.01.2014), Kongsberg Lavpris AS (01.01.2014), Seljord Lavpris AS (01.01.2014), Lillesand Lavpris AS (01.03.2014), Vesterled Lavpris AS (01.03.2014), Solheimsviken Lavpris AS (01.04.2014) and Sotra Lavpris AS (01.04.2014).

Total acquisition price for 100% of the stores in 2014 was NOK 27 446 thousand. Booked equity at the date of control was NOK 4 911 thousand.

2013:
Goodwill arising from acquisition in 2013, is the difference between acquisition price and booked equity at acquisition date for the following stores: Vestnor Trading AS (01.02.2013), Sande Lavpris AS (01.04.2013), Røros Lavpris AS (01.04.2013), Kolvereid Lavpris AS (01.08.2013), Midttun Lavpris AS (01.11.2013), Mo Lavpris AS (01.11.2013) and Mosjøen Lavpris AS (01.11.2013).

2012:
Goodwill arising from other acquisitions in 2012, is the difference between acquisition price and booked equity at acquisition date for the following stores:

Sem Lavpris AS (01.05.2012), Gjøvik Lavpris AS (01.05.2012), Oppdal Lavpris AS (01.05.2012), Bølgen Lavpris AS (01.05.2012), Horten Lavpris (01.05.2012) and Mysen Lavpris (30.11.2012).

EPH II AS PARENT COMPANY 2014

INCOME STATEMENT

Figures are stated in NOK

	Note	2014	2013
Total Operating Revenue		-	-
Other operating expenses	1	20 000	10 000
Total Operating Expenses		**20 000**	**10 000**
Operating Income		**(20 000)**	**(10 000)**
Interest income from group companies	3	1 797 105	17 698 077
Other interest income		857 042	532 334
Total Financial Income		**2 654 147**	**18 230 411**
Interest expense to group companies	3	1 797 105	17 698 077
Other interest expense		1 016	-
Other financial expenses		1 201	-
Total Financial Expenses		**1 799 322**	**17 698 077**
Net Financial Income (Expenses)		**854 825**	**532 334**
Profit before income tax		**834 825**	**522 334**
Income tax expense	4	225 678	146 203
Profit for the year		**609 147**	**376 131**
Statement of Comprehensive income			
Profit for the year		609 147	376 131
Other comprehensive income		-	-
Total comprehensive income for the year		**609 147**	**376 131**

Notes 1 to 9 are an integral part of the Financial Statements.

BALANCE SHEET

Figures are stated in NOK

ASSETS	Note	31-12-2014	31-12-2013
NON-CURRENT ASSETS			
Financial Assets			
Investments in subsidiaries	2	925 500 000	925 500 000
Loans to group companies	3,8	16 772 982	14 975 877
Total Financial Assets		**942 272 982**	**940 475 877**
Total Non-current Assets		**942 272 982**	**940 475 877**
CURRENT ASSETS			
Trade and Other Receivables			
Receivables from group companies	3,8	98 527 700	97 841 632
Total Trade and Other Receivables		**98 527 700**	**97 841 632**
Cash and cash equivalents		176 957	174 453
Total Current Assets		**98 704 657**	**98 016 085**
Total Assets		**1 040 977 639**	**1 038 491 962**

Notes 1 to 9 are an integral part of the Financial Statements.

BALANCE SHEET

Figures are stated in NOK

EQUITY AND LIABILITIES	Note	31-12-2014	31-12-2013
EQUITY			
Paid-in Capital			
Share capital	5	9 255 000	9 255 000
Share premium		916 245 000	916 245 000
Total Paid-in Capital		**925 500 000**	**925 500 000**
Retained Earnings			
Other equity		98 378 979	13 549 332
Total Retained Earnings		**98 378 979**	**13 549 332**
Total Shareholders' Equity		**1 023 878 979**	**939 049 332**
LIABILITIES			
Long-term Debt			
Other Long-term Debt	3,8	16 772 982	99 196 377
Total Long-term Debt		**16 772 982**	**99 196 377**
Current Liabilities			
Tax payable	4	225 677	146 253
Short-term debt to group companies	3,8	100 000	100 000
Total Current Liabilities		**325 677**	**246 253**
Total Liabilities		**17 098 659**	**99 442 630**
Total Equity and Liabilities		**1 040 977 639**	**1 038 491 962**

Notes 1 to 9 are an integral part of the Financial Statements.

Fredrikstad, 25 March 2015

Tom Vidar Rygh
Chairman of the Board

Michael Haaning
Board Member

Hartvig Johannson
Board Member

Christian W. Jansson
Board Member

Ronny Blomseth
Board Member

Martin Bjørklund
Board Member

Pål Wibe
Managing Director

STATEMENT OF CHANGES IN EQUITY

Figures are stated in NOK	Share Capital	Share Premium	Retained Earnings	Total
Equity 01.01.2013	**9 255 000**	**916 245 000**	**13 173 201**	**938 673 201**
Profit for the period	0	0	376 131	376 131
Other comprehensive income	0	0	0	0
Equity 31.12.2013	**9 255 000**	**916 245 000**	**13 549 332**	**939 049 332**
Equity 01.01.2014	**9 255 000**	**916 245 000**	**13 549 332**	**939 049 332**
Reversal of dividend payable 2013	0	0	84 220 500	84 220 500
Profit for the period	0	0	609 147	609 147
Other comprehensive income	0	0	0	0
Equity 31.12.2014	**9 255 000**	**916 245 000**	**98 378 979**	**1 023 878 979**

The dividend as of 31.12.2012 is reversed within equity in 2014.

Notes 1 to 9 are an integral part of the Financial Statements.

STATEMENT OF CASH FLOWS

Figures are stated in NOK	2014	2013
Cash flows from operating activities		
Profit before income tax	834 825	522 334
Income tax paid	(146 254)	-
Net cash from operating activities	688 571	522 334
Cash flows from investing activities		
Payments received from loans to group companies	-	500 000 000
Net cash used in investing activities	**-**	**500 000 000**
Cash flows from financing activities		
Change in group cash pool deposits	(686 067)	(97 841 632)
Repaid shareholder loans	-	(500 000 000)
Received group contribution	-	97 393 560
Net cash from financing activities	**(686 067)**	**(500 448 072)**
Net (decrease)/increase in cash and cash equivalents	**2 504**	**74 262**
Cash and cash equivalents at beginning of year (01.01)	**174 453**	**100 191**
Cash and cash equivalents at end of year (31.12)	**176 957**	**174 453**
This consists of:		
Cash and cash equivalents	176 957	174 453

Notes 1 to 9 are an integral part of the Financial Statements.

Accounting principles

EPH II AS is the parent company of the Europris Group, consisting of Europris Holding AS and subsidiaries.

The financial statements of EPH II AS have been prepared in accordance with simplified IFRS pursuant to Section 3-9 of the Norwegian Accounting Act and the Directive of Simplified IFRS specified by the Norwegian Ministry of Finance on 21 January 2008.

The Board of Directors approved the financial statements on 25 March, 2015.

1.1 Simplified IFRS

The company has applied the following simplifications to the IFRS recognition and measurement principles:

- IFRS 1 First-time adoption of IFRS no. 7 regarding use of continuity of historical acquisition cost of investments in subsidiaries.
- IAS 10 Events after the reporting period no 12 and 13 and IAS 18 Operating revenues no 30 are waived regarding recognition of dividends and group contribution from group companies. Dividends and Group contributions are recognised as income in the same year as the dividend or group contribution is recognised in the financial statements of the group company that pay the dividend or group contribution, in accordance with the Generally Accepted Accounting Principles in Norway.

1.2 Basis of preparation

The financial statements have been prepared in accordance with the historical cost convention. The company has adopted the going concern assumption when preparing its financial statements.

1.3 Revenue recognition

Group contributions and dividends received from subsidiaries are recognised as income if the amount is within net income of the subsidiary after the acquisition date. Group contributions and dividends that exceed net income of the subsidiary after the acquisition date is recognised as a reduction of carrying value of the subsidiary. When recognising income, the gross group contribution (before tax) is presented on a separate line in the income statement.

Group contributions to subsidiaries from the company increases the carrying value of the investment. Group contributions to subsidiaries are recognised net, after tax.

1.4 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Deferred tax/deferred tax asset is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. The company recognises previously deferred tax assets to the extent that it has become probable that the company can utilise the deferred tax asset. Similarly, the company will reduce deferred tax assets to the extent that the company no longer considers it probable that it can utilise the deferred tax asset.

Deferred tax liabilities and deferred tax assets are measured based on anticipated future tax rate relating to items where the temporary difference has arisen.

Deferred tax liabilities and deferred tax assets are recognised at nominal value and are classified as fixed assets (non-current liabilities) in the balance sheet.

Current tax and deferred tax are recognised directly in equity to the extent that the tax items relate to equity transactions or changes in accounting principles.

1.5 Cash and cash equivalents

Cash includes cash in hand and bank deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible into known amounts of cash with a maximum term of three months.

1.6 Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable (more likely than not) that an outflow of economic resources will be required from the company and amounts can be estimated reliably. If the effect is material, provisions are calculated by discounting the expected future cash flows at a pre-tax discount rate that reflects current market assessments of the time value of money and, if relevant, the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and an assessment of all possible outcomes and the accompanying probabilities.

1.7 Contingent liabilities and assets

A contingent liability is recorded in the books of accounts only if the contingency is probable and the amount of the liability can be estimated. In cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is disclosed. A contingent asset is not recognised in the financial statements, but disclosed if it is probable that the benefit will flow to the company.

1.8 Subsequent events

New information after the reporting date regarding the company's financial position at the reporting date is taken into consideration in the financial statements. Events after the reporting date that does not affect the company's financial position at the reporting date, but will affect the financial position of the company in the future, are disclosed if they are considered significant.

Note 1 Employees, pensions and remuneration to auditor

The company has no employees. As a result, it has no obligation to have a pension scheme according to the Norwegian Act relating to mandatory occupational pensions.

No salaries or other remunerations have been paid to the CEO or the company's Board of Directors. There are no obligations to pay the Board of Directors a settlement in the event of a termination of employment.

No loans or guarantees have been provided for any related parties except as disclosed in note 3. Remuneration to the auditor was NOK 20,000 excluding VAT for the statutory audit.

Note 2 Investments in subsidiaries

Investments in subsidiaries are stated at acquisition cost and accounted for using the cost method.

Subsidiary	Registered office	Ownership share	Equity 31.12.2014	Net income 2014	Carrying value
Europris Holding AS	Fredrikstad	100 %	1 432 521 698	580 959 057	925 500 000

Note 3 Non-current liabilities to parent company, loans to subsidiaries and interest

Liabilities and receivables to group companies is included with the following amounts:

	2014	2013
Liabilities		
Other current liabilities	100 000	100 000
Loans from shareholders 1)	16 772 982	14 975 877
Dividends 2)	0	84 220 500
Total liabilities	**16 872 982**	**99 296 377**

1) Loans from shareholders of NOK 16,772,982 are loans from the parent company, Crystal Turquoise BV.
2) Dividend liability from 2012 converted to equity in 2014 as described in note 6 due to requirements in the Group's bank loan agreements.

Receivables		
Deposits in the Group's cash pool agreement	98 527 700	97 841 632
Non-current loans to subsidiaries 3)	16 772 982	14 975 877
Total receivables	**115 300 682**	**112 817 509**

3) The shareholder loan from Crystal Turquoise BV has been used as a non-current loan to Europris Holding AS at an annual interest of 12 %. Europris Holding AS has not provided collateral or other securities for the loan. The loan matures later than 5 years.

	2014	2013
Interest expense		
Interest expense on loans from shareholders	1 797 105	17 698 077
Total interest expense to group companies	**1 797 105**	**17 698 077**
Interest income		
Interest income from loans to subsidiaries	1 797 105	17 698 077
Total interest income from group companies	**1 797 105**	**17 698 077**

Note 4 Income tax expense

	2014	2013
Basis for income tax expense and tax payable		
Profit before tax	834 825	522 334
Non-deductible expenses	1 016	0
Basis for the tax expense	835 841	522 334
Reconciliation of the income tax expense		
Tax payable (27% of the basis for tax payable in the income statement)	225 677	146 254
Tax adjustments prior year	0	(50)
Total tax payable	225 677	146 204
Income tax expense (27% of the basis for income tax expense)	**225 677**	**146 204**
Tax payable in the balance sheet		
Tax payable in the income tax expense	225 677	146 254
Tax payable in balance sheet	**225 677**	**146 254**

Note 5 Share capital

The share capital in the company is 9,255,000 comprising 92,550,000 shares, each with a face value of NOK 0.10.

The share capital in the company consists of the following classes of shares, where all shares have equal voting rights.	Total nominal value	Number of shares	Per share nominal value
Share class			
Ordinary shares	3 702 000	37 020 000	0,1
Preference shares	5 553 000	55 530 000	0,1
Total	**9 255 000**	**92 550 000**	**0,1**

Upon payment of dividends, the preference shares have first priority before ordinary shares. Paid-in preference capital totaling NOK 555,300,000 consists of NOK 5,553,000 of paid-in share capital and NOK 549,747,000 of paid-in share premium.

The company has 22 shareholders. The following shareholder has an ownership share of more than 1 %:	Antall	Eierandel	Stemmerett
Crystal Turquoise BV	90 149 544	97,4%	97,4%

The shareholdings of Crystal Turquoise B.V. comprises 34 693 961 ordinary shares and 55 455 583 preference shares.

Note 6 Transactions with related parties

Information regarding salaries of senior executives is disclosed in note 1. Information on intercompany receivables and liabilities is disclosed in note 3. There has not been any material transactions with related parties in 2014 other than the information included in the notes.

Note 7 Amount guaranteed

The company has guaranteed for up to NOK 225 000 000 as collateral for overdraft on the Group's cash pool agreement.

Note 8 Financial instruments

	2014	2013
Deposits and receivables		
Non-current receivables	16 772 982	14 975 877
Accounts receivables and other current receivables	98 527 700	97 841 632
Cash and cash equivalents	176 957	174 453
Financial liabilities measured at amortised cost		
Other non-current liabilities	(16 772 982)	(99 196 377)
Other liabilities	(100 000)	(100 000)
Net financial instruments	**98 604 657**	**13 695 585**

Note 9 Subsequent events

There were no subsequent events after the balance sheet date and before the date of the approval of the financial statements which provide new information about conditions that existed at the balance sheet date (that are not currently reflected in the financial statements), or significant events after the balance sheet date that require further disclosures.

AUDITOR'S REPORT

To the Annual Shareholders' Meeting of EPH II AS

Independent auditor's report

Report on the Financial Statements

We have audited the accompanying financial statements of EPH II AS, which comprise the financial statements of the parent company and the financial statements of the group. The financial statements of the parent company comprise the balance sheet as at 31 December 2014, income statement, changes in equity and cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information. The financial statements of the group comprise the balance sheets as at 31 December 2012, 2013 and 2014, income statements, changes in equity, and cash flows for each of the three years then ended, and a summary of significant accounting policies and other explanatory information.

The Board of Directors and the Managing Director's Responsibility for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation and fair presentation of the financial statements of the parent company in accordance with simplified application of international accounting standards according to § 3-9 of the Norwegian Accounting Act and for the preparation and fair presentation of the financial statements of the group in accordance with International Financial Reporting Standards as adopted by EU and for such internal control as the Board of Directors and the Managing Director determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion on the financial statements of the parent company

In our opinion, the financial statements of the parent company are prepared in accordance with the law and regulations and present fairly, in all material respects, the financial position of EPH II AS as at 31 December 2014, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to § 3-9 of the Norwegian Accounting Act.

Opinion on the financial statements of the group

In our opinion, the financial statements of the group are prepared in accordance with the law and regulations and present fairly, in all material respects, the financial position of the group EPH II AS as at 31 December 2012, 2013 and 2014, and its financial performance and its cash flows for each of the three years then ended in accordance with International Financial Reporting Standards as adopted by EU.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors report concerning the financial statements, the going concern assumption and the proposal for the allocation of the profit is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements ISAE 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information", it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Sarpsborg, 25 March 2015
PricewaterhouseCoopers AS

Dag Olav Haugen
State Authorised Public Accountant (Norway)

Design and production: OktanOslo.no

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APPENDIX C:

INTERIM FINANCIAL STATEMENTS AS OF AND FOR THE THREE MONTHS ENDED 31 MARCH 2015 AND 2014

Europris

Europris Group Q1 2015

Interim report

Introduction to Europris

Europris is Norway's largest discount variety retailer by sales. The Group offers its customers a broad assortment of quality private label and brand name merchandise across 12 product categories: Home & Kitchen, Groceries, House & Garden, Travel, Leisure & Sport, Electronics, Personal Care, Clothes & Shoes, Handyman, Hobby & Office, Candy & Chocolate, Laundry & Cleaning and Pets. The Group delivers a unique value proposition for shoppers by offering a broad assortment of quality merchandise at low prices in destination stores across Norway.

The Group's merchandise is sold through the Chain, which consists of a network of 223 stores throughout Norway, 158 of which are directly operated stores and 65 of which operate as franchise stores. The stores are designed to facilitate a consistent, easy and efficient shopping experience with a defined layout and "store-in-store" concept. The Group centrally manages the Chain's assortment of merchandise, which results in a consistent range of merchandise from each product category in both directly operated and franchise stores.

Europris employs a low cost operating model with a focus on efficiency across the entire value chain from factory to customer. Europris aims to maintain a low cost base through optimised and efficient sourcing, logistics and distribution processes. The Group's experienced procurement team purchases large volumes of goods that are principally sourced directly from suppliers in low cost countries in Europe and Asia. Europris' high quality sourcing operations are central to the Group's value proposition.

Definitions

- **Directly operated store** means a store owned and operated by the Group.
- **Franchise store** means a store operated by a franchisee under a franchise agreement with the Group.
- **Chain** means the sum of directly operated stores and franchise stores.
- **Like for like** are stores that have been open all months of the current calendar year and all months of the previous calendar year.
- **Net sales** includes sales in directly operated stores and sales from wholesale to franchise stores.
- **Other income** includes franchise fees and other.
- **Group revenue** includes Net sales and Other Income.
- **Gross profit** represents Group revenue less cost of goods sold.
- **EBITDA** represents operating profit excluding depreciation expense (earnings before interest tax depreciation and amortisation).
- **EBITDA adjusted** is EBITDA adjusted for non-recurring expenses. In Q1 2015 this is non-recurring use of consultants.
- **Working capital** is the sum of inventories, trade receivables, and other receivables less the sum of accounts payable and other current liabilities.
- **Capital expenditure** is the sum of purchases of fixed assets and intangible assets.
- **Net interest bearing debt** is the sum of term loans and financial leases less bank deposits and cash.

FIRST QUARTER IN BRIEF

(Figures in brackets = same quarter previous year)

- Total group revenue of NOK 985 million (NOK 854 million), up 15.4%
- Like for like sales growth for the Chain of 11.7%
- Early Easter had positive impact on sales figures
- Three new store openings
- EBITDA adjusted of NOK 67 million (NOK 33 million), up 102%
- Positive accounting effects of NOK 10 million following a reduced number of franchise store takeovers compared to same period last year.

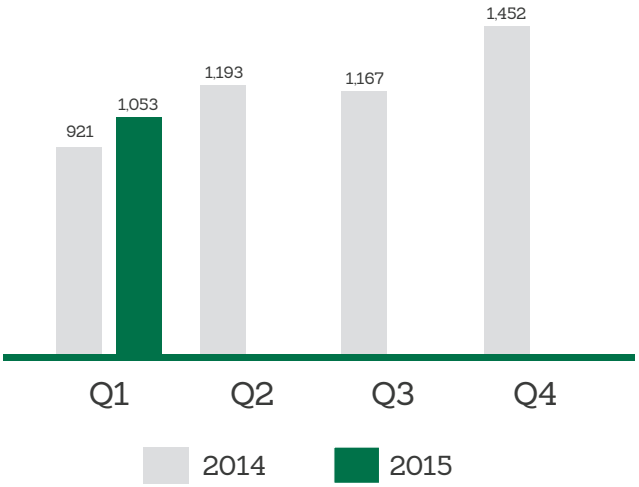
Contents

KEY FIGURES

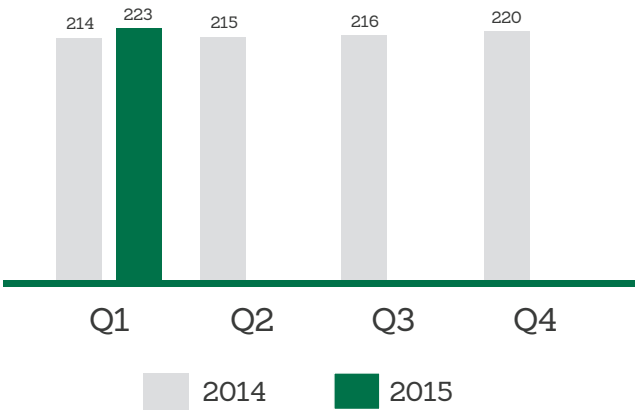
(Amounts in NOK million)	Q1 2015	Q1 2014	Full Year 2014
CHAIN			
Total retail sales	1,053.0	921.4	4,732.9
Growth (%)	14.3%	3.8%	9.3%
Like for like sales growth (%)	11.7%	0.9%	7.0%
Number of stores at end of period	223	214	220
GROUP			
Sales directly operated stores	726.6	613.7	3,168.5
Sales from wholesale to franchise stores	237.2	216.6	984.3
Franchise fees	21.2	19.7	100.9
Other	0.4	3.9	5.2
Group revenue	**985.4**	**853.8**	**4,258.8**
Growth (%)	15.4%	5.5%	13.3%
COGS	559.4	511.3	2,423.7
Gross profit	**426.1**	**342.6**	**1,835.1**
Gross margin (%)	43.2%	40.1%	43.1%
Operating expenses	365.4	309.2	1,294.7
EBITDA	**60.7**	**33.4**	**540.4**
EBITDA margin (%)	6.2%	3.9%	12.7%
Non-recurring items	6.7	-	10.5
EBITDA adjusted	**67.3**	**33.4**	**550.9**
EBITDA adjusted margin (%)	6.8%	3.9%	12.9%
Profit before tax	8,182	-42,694	206,491
Profit for the period	5,973	-31,167	149,291
Earnings per share (EPS)	0.16	-0.84	4.03

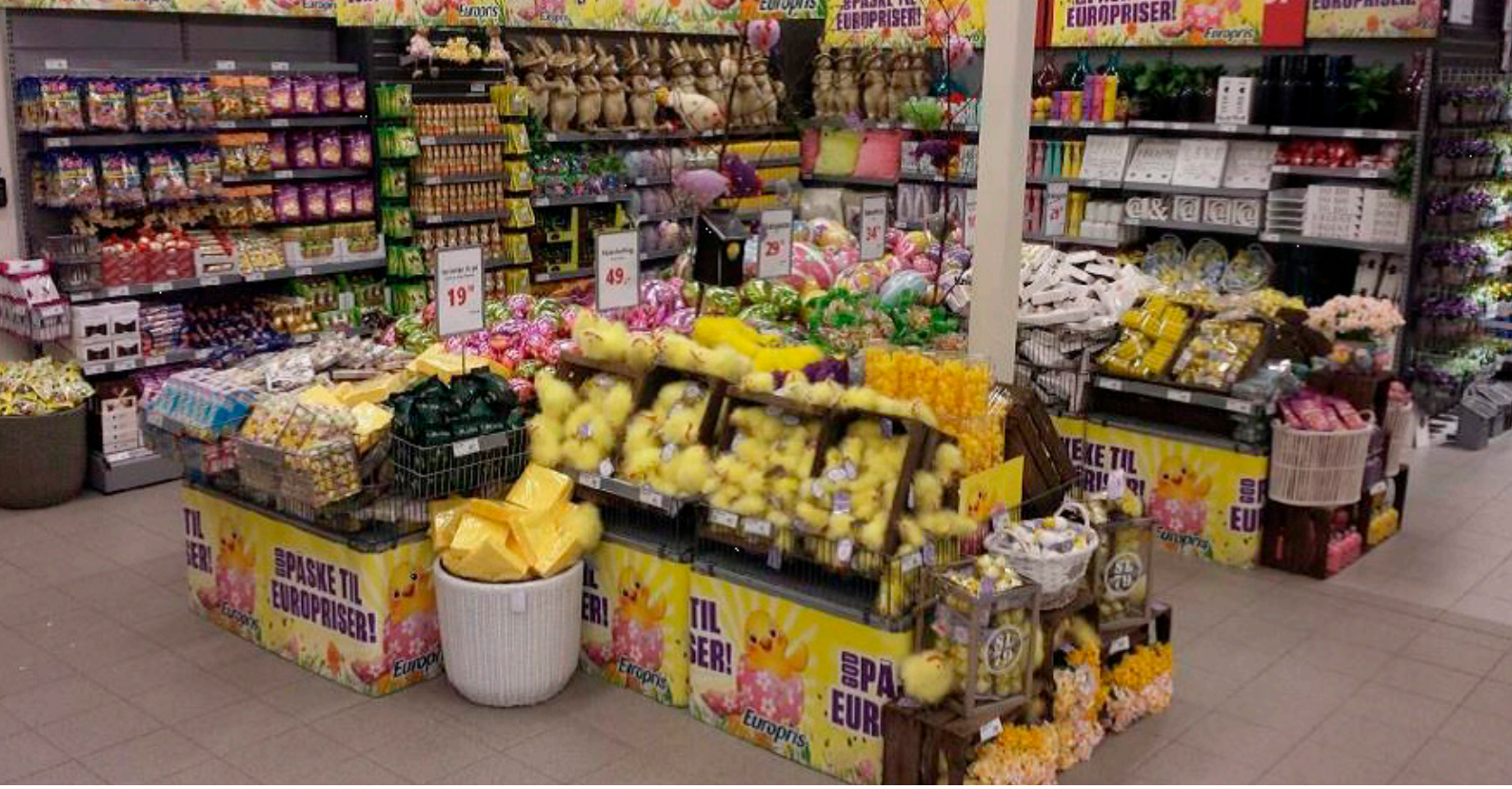
CHAIN

Retail sales, NOK million



Number of stores





Strong growth in a positive market

The Europris chain grew by 14.3% in the first quarter 2015. In the same period the market growth for shopping centres in Norway was 7.5%, according to Kvarud Analyse. Europris' growth was mainly driven by like for like stores which grew by 11.7%. Like for like growth in the shopping centres was 3.5%.

2015 has started well at Europris. Our main focus has been to put efforts into the growth enhancing strategic and operational initiatives. We have also taken action to adjust to the new exchange rate levels, as well as improving inventory turnover. The key initiatives and milestones this quarter have been:

Continuing our focus on improved seasonal implementation (i.e. the Easter season) and preparing an improved spring launch in all 223 stores immediately after Easter. We believe there is still an untapped potential in improving our seasonal offering and operations. At the same time, we have seen a good improvement on our seasonal assortment, planning and cross-functional implementation during the last six months. Continuous adjustments to retail prices to reflect adverse movements in foreign exchange rates, as well as increases seen in general market prices for our products.

Testing and preparing for launch of the Automatic Store Replenishment Project together with Relex, the system supplier. The project is expected to be launched in Q3 for the Basic Assortment, and is on time and on budget. The aim of the project is primarily to increase inventory turnover, and to a lesser extent to save personnel time in the stores.

Conducting a long-term strategic review in order to develop a long-term plan for Europris stretching through to 2020.

Financial review

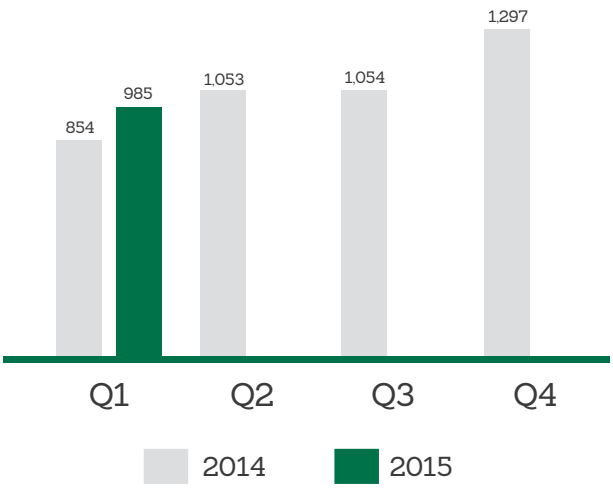
The Q1 report has been subject to a limited review by the Group's auditor PricewaterhouseCoopers AS.
(Figures in brackets = same quarter previous year, unless otherwise specified.)

Profit and loss

Total revenue for the group in the first quarter of 2015 came in at NOK 985 million (NOK 854 million), which represents a growth of 15.4% compared to the first quarter of 2014. End customer sales figures were positively impacted by an early Easter this year. Last year sales were influenced by low traffic in February due to the winter Olympics. We will have a more comparable view at the end of April, following the positive impact from an early Easter, leaving us with a like for like growth in line with our full year expectations of mid single digit.

In January, we opened a new store in Stokmarknes, and in March we opened new stores in Ottestad and Drammen. The Drammen store is located within the new shopping centre at Strømsø. All new stores are directly operated stores. With three new store openings in the first quarter, we are on track to reach our target of a net new store increase of 10 in 2015.

Group revenue, NOK million

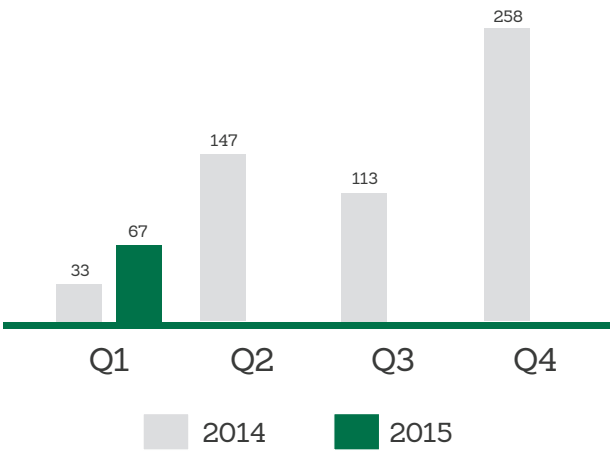


Gross margin for the group was 43.2% (40.1%) for the quarter. The margin improvement was partly driven by a reduction in the number of franchise stores taken over this year compared to last year. This resulted in a reduction in eliminated internal profit of NOK 10 million compared to the first quarter last year. The Group operates under a currency hedging strategy whereby purchases in foreign currencies are hedged using forward contracts. Realised profit on forward contracts is included in COGS. The hedging strategy allows sufficient time to make necessary operational adjustments to the business in the face of fluctuations in foreign currency rates.

Operating expenses, including non-recurring items, in the first quarter increased to NOK 365 million (NOK 309 million). This represents an increase of 18.1% vs. the same period last year. Non-recurring items amounted to NOK 6.7 million (NOK 0 million) and represent non-recurring use of consultants. Excluding non-recurring items, the increase from the same period last year was 16.0%. The increase was mainly driven by higher sales and additional operating expenses following takeover of franchise stores.

EBITDA adjusted was NOK 67 million (NOK 33 million), an increase of 102% vs. the same period last year. The EBITDA adjusted margin was 6.8% (3.9%). The increase in EBITDA adjusted is mainly driven by higher revenue, and the NOK 10 million reduction in elimination of internal profit related to the reduced number of franchise store takeovers. Historically, the first quarter has been the quarter with the lowest EBITDA margin due to some seasonality in revenue.

EBITDA adjusted, NOK million



Net financial expenses amounted to NOK 35 million (NOK 45 million). The reduction was driven by both reduction in interest rates and a reduction in long-term debt. In addition, the fair value adjustment of currency forward contracts was positive compared to the same period last year.

Net profit for the period was NOK 6 million (NOK -43 million) and the improvement from last year was mainly due to increased revenue, in particular driven by stronger like for like sales growth in the Chain.

Cash-flow

Net cash flow from operating activities was NOK -192 million (NOK -186 million). The decrease is mainly due to an increase in income tax paid, and an increase in net working capital which offset the increase in operating profit. The increase in working capital is caused by higher inventory levels due to an earlier launch of spring/summer seasonal products this year, and opening of new stores. Goods purchased in foreign currencies are also subject to an increase due to currency fluctuations.

Capital expenditure was NOK 36 million (NOK 13 million). Two additional directly operated stores were opened during the quarter compared to the same quarter last year, and the modernisation program for directly operated stores is progressing as planned. By the end of 2015 approximately 80% of all directly operated stores will be upgraded.

Financial position

Net interest bearing debt as of 31 March 2015 was NOK 1,618 million (NOK 1,796 million). The Group has access to liquidity reserves through a revolving credit facility ("RCF") of NOK 450 million and a capital expenditure facility of NOK 150 million. Only NOK 70 million was drawn (non-cash effect) under the RCF at the end of the quarter, all of which related to guarantees and letters of credit. The Group is in compliance with all financial covenants.

Fredrikstad, 4 May 2015
Board of Directors, EPH II AS

EPH II AS THE GROUP Q1 2015

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE THREE MONTHS ENDED 31 MARCH

Figures are stated in NOK 1,000

	Note	Q1 2015	Q1 2014	Full year 2014
		Unaudited	Unaudited	Audited
Net sales		963,785	830,254	4,152,951
Other Income		21,645	23,579	105,886
Total operating income (Group revenue)		**985,429**	**853,833**	**4,258,837**
Cost of goods sold (COGS)		559,352	511,283	2,423,728
Employee benefits expense		174,424	143,362	616,314
Depreciation	6	17,243	30,666	126,207
Impairment		-	-	78,344
Other operating expenses		190,997	165,829	678,372
Operating profit		**43,413**	**2,694**	**335,872**
Interest income		2,004	1,401	7,744
Other financial income		1	1	36,361
Total financial income		**2,004**	**1,402**	**44,105**
Interest expense	8	31,710	34,870	142,332
Other financial expense		5,525	11,920	31,154
Total financial expense		**37,235**	**46,790**	**173,486**
Net financial income (expense)		**-35,231**	**-45,388**	**-129,381**
Profit before tax		**8,182**	**-42,694**	**206,491**
Income tax expense		2,209	-11,527	57,200
Profit for the period		**5,973**	**-31,167**	**149,291**
Attributable to the equity holders of the parent		5,973	-31,167	149,291
Interim condensed consolidated statement of comprehensive income				
Profit for the period		5,973	-31,167	149,291
Other comprehensive income		-	-	-
Total comprehensive income		**5,973**	**-31,167**	**149,291**
Attributable to the equity holders of the parent		5,973	-31,167	149,291
Earnings per share (EPS):				
Basic and diluted, profit for the period attributable to ordinary equity holders of the parent		0.16	-0.84	4.03

The accompanying notes are an integral part of the Interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE THREE MONTHS ENDED 31 MARCH

Figures are stated in NOK 1,000

ASSETS	Note	31 March 2015 Unaudited	31 March 2014 Unaudited	31 December 2014 Audited
Non-current assets				
Intangible assets				
Software	6	28,284	35,144	32,393
Trademark	6	387,573	387,573	387,573
Contractual rights	6	-	125,350	-
Goodwill	5, 6	1,581,307	1,579,436	1,579,928
Total intangible assets		**1,997,164**	**2,127,502**	**1,999,894**
Fixed assets				
Fixtures and fittings	6	210,350	150,661	185,784
Total fixed assets		**210,350**	**150,661**	**185,784**
Financial assets				
Other investments		370	370	370
Other receivables	7	15,135	19,949	16,263
Total financial assets		**15,505**	**20,319**	**16,633**
Total non-current assets		**2,223,018**	**2,298,482**	**2,202,311**
CURRENT ASSETS				
Inventories		1,239,794	883,669	984,336
Trade receivables		224,261	212,538	229,550
Other receivables	7	99,365	53,666	106,682
Cash and cash equivalents		15,959	67,417	245,016
Total current assets		**1,579,379**	**1,217,289**	**1,565,585**
Total assets		**3,802,397**	**3,515,772**	**3,767,896**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE THREE MONTHS ENDED 31 MARCH

Figures are stated in NOK 1,000

EQUITY AND LIABILITIES	31 March 2015 Unaudited	31 March 2014 Unaudited	31 December 2014 Audited
Equity			
Share capital	9,255	9,255	9,255
Share premium	916,245	916,245	916,245
Total paid-in capital	**925,500**	**925,500**	**925,500**
Other equity	285,074	14,424	279,102
Total retained equity	**285,074**	**14,424**	**279,102**
Total shareholders' equity	**1,210,574**	**939,924**	**1,204,602**
Liabilities			
Long-term liabilities			
Provisions			
Pension liability	34	309	55
Deferred tax liability	72,152	97,559	72,762
Total provisions	**72,186**	**97,868**	**72,817**
Other long-term liabilities			
Long-term debt to financial institutions	1,478,915	1,695,759	1,481,445
Other long-term liabilities	38,251	33,046	41,873
Total other long-term liabilities	**1,517,165**	**1,728,805**	**1,523,318**
Total long-term liabilities	**1,589,351**	**1,826,673**	**1,596,135**
Short-term liabilities			
Short-term borrowings	110,500	119,000	110,500
Accounts payable	586,759	285,266	481,507
Tax payable	78,435	47,649	99,525
Public duties payable	23,570	45,910	112,670
Dividends	-	84,221	-
Short-term debt to parent entity	100	100	100
Other short-term liabilities	203,108	167,030	162,857
Total short-term liabilities	**1,002,471**	**749,175**	**967,159**
Total liabilities	**2,591,822**	**2,575,848**	**2,563,294**
Total equity and liabilities	**3,802,397**	**3,515,772**	**3,767,896**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements.

Fredrikstad, 4 May 2015

Board of Directors, EPH II AS

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED 31 MARCH

Figures are stated in NOK 1,000	Attributed to equity holders of the parent			
	Share Capital	Share Premium	Retained Earnings	Total Equity
As at 1 January 2015	**9,255**	**916,245**	**279,102**	**1,204,602**
Profit for the period	-	-	5,973	5,973
Other comprehensive income	-	-	-	-
At 31 March 2015	**9,255**	**916,245**	**285,075**	**1,210,575**
(unaudited)				
As at 1 January 2014	**9,255**	**916,245**	**45,590**	**971,090**
Profit for the period	-	-	-31,167	-31,167
Other comprehensive income	-	-	-	-
At 31 March 2014	**9,255**	**916,245**	**14,423**	**939,923**
(unaudited)				

The accompanying notes are an integral part of the Interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE THREE MONTHS ENDED 31 MARCH

Figures are stated in NOK 1,000

	Note	Q1 2015 Unaudited	Q1 2014 Unaudited	Full year 2014 Audited
Cash flows from operating activities				
Profit before income tax		8,182	-42,694	206,491
Adjusted for:				
Depreciation of fixed assets	6	4,910	14,997	47,101
Amortisation of intangible assets	6	12,333	15,669	79,106
Write-down of intangible assets		-	-	78,344
Gain on sale of fixed assets		-	-5	-5
Changes in pension liabilities		-21	-	-254
Unrealized (gain) and loss on derivatives		4,059	-7,952	-30,374
Net interest expense exclusive change in fair value derivatives		25,647	41,420	160,861
Changes in net working capital				
(exclusive effect of acquisitions and inclusive translation differences):				
Inventory		-247,666	-10,539	-104,990
Accounts receivable and other short-term receivables		5,377	-11,441	-28,436
Accounts payable and other short-term liabilities		49,846	-143,545	74,386
Cash generated from operations		**-137,334**	**-144,089**	**482,230**
Interest paid		-31,710	-34,870	-138,232
Income tax paid		-23,091	-6,676	-48,126
Net cash flows from operating activities		**-192,135**	**-185,636**	**295,872**
Cash flows from investing activities				
Proceeds from sale of fixed assets		-	308	308
Purchases of fixed assets	6	-28,230	-10,064	-84,470
Purchases of intangible assets	6	-8,224	-3,201	-9,624
Net purchase of shares in subsidiaries	5	57	-25,396	-27,904
Interest received		2,004	1,401	7,744
Net cash flows used in investing activities		**-34,393**	**-36,951**	**-113,946**
Cash flows from financing activities				
Repayment of debt to financial institutions		-2,530	-2,656	-229,570
Net cash flows (used in)/from financing activities		**-2,530**	**-2,656**	**-229,570**
Net (decrease)/increase in cash and cash equivalents		-229,057	-225,243	-47,643
Cash and cash equivalents at 1 January		245,016	292,659	292,659
Cash and cash equivalents at end of period		**15,959**	**67,417**	**245,016**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements.

Note 1 Corporate information

The interim condensed consolidated financial statements of EPH II AS and its subsidiaries (collectively, the Group) for the three months ended 31 March 2015 were authorised for issue by the board of directors on 4 May 2015.

EPH II AS (the Company) is a limited company, incorporated and domiciled in Norway. The Group is a mixed discount retailer with stores across Norway.

These condensed interim financial statements have not been audited.

Note 2 Basis of preparation and changes to the Group's accounting policies

Basis of preparation
The interim condensed consolidated financial statements for the three months ended 31 March 2015 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2014.

New standards, interpretations and amendments adopted by the Group
The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014. New standards and interpretations effective as of 1 January 2015 do not impact the annual consolidated financial statements of the Group or the interim condensed consolidated financial statements of the Group.

The Group has not early adopted standards, interpretations or amendments that have been issued but is not yet effective.

Note 3 Critical accounting estimates and judgements

The preparation of interim condenced financial statements requires management to make accounting judgments and estimates that impact how accounting policies are applied and the reported amounts for assets, liabilities, income and expenses. Actual results may differ from these estimates. The critical accounting estimates and judgments are consistent with those in the consolidated financial statements for 2014.

Note 4 Segment information

The Group manangement is the Group's chief operating decision maker. The reporting to the Group management, who is responsible for evaluating profitability and achivements, is on a consolidated basis which is the basis for the Group management's assessment of profitability at a strategic level. The Group as a whole is therefore defined and identified as one segment.

Note 5 Business combinations

Figures are stated in NOK 1,000

The Group has acquired two prior franchisees: Surnadaløra Lavpris AS and Brennåsen Lavpris AS for NOK 0 and NOK 0, respectively. According to the preliminary purchase price allocation, goodwill amounts to NOK 1,379.

Surnadaløra Lavpris AS generated revenues of NOK 16,304 and operating profit of NOK -1,791 in 2014.
Brennåsen Lavpris AS generated revenues of NOK 20,121 and operating profit of NOK -894 in 2014.

Note 6 Fixed and intangible assets

Figures are stated in NOK 1,000	Fixtures and fittings	Software	Trademarks	Contractual rights	Goodwill	Total
Carrying amount 1 January 2015	**185,784**	**32,393**	**387,573**	**-**	**1,579,928**	**2,185,678**
Acquisition of subsidiaries	1,246	-	-	-	1,379	2,625
Additions	28,230	8,224	-	-	-	36,454
Disposals	-	-	-	-	-	-
Depreciation	-4,910	-12,333	-	-	-	-17,243
Impairment	-	-	-	-	-	-
Carrying amount 31 March 2015	**210,350**	**28,284**	**387,573**	**-**	**1,581,307**	**2,207,514**
(unaudited)						
Carrying amount 1 January 2014	**147,381**	**39,200**	**387,573**	**141,019**	**1,557,392**	**2,272,565**
Acquisition of subsidiaries	1,259	-	-	-	22,043	23,302
Additions	10,064	3,201	-	-	-	13,265
Disposals	-303	-	-	-	-	-303
Depreciation	-7,740	-7,257	-	-15,669	-	-30,666
Impairment	-	-	-	-	-	-
Carrying amount 31 March 2014	**150,661**	**35,144**	**387,573**	**125,350**	**1,579,435**	**2,278,163**
(unaudited)						

Note 7 Financial instruments - Fair values

Set out below is a comparison of the carrying amounts and fair values of financial assets and liabilities as at 31 March 2015 and 31 December 2014:

Figures are stated in NOK 1,000	31 March 2015 Unaudited		31 December 2014 Audited	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Loans and receivables				
Long-term receivables	15,135	15,135	16,263	16,263
Total	**15,135**	**15,135**	**16,263**	**16,263**
Financial liabilities				
Other financial liabilities				
Long-term debt	1,478,915	1,478,915	1,481,445	1,481,445
Other long-term debt	17,276	17,276	16,773	16,773
Short-term debt (first year installment)	110,500	110,500	110,500	110,500
Total	**1,606,691**	**1,606,691**	**1,608,718**	**1,608,718**
Financial instruments measured at fair value through profit and loss				
Derivatives - asset				
Interest rate swaps	-	-	-	-
Foreign exchange forward contracts	31,545	31,545	39,728	39,728
Total	**31,545**	**31,545**	**39,728**	**39,728**
Derivatives - liabilities				
Interest rate swaps	20,974	20,974	25,100	25,100
Foreign exchange forward contracts	-	-	-	-
Total	**20,974**	**20,974**	**25,100**	**25,100**

Fair value hierarchy
All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole, as follows:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

All of the Group's financial instruments that are measured at fair value are classified as level 2.

Specific valuation methods that are being used to value financial instruments include:
- Fair value of interest rate swaps is measured as the net present value of estimated future cash flows based on observable yield curves.
- Fair value of foreign exchange forward contracts is measured by net present valuing the difference between contractual forward rate and forward rate of the currency at balance sheet date, multiplied by the contractual volume in foreign currency.

Note 8 Related party transactions

The Group is controlled by Crystal Turquoise BV, which owns 97.4% of the shares.

The following table provides the total amount of transactions that have been entered into with related parties during the three months ended 31 March 2015 and 2014 (unaudited), as well as balances with related parties as at 31 March 2015 (unaudited) and 31 December 2014 (audited):

Figures are stated in NOK 1,000

Loan from related party		Interest paid	Amount owed to related party
Crystal Turquoise BV	**2015**	**503**	**17,276**
	2014	**1,797**	**16,773**

The loan from Crystal Turquoise BV carries interest of 12% per annum.

There has not been any significant transactions with related parties than as mentioned above.

Note 9 Events after the reporting period

There have not been any significant events after the reporting period.

To the Board of Directors of EPH II AS

Report on Review of Interim Financial Information

Introduction

We have reviewed the accompanying consolidated condensed balance sheet of EPH II AS as of 31 March 2015 and the related consolidated condensed statements of income, changes in equity and cash flows for the three-month period then ended. Management is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with International Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with standards on auditing adopted by Den Norske Revisorforening, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34 "Interim Financial Reporting".

Sarpsborg, 5 May 2015
PricewaterhouseCoopers AS

Dag Olav Haugen

Dag Olav Haugen
State Authorised Public Accountant

Disclaimer

This report includes forward-looking statements which are based on our current expectations and projections about future events. All statements other than statements of historical facts included in this report, including statements regarding our future financial position, risks and uncertainties related to our business, strategy, capital expenditures, projected costs and our plans and objectives for future operations, including our plans for future costs savings and synergies may be deemed to be forward-looking statements. Words such as "believe," "expect," "anticipate," "may," "assume," "plan," "intend," "will," "should," "estimate," "risk" and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. In addition any forward-looking statements are made only as of the date of this notice, and we do not intend and do not assume any obligation to update any statements set forth in this notice.

Europris

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P.O Box 1421, 1602 Fredrikstad
switchboard: +47 971 39 000, fax: +47 69 31 99 00
www.europris.no

APPENDIX D:

APPLICATION FORM FOR THE RETAIL OFFERING

APPLICATION FORM FOR THE RETAIL OFFERING

General information: The terms and conditions for the Retail Offering are set out in the prospectus dated 5 June 2015 (the "**Prospectus**"), which has been issued by Europris ASA (the "**Company**") in connection with the sale of new shares to be issued by the Company and the secondary sale of existing shares in the Company by the Company's major shareholder NC Europris Holding B.V. ("**NC Europris Holding**") as well as certain other shareholders as listed in Section 13 "The Selling Shareholders" of the Prospectus (collectively, the "**Other Selling Shareholders**" and together with NC Europris Holding the "**Selling Shareholders**"), and the listing of the Company's Shares on the Oslo Stock Exchange. All capitalised terms not defined herein shall have the meaning as assigned to them in the Prospectus.

Application procedure: Norwegian applicants in the Retail Offering who are residents of Norway with a Norwegian personal identification number may apply for Offer Shares by using the following websites: www.europris.no, www.abgsc.no and www.seb.no. Applications in the Retail Offering can also be made by using this Retail Application Form attached to the Prospectus as Appendix D (Application Form for the Retail Offering). Retail Application Forms must be correctly completed and submitted by the applicable deadline to one of the following application offices:

ABG Sundal Collier Norge ASA Munkedamsveien 45 D P.O. Box 1444 Vika N-0115 Oslo Norway Tel: +47 22 01 60 00 Fax: +47 22 01 60 62 E-mail: subscription@abgsc.no www.abgsc.no	**Skandinaviska Enskilda Banken AB (publ.) Oslo Branch** Filipstad Brygge 1 P.O. Box 1843 Vika N-0113 Oslo Norway Tel: +47 22 82 70 00 Fax: +47 21 00 89 62 E-mail: subscription@seb.no www.seb.no

The applicant is responsible for the correctness of the information filled in on this Retail Application Form. Retail Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after expiry of the Application Period, and any application that may be unlawful, may be disregarded without further notice to the applicant. **Subject to any shortening or extension of the Application Period, applications made through the VPS online application system must be duly registered by 12:00 hours (CET) on 18 June 2015, while applications made on Retail Application Forms must be received by one of the application offices by the same time**. None of the Company, the Selling Shareholders or any of the Managers may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by any of the application offices. All applications made in the Retail Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any shortening or extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the application office, or in the case of applications through the VPS online application system, upon registration of the application.

Price of Offer Shares: The indicative price range (the "**Indicative Price Range**") for the Offering is from NOK 43 to NOK 53 per Offer Share. NC Europris Holding and the Company, in consultation with the Managers, will determine the final Offer Price on the basis of applications received and not withdrawn in the Institutional Offering during the Bookbuilding Period and the number of applications received in the Retail Offering and the Employee Offering. The Offer Price will be determined on or about 18 June 2015. The Offer Price may be set within, below or above the Indicative Price Range. Each applicant in the Retail Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on the Retail Application Form that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the Indicative Price Range. If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Retail Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range.

Allocation, payment and delivery of Offer Shares: ABG Sundal Collier Norge ASA, acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or about 19 June 2015, by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact one of the application offices from on or about 19 June 2015 during business hours. Applicants who have access to investor services through an institution that operates the applicant's VPS account should be able to see the number of Offer Shares they have been allocated from on or about 19 June 2015. In registering an application through the VPS online application system or by completing and submitting a Retail Application Form, each applicant in the Retail Offering will authorise ABG Sundal Collier Norge ASA (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. Accounts will be debited on or about 22 June 2015 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 19 June 2015. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date. Further details and instructions will be set out in the allocation notes to the applicant to be issued on or about 19 June 2015, or can be obtained by contacting ABG Sundal Collier Norge ASA at +47 22 01 60 00 or Skandinaviska Enskilda Banken AB (publ.), Oslo Branch at +47 22 82 70 00. ABG Sundal Collier Norge ASA (on behalf of the Managers) is only authorised to debit each account once, but reserves the right (but has no obligation) to make up to three debit attempts through 26 June 2015 if there are insufficient funds on the account on the Payment Date. Should any applicant have insufficient funds on its account, or should payment be delayed for any reason, or if it is not possible to debit the account, overdue interest will accrue and other terms will apply as set out under the heading "Overdue and missing payment" below. Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Retail Offering is expected to take place on or about 23 June 2015 (or such later date upon the successful debit of the relevant account).

Guidelines for the applicant: Please refer to the second page of this Retail Application Form for further application guidelines.

Applicant's VPS-account (12 digits):	**I/we apply for Offer Shares for a total of NOK (minimum NOK 10,500 and maximum NOK 1,999,999)**	**Applicant's bank account to be debited (11 digits):**
OFFER PRICE: My/our application is conditional upon the final Offer Price not being set above the highest price of the Indicative Price Range (insert cross) **(must only be completed if the application is conditional upon the final Offer Price not being set above the highest price of the Indicative Price Range):**		
I/we hereby irrevocably (i) apply for the number of Offer Shares allocated to me/us, at the Offer Price, up to the aggregate application amount as specified above subject to the terms and conditions set out in this Retail Application Form and in the Prospectus, (ii) authorise and instruct each of the Managers (or someone appointed by any of them) acting jointly or severally to take all actions required to purchase the Offer Shares allocated to me/us on my/our behalf, to take all other actions deemed required by them to give effect to the transactions contemplated by this Retail Application Form, and to ensure delivery of such Offer Shares to me/us in the VPS, on my/our behalf, (iii) authorise ABG Sundal Collier Norge ASA to debit my/our bank account as set out in this Retail Application Form for the amount payable for the Offer Shares allocated to me/us, and (iv) confirm and warrant to have read the Prospectus and that I/we are eligible to apply for and purchase Offer Shares under the terms set forth therein.		
Date and place*:	**Binding signature****:	

* Must be dated during the Application Period.
** The applicant must be of legal age. If the Retail Application Form is signed by a proxy, documentary evidence of authority to sign must be attached in the form of a Power of Attorney or Company Registration Certificate.

DETAILS OF THE APPLICANT — ALL FIELDS MUST BE COMPLETED	
First name	Surname/Family name/Company name
Home address (for companies: registered business address)	Zip code and town
Identity number (11 digits) / business registration number (9 digits)	Nationality
Telephone number (daytime)	E-mail address

GUIDELINES FOR THE APPLICANT

THIS RETAIL APPLICATION FORM IS NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE "SELLING RESTRICTIONS" BELOW.

Regulatory issues: Legislation passed throughout the European Economic Area (the "**EEA**") pursuant to the Markets and Financial Instruments Directive ("**MiFID**") implemented in the Norwegian Securities Trading Act, imposes requirements in relation to business investment. In this respect the Managers must categorise all new clients in one of three categories: Eligible counterparties, Professional and Non-professional clients. All applicants applying for Offer Shares in the Offering who/which are not existing clients of one of the Managers will be categorised as Non-professional clients. The applicant can by written request to the Managers ask to be categorised as a Professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act. For further information about the categorisation the applicant may contact the Managers. The applicant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision to invest in the Company by applying for Offer Shares, and the applicant is able to bear the economic risk, and to withstand a complete loss of an investment in the Company.

Execution only: As the Managers are not in the position to determine whether the application for Offer Shares is suitable for the applicant, the Managers will treat the application as an execution only instruction from the applicant to apply for Offer Shares in the Offering. Hence, the applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information barriers: The Managers are securities firms, offering a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from their corporate finance departments by information barriers known as "Chinese walls". The applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the applicant's interests with regard to transactions in the Offer Shares as a consequence of such Chinese walls.

VPS account and anti-money laundering procedures: The Retail Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 6 March 2009 no. 11 and the Norwegian Money Laundering Regulation of 13 March 2009 no. 302 (collectively, the "**Anti-Money Laundering Legislation"**). Applicants who are not registered as existing customers of one of the Managers must verify their identity to one of the Managers in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Retail Application Form are exempted, unless verification of identity is requested by a Manager. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period will not be allocated Offer Shares. Participation in the Retail Offering is conditional upon the applicant holding a VPS account. The VPS account number must be stated in the Retail Application Form. VPS accounts can be established with authorised VPS registrars, who can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. Establishment of a VPS account requires verification of identity to the VPS registrar in accordance with the Anti-Money Laundering Legislation. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian FSA.

Selling restrictions: The Offering is subject to specific legal or regulatory restrictions in certain jurisdictions, see Section 19 "Selling and Transfer Restrictions" in the Prospectus. Neither the Company nor the Selling Shareholders assume any responsibility in the event there is a violation by any person of such restrictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted, except pursuant to an applicable exemption. In the Retail Offering, the Offer Shares are being offered and sold to certain persons outside the United States in offshore transactions within the meaning of and in compliance with Rule 903 of Regulation S under the U.S. Securities Act.

The Company has not authorised any offer to the public of its securities in any Member State of the EEA other than Norway. With respect to each Member State of the EEA other than Norway and which has implemented the EU Prospectus Directive (each, a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Relevant Member State. Any offers outside Norway will only be made in circumstances where there is no obligation to produce a prospectus.

Stabilisation: In connection with the Offering, ABG Sundal Collier Norge ASA (as the "**Stabilisation Manager**"), or its agents, on behalf of the Managers, may, upon exercise of the Lending Option, engage in transactions that stabilise, maintain or otherwise affect the price of the Shares for up to 30 days from the first day of the Listing. Specifically, the Stabilisation Manager may effect transactions with a view to supporting the market price of the Shares at a level higher than might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager and its agents to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the first day of the Listing.

Investment decisions based on full Prospectus: Investors must neither accept any offer for, apply for nor acquire, any Offer Shares, on any other basis than on the complete Prospectus.

Terms and conditions for payment by direct debiting - securities trading: Payment by direct debiting is a service provided by cooperating banks in Norway. In the relationship between the payer and the payer's bank the following standard terms and conditions apply.

1. The service "Payment by direct debiting — securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.
2. Costs related to the use of "Payment by direct debiting — securities trading" appear from the bank's prevailing price list, account information and/or information is given by other appropriate manner. The bank will charge the indicated account for incurred costs.
3. The authorisation for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.
4. In case of withdrawal of the authorisation for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Financial Contracts Act, the payer's bank shall assist if payer withdraws a payment instruction which has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
5. The payer cannot authorise for payment a higher amount than the funds available at the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall be covered by the payer immediately.
6. The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorisation for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorisation has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.
7. If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Financial Contracts Act.

Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 no. 100, which at the date of the Prospectus is 9.25% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or otherwise dispose of the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit therefrom). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and NC Europris Holding and/or the Managers may enforce payment of any such amount outstanding.

APPENDIX E:

APPLICATION FORM FOR THE RETAIL OFFERING IN NORWEGIAN

BESTILLINGSBLANKETT FOR DET OFFENTLIGE TILBUDET

Generell informasjon: Vilkårene og betingelsene for det Offentlige Tilbudet fremgår av prospektet datert 5. juni 2015 ("**Prospektet**"), som er utarbeidet av Europris ASA ("**Selskapet**") i forbindelse med salget av nye aksjer som utstedes av Selskapet og salget av eksisterende aksjer i Selskapet av Selskapets største aksjonær NC Europris Holding B.V. ("**NC Europris Holding**"), samt visse andre aksjonærer som opplistet i kapittel 13 "The Selling Shareholders" i Prospektet (samlet, de "**Andre Selgende Aksjonærene**") og sammen med NC Europris Holding "**de Selgende Aksjonærene**"), og noteringen av Selskapets Aksjer på Oslo Børs. Prospektet inneholder også et norsk sammendrag. Alle definerte ord og uttrykk (angitt med stor bokstav) som ikke er definert i denne bestillingsblanketten, skal ha samme innhold som i Prospektet.

Bestillingsprosedyre: Norske bestillere i det Offentlige Tilbudet som er norske statsborgere med et norsk personnummer kan foreta bestilling av Tilbudsaksjer gjennom følgende internettsider: www.europris.no, www.abgsc.no og www.seb.no. Bestillinger i det Offentlige Tilbudet kan også foretas ved å benytte denne bestillingsblanketten som er vedlagt Prospektet som Appendix E (Application Form for the Retail Offering in Norwegian) eller Appendix D (Application form for the Retail Offering). Korrekt utfylt bestillingsblankett må være mottatt av en av de følgende bestillingskontorer før utløpet av den relevante fristen:

ABG Sundal Collier Norge ASA Munkedamsveien 45 D Postboks 1444 Vika 0115 Oslo Norge Tel: +47 22 01 60 00 Fax: +47 22 01 60 62 E-post: subscription@abgsc.no www.abgsc.no	**Skandinaviska Enskilda Banken AB (publ.) Oslo Branch** Filipstad Brygge 1 P.O. Box 1843 Vika N-0113 Oslo Norway Tel: +47 22 82 70 00 Fax: +47 21 00 89 62 E-mail: subscription@seb.no www.seb.no

Bestilleren er ansvarlig for riktigheten av informasjonen som er fylt inn i bestillingsblanketten. Bestillingsblanketter som er ufullstendige eller uriktig utfylt, elektronisk eller på papir, eller som mottas etter utløpet av Bestillingsperioden, og enhver bestilling som kan være ulovlig, kan bli avvist uten nærmere varsel til bestilleren. **Bestillinger som gjøres gjennom det VPS nettbaserte bestillingssystemet må være registrert, og bestillinger som gjøres på bestillingsblanketter må være mottatt av et av bestillingskontorene, innen kl 12.00 norsk tid den 18. juni 2015, med mindre Bestillingsperioden forkortes eller forlenges**. Verken Selskapet, de Selgende Aksjonærene eller noen av Tilretteleggerne kan holdes ansvarlig for forsinkelser i postgang, utilgjengelige fakslinjer, internettlinjer eller servere eller andre logistikk- eller tekniske problemer som kan resultere i at bestillinger ikke blir mottatt i tide, eller i det hele tatt, av noen av bestillingskontorene. Alle bestillinger i det Offentlige Tilbudet er ugjenkallelige og bindende og kan ikke trekkes, kanselleres eller endres av bestilleren etter at bestillingen er registrert i VPS' nettbaserte bestillingssystem eller hvis bestilling gjøres på bestillingsblankett, når komplett utfylt bestillingsblankett er mottatt av et av bestillingskontorene, uavhengig av en eventuell forkortelse eller forlengelse av bestillingsperioden.

Pris på Tilbudsaksjene: Det indikative prisintervallet (det "**Indikative Prisintervallet**") i Tilbudet er fra NOK 43 til NOK 53 per Tilbudsaksje. Den endelige prisen per Tilbudsaksje vil bli fastsatt av NC Europris Holding og Selskapet, i samråd med Tilretteleggerne, på basis av ordre som mottas og ikke trekkes tilbake i det Institusjonelle Tilbudet gjennom bookbuilding-prosessen og antallet bestillinger mottatt i det Offentlige Tilbudet og i Ansattetilbudet. Tilbudsprisen vil fastsettes rundt den 18. juni 2015. Prisen per Tilbudsaksje kan fastsettes innenfor, under eller over det Indikative Prisintervallet. Hver bestiller i det Offentlige Tilbudet kan, men må ikke, indikere i VPS' nettbaserte bestillingssystem eller på bestillingsblanketten at bestilleren ikke ønsker å bli tildelt Tilbudsaksjer dersom prisen per Tilbudsaksje blir fastsatt høyere enn den høyeste prisen i det Indikative Prisintervallet. Dersom bestilleren ikke uttrykkelig gir uttrykk for en slik reservasjon i VPS' nettbaserte bestillingssystem eller på bestillingsblanketten, vil bestillingen være bindende uavhengig av om prisen per Tilbudsaksje fastsettes innenfor eller over (eller under) det Indikative Prisintervallet.

Allokering, betaling og levering av Tilbudsaksjer: ABG Sundal Collier Norge ASA, som oppgjørsagent for det Offentlige Tilbudet, forventer å gi beskjed om tildeling av Tilbudsaksjer i det Offentlige Tilbudet rundt den 19. juni 2015 per post eller på annen måte. Bestillere som ønsker å få opplyst det eksakte antallet Tilbudsaksjer som denne er tildelt, kan kontakte et av bestillingskontorene fra rundt den 19. juni 2015 innenfor ordinær åpningstid. Bestillere som har tilgang til investorservice gjennom en institusjon som er kontofører for bestillerens VPS-konto, skal fra rundt den 19. juni 2015 kunne se antall Tilbudsaksjer de er tildelt. Ved å registrere en bestilling i VPS' nettbaserte bestillingssystem eller ved å fylle ut og sende inn en bestillingsblankett, gir hver bestiller i det Offentlige Tilbudet fullmakt til ABG Sundal Collier Norge ASA (på vegne av Tilretteleggerne) til å debitere bestillerens norske bankkonto for et beløp som tilsvarer den samlede kjøpesummen for de Tilbudsaksjene som bestilleren blir tildelt. Bankkontoen vil debiteres på eller rundt den 22. juni 2015 ("**Betalingsdatoen**"), og det må være tilstrekkelige innestående på den aktuelle kontoen fra og med den 19. juni 2015. Bestillere som ikke har en norsk bankkonto må forsikre seg om at betaling for tildelte Tilbudsaksjer foretas senest på Betalingsdatoen. Ytterligere betalingsdetaljer og instruksjoner vil fremgå av tildelingsbrevet som sendes ut rundt den 19. juni 2015, eller kan også fås ved å kontakte ABG Sundal Collier Norge ASA på +47 22 01 60 000 eller Skandinaviska Enskilda Banken AB (publ.), Oslo Branch på +47 22 82 70 00. ABG Sundal Collier Norge ASA (på vegne av Tilretteleggerne) er bare berettiget til å belaste kontoen én gang, men forbeholder seg retten (men har ingen forpliktelse) til å gjøre inntil tre debiteringsforsøk frem til og med den 26. juni 2015 dersom det er utilstrekkelig med midler på kontoen på Betalingsdatoen. Dersom en bestiller ikke har tilstrekkelig innestående på den aktuelle bankkontoen, eller betaling er forsinket av en eller annen grunn, eller dersom det ikke er mulig å debitere kontoen, vil det påløpe forsinkelsesrente og andre vilkår som beskrevet under overskriften "Forsinket og manglende betaling" under vil gjelde. Dersom betaling for tildelte Tilbudsaksjer er mottatt rettidig, vil levering av tildelte Tilbudsaksjer i det Offentlige Tilbudet foretas rundt den 23. juni 2015 (eller på slik senere dato ved vellykket debitering av den relevante kontoen).

Retningslinjer for bestilleren: Vennligst se side to av denne bestillingsblanketten for ytterligere retningslinjer for bestillingen.

Bestillerens VPS-konto (12 siffer):	**Jeg/vi bestiller herved Tilbudsaksjer for totalt NOK (minimum NOK 10 500 og maksimum NOK 1 999 999):**	**Bestillerens bankkonto som skal debiteres (11 siffer):**
TILBUDSPRISEN: Min/vår bestilling er betinget av at den endelige prisen for Tilbudsaksjene ikke fastsettes over høyeste pris i det Indikative Prisintervallet (kryss av) **(Dette feltet skal kun fylles ut dersom bestillingen er betinget av at den endelige Tilbudsprisen ikke fastsettes over høyeste pris i det Indikative Prisintervallet):**		
Herved (i) foretar jeg/vi, i henhold til vilkårene og betingelsene som fremgår av denne bestillingsblanketten og av Prospektet, en ugjenkallelig bestilling av det antall Tilbudsaksjer tildelt meg/oss til Tilbudsprisen, opp til det samlede bestillingsbeløpet angitt ovenfor, (ii) gir jeg/vi hver av Tilretteleggerne (eller noen utpekt av dem) ugjenkallelig fullmakt og instruerer hver av dem til, sammen eller hver for seg, å gjennomføre enhver handling som er nødvendig for å kjøpe og/eller tegne Tilbudsaksjene som tildeles meg/oss, og til å gjennomføre enhver handling som er nødvendig for å effektuere transaksjonen som fremgår av denne bestillingsblanketten, og sikre levering av disse Tilbudsaksjene i VPS på mine/våre vegne, (iii) gir jeg/vi ABG Sundal Collier Norge ASA ugjenkallelig fullmakt til å debitere min/vår bankkonto som angitt i bestillingsblanketten for den samlede kjøpesummen for de Tilbudsaksjene som jeg/vi får tildelt, og (iv) bekrefter og garanterer jeg/vi ugjenkallelig å ha lest Prospektet og at jeg/vi er kvalifiserte til å bestille og kjøpe Tilbudsaksjer på de vilkår som der fremgår.		
Dato og sted*:	**Bindende signatur**:**	

* Må være datert i bestillingsperioden.
**Undertegneren må være myndig. Dersom bestillingsblanketten undertegnes på vegne av bestilleren, må det vedlegges dokumentasjon i form av firmaattest eller fullmakt for at undertegner har slik kompetanse.

INFORMASJON OM BESTILLEREN — ALLE FELT MÅ FYLLES UT	
Fornavn	Etternavn/Foretaksnavn
Adresse (for foretak: registrert forretningsadresse)	Postnummer og sted
Fødselsnummer (11 siffer) / organisasjonsnummer (9 siffer)	Nasjonalitet
Telefonnr (dagtid)	E-postadresse

RETNINGSLINJER FOR BESTILLEREN

DENNE BESTILLINGSBLANKETTEN SKAL IKKE DISTRIBUERES ELLER OFFENTLIGGJØRES, VERKEN DIREKTE ELLER INDIREKTE, I ELLER TIL USA, CANADA, AUSTRALIA ELLER JAPAN ELLER NOEN ANNEN JURISDIKSJON DER SLIK DISTRIBUSJON ELLER OFFENTLIGGJØRING VIL VÆRE ULOVLIG. ANDRE RESTRIKSJONER GJELDER OGSÅ, SE PUNKTET "SALGSRESTRIKSJONER" NEDENFOR.

Regulatoriske forhold: I overensstemmelse med EU-direktivet "Markets in Financial Instruments" ("**MiFID**"), oppstiller lov 29. juni 2007 nr 75 om verdipapirhandel ("**Verdipapirhandelloven**") med tilhørende forskrifter, krav relatert til finansielle investeringer. I den forbindelse må Tilretteleggerne kategorisere alle nye kunder i en av tre kategorier; kvalifiserte motparter, profesjonelle og ikke-profesjonelle kunder. Alle bestillere som bestiller Tilbudsaksjer i det Offentlige Tilbudet og som ikke allerede er kunde hos en av Tilretteleggerne, vil bli kategorisert som ikke-profesjonell kunde. Bestilleren kan ved skriftlig henvendelse til Tilretteleggerne anmode om å bli kategorisert som profesjonell kunde dersom Verdipapirhandellovens vilkår for dette er oppfylt. For ytterligere informasjon om kundekategorisering kan bestilleren kontakte Tilretteleggerne. Bestilleren bekrefter herved å inneha tilstrekkelig kunnskap og erfaring om finansielle og forretningsmessige forhold for å kunne evaluere risikoen ved å investere i Selskapet gjennom å bestille Tilbudsaksjer i det Offentlige Tilbudet, og bestilleren bekrefter å være i stand til å ta den økonomiske risikoen og tåle et fullstendig tap av sin investering i Selskapet.

Kun ordreutførelse: Tilretteleggerne vil behandle bestillingen av Tilbudsaksjer som en instruksjon om utførelse av ordre ("execution only") fra bestilleren, ettersom Tilretteleggerne ikke vil være i stand til å avgjøre om bestillingen er hensiktsmessig for bestilleren. Bestilleren vil derfor ikke kunne påberope seg Verdipapirhandellovens regler om investorbeskyttelse.

Informasjonsbarrierer: Tilretteleggerne er verdipapirforetak som tilbyr et bredt spekter av investeringstjenester. For å sikre at oppdrag som gjennomføres av Tilretteleggernes "corporate finance"-avdelinger holdes konfidensielle, er disse avdelingene adskilt fra Tilretteleggernes andre avdelinger, herunder avdelinger for analyse og aksjemegling, gjennom bruk av informasjonsbarrierer også kjent som "chinese walls". Bestilleren erkjenner at Tilretteleggernes analyse- og aksjemeglingsavdelinger som en konsekvens av dette kan komme til å opptre i strid med bestillerens interesser i forbindelse med transaksjoner i Tilbudsaksjene.

VPS-konto og pålagte hvitvaskingingsprosedyrer: Det Offentlige Tilbudet er underlagt gjeldende hvitvaskingslovgivning, herunder kravene i lov 6. mars 2009 nr 11 om tiltak mot hvitvasking og terrorfinansiering samt hvitvaskingsforskriften av 13. mars 2009 nr. 302 ("**Hvitvaskingslovgivningen**"). Bestillere som ikke er registrert som kunde hos en av Tilretteleggerne må bekrefte sin identitet til en av Tilretteleggerne, i samsvar med Hvitvaskingslovgivningen, med mindre det gjelder spesielle unntak. Bestillere som har oppgitt en eksisterende norsk bankkonto og en eksisterende VPS-konto på bestillingsblanketten er unntatt med mindre verifikasjon av bestillerens identitet blir krevet av en av Tilretteleggerne. Bestillere som ikke har gjennomført tilstrekkelig verifikasjon av identitet før utløpet av Bestillingsperioden vil ikke bli tildelt Tilbudsaksjer. Deltakelse i det Offentlige Tilbudet er betinget av at bestilleren har en VPS-konto. VPS kontonummeret må være angitt i bestillingsblanketten. En VPS-konto kan etableres ved en autorisert VPS-kontofører som kan være en norsk bank, autorisert verdipapirforetak i Norge og norske avdelinger av finansinstitusjoner i EØS. Etablering av en VPS-konto krever bekreftelse på identitet overfor kontoføreren i henhold til Hvitvaskingslovgivningen. Utenlandske investorer kan imidlertid benytte en forvalterkonto registrert i VPS i forvalterens navn. Forvalteren må være autorisert av Finanstilsynet.

Salgsrestriksjoner: Tilbudet er underlagt salgsrestriksjoner i enkelte jurisdiksjoner, se kapittel 19 "Selling and Transfer Restrictions" i Prospektet. Verken de Selgende Aksjonærene eller Selskapet påtar seg noe ansvar dersom noen bryter disse restriksjonene. Tilbudsaksjene har ikke vært, og vil ikke bli, registrert i henhold til United States Securities Act av 1933 som endret ("**U.S. Securities Act**") eller i henhold til noen verdipapirlovgivning i noen stat eller annen jurisdiksjon i USA og kan ikke tas opp, tilbys, selges, videreselges, overføres, leveres eller distribueres, verken direkte eller indirekte, innenfor, til eller fra USA bortsett fra i henhold til et gjeldende unntak fra, eller i en transaksjon som ikke er underlagt, registreringsbestemmelsene i U.S. Securities Act og i overensstemmelse med verdipapirlovgivningen i enhver stat eller annen jurisdiksjon i USA. Det vil ikke forekomme noe offentlig tilbud i USA. Tilbudsaksjene vil, og kan, ikke tilbys, selges, videreselges, overføres, leveres eller distribueres, verken direkte eller indirekte, innenfor, til eller fra noen jurisdiksjon der tilbud eller salg av Tilbudsaksjer ikke er tillatt, eller til, eller på vegne av eller til fordel for, enhver person med registrert adresse i, eller som bor eller vanligvis bor i, eller er innbygger i, noen jurisdiksjon der tilbud eller salg ikke er tillatt, bortsatt fra i henhold til et gjeldende unntak. I det Offentlige Tilbudet tilbys og selges Tilbudsaksjene til enkelte personer utenfor USA i "offshore transactions" innenfor betydningen av og i overensstemmelse med Rule 903 i Regulation S i U.S. Securities Act.

Selskapet har ikke gitt tillatelse til noe offentlig tilbud av dets verdipapirer i noe medlemsland av EØS bortsett fra Norge. Når det gjelder andre medlemsland i EØS enn Norge som har implementert Prospektdirektivet ("**Aktuelle Medlemsland**"), har det og vil det ikke bli gjort noe for å fremsette et offentlig tilbud av Tilbudsaksjene som krever publisering av et prospekt i noen Aktuelle Medlemsland. Alle tilbud utenfor Norge vil derfor skje i henhold til unntak fra krav om prospekt.

Stabilisering: I forbindelse med Tilbudet og ved utøvelse av Låneopsjonen kan ABG Sundal Collier Norge ASA (som "**Stabiliserende Tilrettelegger**"), eller dets agenter, på vegne av Tilretteleggerne, utføre transaksjoner med tanke på å stabilisere, støtte eller på annen måte påvirke kursen på aksjene i opp til 30 dager fra første noteringsdag. Stabiliserende Tilrettelegger kan særlig utføre transaksjoner med formål å stabilisere markedskursen til aksjene på et høyere nivå enn det som ellers kan tenkes å ville gjelde, gjennom å erverve Aksjer i det åpne markedet til priser som er lik eller lavere enn Tilbudsprisen. Stabiliserende Tilrettelegger eller dets agenter har ingen forpliktelse til å foreta stabiliserende handlinger og det er ikke sikkert at stabiliseringshandlinger vil gjennomføres. Slike stabiliseringshandlinger kan, hvis påbegynt, avsluttes når som helst, og vil avsluttes senest 30 kalenderdager fra første noteringsdag.

Investeringsbeslutninger må baseres på Prospektet: Investorer må verken akseptere noe tilbud om, bestille eller erverve, verdipapirer i Selskapet på annet grunnlag enn det fullstendige Prospektet.

Vilkår for betaling med engangsfullmakt — verdipapirhandel: Betaling med engangsfullmakt er en banktjeneste tilbudt av samarbeidende banker i Norge. I forholdet mellom betaler og betalers bank gjelder følgende standard vilkår:

1. Tjenesten "Betaling med engangsfullmakt — verdipapirhandel" suppleres av kontoavtalen mellom betaler og betalers bank, se særlig kontoavtalen del C, Generelle vilkår for innskudd og betalingsoppdrag.
2. Kostnader ved å bruke "Betaling med engangsfullmakt — verdipapirhandel" fremgår av bankens gjeldende prisliste, kontoinformasjon og/eller opplyses på annen egnet måte. Banken vil belaste oppgitt konto for påløpte kostnader.
3. Engangsfullmakten signeres av betaler og leveres til betalingsmottaker. Betalingsmottaker vil levere belastningsoppdraget til sin bank som igjen kan belaste betalers bank.
4. Ved et eventuelt tilbakekall av engangsfullmakten skal betaler først ta forholdet opp med betalingsmottaker. Etter finansavtaleloven skal betalers bank medvirke hvis betaler tilbakekaller et betalingsoppdrag som ikke er gjennomført. Slikt tilbakekall kan imidlertid anses som brudd på avtalen mellom betaler og betalingsmottaker.
5. Betaler kan ikke angi et større beløp på engangsfullmakten enn det som på belastningstidspunktet er disponibelt på konto. Betalers bank vil normalt gjennomføre dekningskontroll før belastning. Belastning ut over disponibelt beløp skal betaler dekke inn umiddelbart.
6. Betalers konto vil bli belastet på angitt belastningsdag. Dersom belastningsdag ikke er angitt i engangsfullmakten vil kontobelastning skje snarest mulig etter at betalingsmottaker har levert oppdraget til sin bank. Belastningen vil likevel ikke skje etter engangsfullmaktens gyldighetsperiode som er angitt foran. Betaling vil normalt være godskrevet betalingsmottaker én til tre virkedager etter angitt belastningsdag/innleveringsdag.
7. Dersom betalers konto blir urettmessig belastet på grunnlag av en engangsfullmakt, vil betalers rett til tilbakeføring av belastet beløp bli regulert av kontoavtalen og finansavtaleloven.

Forsinket og manglende betaling: Forsinket betaling belastes med gjeldende forsinkelsesrente i henhold til forsinkelsesrenteloven av 17. desember 1976 nr. 100, som per dato for Prospektet er 9,25 % p.a. Dersom betaling ikke skjer ved forfall, vil Tilbudsaksjene ikke bli levert til bestilleren, og Tilretteleggerne forbeholder seg retten til å, for tegnerens regning og risiko, når som helst kansellere og reallokere eller på annen måte disponere over de tildelte Tilbudsaksjene, på de vilkår og på den måten Tilretteleggerne bestemmer (og bestilleren vil ikke være berettiget til noe overskudd fra dette). Den opprinnelige bestilleren vil fortsette å være ansvarlig for betaling av Tilbudsprisen for Tilbudsaksjene tildelt bestilleren, sammen med enhver rente, kostnader, gebyrer og utgifter påløpt, og NC Europris Holding og/eller Tilretteleggerne kan inndrive betaling for alle utestående beløp.

APPENDIX F:

APPLICATION FORM FOR THE EMPLOYEE OFFERING

APPLICATION FORM FOR THE EMPLOYEE OFFERING

General information: The terms and conditions for the Employee Offering are set out in the prospectus dated 5 June 2015 (the "**Prospectus**"), which has been issued by Europris ASA (the "**Company**") in connection with the sale of new shares to be issued by the Company and the secondary sale of existing shares in the Company by the Company's major shareholder NC Europris Holding B.V. ("**NC Europris Holding**"), as well as certain other shareholders as listed in Section 13 "The Selling Shareholders" of the Prospectus (collectively, the "**Other Selling Shareholders**" and together with NC Europris Holding the "**Selling Shareholders**"), and the listing of the Company's Shares on the Oslo Stock Exchange. All capitalised terms not defined herein shall have the meaning as assigned to them in the Prospectus.

Application procedure: Eligible Employees in the Employee Offering who are residents of Norway with a Norwegian personal identification number may apply for Offer Shares by using the following websites: www.europris.no and www.seb.no. Applications in the Employee Offering can also be made by using this Employee Application Form attached to the Prospectus as Appendix F (Application Form for the Employee Offering). Employee Application Forms must be correctly completed and submitted by the applicable deadline to the following application office:

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
Filipstad Brygge 1
P.O. Box 1843 Vika
0113 Oslo, Norway
Tel: +47 22 82 70 00
Fax: +47 21 00 89 62
www.seb.no
E-mail: subscription@seb.no

The applicant is responsible for the correctness of the information filled in on this Employee Application Form. Employee Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after expiry of the Application Period, and any application that may be unlawful, may be disregarded without further notice to the applicant. **Subject to any shortening or extension of the Application Period, applications made through the VPS online application system must be duly registered by 12:00 hours (CET) on 18 June 2015, while applications made on Employee Application Forms must be received by the application office by the same time**. None of the Company, the Selling Shareholders or any of the Managers may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by the application office. All applications made in the Employee Offering will be irrevocable and binding upon receipt of a duly completed Employee Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any shortening or extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the application office, or in the case of applications through the VPS online application system, upon registration of the application.

Price of Offer Shares: The indicative price range (the "**Indicative Price Range**") for the Offering is from NOK 43 to NOK 53 per Offer Share. NC Europris Holding and the Company, in consultation with the Managers, will determine the final Offer Price on the basis of applications received and not withdrawn in the Institutional Offering during the Bookbuilding Period and the number of applications received in the Retail Offering and the Employee Offering. The Offer Price will be determined on or about 18 June 2015. The Offer Price may be set within, below or above the Indicative Price Range. Each applicant in the Employee Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on the Employee Application Form that the applicant does not wish to be allocated New Shares should the Offer Price be set higher than the highest price in the Indicative Price Range. If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Employee Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range. Eligible Employees in the Employee Offering will receive a fixed cash discount of NOK 1,500 on the aggregate amount payable for the Offer Shares allocated to such employee.

Allocation, payment and delivery of Offer Shares: Eligible Employees participating in the Employee Offering will receive full allocation for any application up to and including an amount of NOK 200,000. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch, acting as settlement agent for the Employee Offering, expects to issue notifications of allocation of Offer Shares in the Employee Offering on or about 19 June 2015, by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact the application office from on or about 19 June 2015 during business hours. Applicants who have access to investor services through an institution that operates the applicant's VPS account should be able to see the number of Offer Shares they have been allocated from on or about 19 June 2015. In registering an application through the VPS online application system or by completing and submitting an Employee Application Form, each applicant in the Employee Offering will authorise Skandinaviska Enskilda Banken AB (publ.), Oslo Branch (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. Accounts will be debited on or about 22 June 2015 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 19 June 2015. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date. Further details and instructions will be set out in the allocation notes to the applicant to be issued on or about 19 June 2015, or can be obtained by contacting Skandinaviska Enskilda Banken AB (publ.), Oslo Branch at +47 22 82 70 00. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch (on behalf of the Managers) is only authorised to debit each account once, but reserves the right (but has no obligation) to make up to three debit attempts through 26 June 2015 if there are insufficient funds on the account on the Payment Date. Should any applicant have insufficient funds on its account, or should payment be delayed for any reason, or if it is not possible to debit the account, overdue interest will accrue and other terms will apply as set out under the heading "Overdue and missing payment" below. Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Employee Offering is expected to take place on or about 23 June 2015 (or such later date upon the successful debit of the relevant account).

Guidelines for the applicant: Please refer to the second page of this Employee Application Form for further application guidelines.

Applicant's VPS-account (12 digits):	**I/we apply for Offer Shares for a total of NOK (minimum NOK 10,500 and maximum NOK 1,999,999)**	**Applicant's bank account to be debited (11 digits):**
OFFER PRICE: My/our application is conditional upon the final Offer Price not being set above the highest price of the Indicative Price Range (insert cross) **(must only be completed if the application is conditional upon the final Offer Price not being set above the highest price of the Indicative Price Range):**		
I/we hereby irrevocably (i) apply for the number of Offer Shares allocated to me/us, at the Offer Price, up to the aggregate application amount as specified above subject to the terms and conditions set out in this Employee Application Form and in the Prospectus, (ii) authorise and instruct each of the Managers (or someone appointed by any of them) acting jointly or severally to take all actions required to purchase the Offer Shares allocated to me/us on my/our behalf, to take all other actions deemed required by them to give effect to the transactions contemplated by this Employee Application Form, and to ensure delivery of such Offer Shares to me/us in the VPS, on my/our behalf, (iii) authorise Skandinaviska Enskilda Banken AB (publ.), Oslo Branch to debit my/our bank account as set out in this Employee Application Form for the amount payable for the Offer Shares allocated to me/us, and (v) confirm and warrant to have read the Prospectus and that I/we are eligible to apply for and purchase Offer Shares under the terms set forth therein.		
Date and place*:	**Binding signature****:	

* Must be dated during the Application Period.
** The applicant must be of legal age. If the Employee Application Form is signed by a proxy, documentary evidence of authority to sign must be attached in the form of a Power of Attorney.

DETAILS OF THE APPLICANT — ALL FIELDS MUST BE COMPLETED	
First name	Surname/Family name
Home address	Zip code and town
Identity number (11 digits)	Nationality
Telephone number (daytime)	E-mail address

GUIDELINES FOR THE APPLICANT

THIS EMPLOYEE APPLICATION FORM IS NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE "SELLING RESTRICTIONS" BELOW.

Regulatory issues: Legislation passed throughout the European Economic Area (the "**EEA**") pursuant to the Markets and Financial Instruments Directive ("**MiFID**") implemented in the Norwegian Securities Trading Act, imposes requirements in relation to business investment. In this respect the Managers must categorise all new clients in one of three categories: Eligible counterparties, Professional and Non-professional clients. All applicants applying for Offer Shares in the Offering who/which are not existing clients of one of the Managers will be categorised as Non-professional clients. The applicant can by written request to the Managers ask to be categorised as a Professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act. For further information about the categorisation the applicant may contact the Managers. The applicant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision to invest in the Company by applying for Offer Shares, and the applicant is able to bear the economic risk, and to withstand a complete loss of an investment in the Company.

Execution only: As the Managers are not in the position to determine whether the application for Offer Shares is suitable for the applicant, the Managers will treat the application as an execution only instruction from the applicant to apply for Offer Shares in the Offering. Hence, the applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information barriers: The Managers are securities firms, offering a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from their corporate finance departments by information barriers known as "Chinese walls". The applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the applicant's interests with regard to transactions in the Offer Shares as a consequence of such Chinese walls.

VPS account and anti-money laundering procedures: The Employee Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 6 March 2009 no. 11 and the Norwegian Money Laundering Regulation of 13 March 2009 no. 302 (collectively, the "**Anti-Money Laundering Legislation"**). Applicants who are not registered as existing customers of one of the Managers must verify their identity to one of the Managers in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Employee Application Form are exempted, unless verification of identity is requested by a Manager. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period will not be allocated Offer Shares. Participation in the Employee Offering is conditional upon the applicant holding a VPS account. The VPS account number must be stated in the Employee Application Form. VPS accounts can be established with authorised VPS registrars, who can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. Establishment of a VPS account requires verification of identity to the VPS registrar in accordance with the Anti-Money Laundering Legislation. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian FSA.

Selling restrictions: The Offering is subject to specific legal or regulatory restrictions in certain jurisdictions, see Section 19 "Selling and Transfer Restrictions" in the Prospectus. Neither the Company nor the Selling Shareholders assumes any responsibility in the event there is a violation by any person of such restrictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted, except pursuant to an applicable exemption. In the Employee Offering, the Offer Shares are being offered and sold to certain persons outside the United States in offshore transactions within the meaning of and in compliance with Rule 903 of Regulation S under the U.S. Securities Act.

The Company has not authorised any offer to the public of its securities in any Member State of the EEA other than Norway. With respect to each Member State of the EEA other than Norway and which has implemented the EU Prospectus Directive (each, a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Relevant Member State. Any offers outside Norway will only be made in circumstances where there is no obligation to produce a prospectus.

Stabilisation: In connection with the Offering, ABG Sundal Collier Norge ASA (as the "**Stabilisation Manager**"), or its agents, on behalf of the Managers, may, upon exercise of the Lending Option, engage in transactions that stabilise, maintain or otherwise affect the price of the Shares for up to 30 days from the first day of the Listing. Specifically, the Stabilisation Manager may effect transactions with a view to supporting the market price of the Shares at a level higher than might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager and its agents to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the first day of the Listing.

Investment decisions based on full Prospectus: Investors must neither accept any offer for, apply for nor acquire any Offer Shares, on any other basis than on the complete Prospectus.

Terms and conditions for payment by direct debiting - securities trading: Payment by direct debiting is a service provided by cooperating banks in Norway. In the relationship between the payer and the payer's bank the following standard terms and conditions apply.

1. The service "Payment by direct debiting — securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.
2. Costs related to the use of "Payment by direct debiting — securities trading" appear from the bank's prevailing price list, account information and/or information is given by other appropriate manner. The bank will charge the indicated account for incurred costs.
3. The authorisation for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.
4. In case of withdrawal of the authorisation for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Financial Contracts Act, the payer's bank shall assist if payer withdraws a payment instruction which has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
5. The payer cannot authorise for payment a higher amount than the funds available at the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall be covered by the payer immediately.
6. The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorisation for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorisation has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.
7. If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Financial Contracts Act.

Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 no. 100, which at the date of the Prospectus is 9.50% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or otherwise dispose of the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit therefrom). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the NC Europris Holding and/or the Managers may enforce payment of any such amount outstanding.

APPENDIX G:

APPLICATION FORM FOR THE EMPLOYEE OFFERING IN NORWEGIAN

BESTILLINGSBLANKETT FOR ANSATTETILBUDET

Generell informasjon: Vilkårene og betingelsene for Ansattetilbudet fremgår av prospektet datert 5. juni 2015 ("**Prospektet**"), som er utarbeidet av Europris ASA ("**Selskapet**") i forbindelse med salget av nye aksjer som utstedes av Selskapet og salget av eksisterende aksjer i Selskapet av Selskapets største aksjonær NC Europris Holding B.V. ("**NC Europris Holding**"), samt visse andre aksjonærer som opplistet i kapittel 13 "The Selling Shareholders" i Prospektet (samlet, de "**Andre Selgende Aksjonærene**" og sammen med NC Europris Holding "**de Selgende Aksjonærene**"), og noteringen av Selskapets Aksjer på Oslo Børs. Prospektet inneholder også et norsk sammendrag. Alle definerte ord og uttrykk (angitt med stor bokstav) som ikke er definert i denne bestillingsblanketten, skal ha samme innhold som i Prospektet.

Bestillingsprosedyre: Norske bestillere i Ansattetilbudet som er norske statsborgere med et norsk personnummer kan foreta bestilling av Tilbudsaksjer gjennom følgende internettsider: www.europris.no og www.seb.no. Bestillinger i Ansattetilbudet kan også foretas ved å benytte denne bestillingsblanketten vedlagt Prospektet som Appendix G (Application Form for the Employee Offering in Norwegian) eller Appendix F (Application form for the Employee Offering). Korrekt utfylt bestillingsblankett må være mottatt av følgende bestillingskontor før utløpet av den relevante fristen:

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
Filipstad Brygge 1
P.O. Box 1843 Vika
0113 Oslo, Norway
Tel: +47 22 82 70 00
Fax: +47 21 00 89 62
www.seb.no
E-mail: subscription@seb.no

Bestilleren er ansvarlig for riktigheten av informasjonen som er fylt inn i bestillingsblanketten. Bestillingsblanketter som er ufullstendige eller uriktig utfylt, elektronisk eller på papir, eller som mottas etter utløpet av Bestillingsperioden, og enhver bestilling som kan være ulovlig, kan bli avvist uten nærmere varsel til bestilleren. **Bestillinger som gjøres gjennom det VPS nettbaserte bestillingssystemet må være registrert, og bestillinger som gjøres på bestillingsblanketter må være mottatt av bestillingskontoret, innen kl 12.00 norsk tid den 18. juni 2015, med mindre Bestillingsperioden forkortes eller forlenges**. Verken Selskapet, de Selgende Aksjonærene eller noen av Tilretteleggerne kan holdes ansvarlig for forsinkelser i postgang, utilgjengelige fakslinjer, internettlinjer eller servere eller andre logistikk- eller tekniske problemer som kan resultere i at bestillinger ikke blir mottatt i tide, eller i det hele tatt, av bestillingskontoret. Alle bestillinger i Ansattetilbudet er ugjenkallelige og bindende og kan ikke trekkes, kanselleres eller endres av bestilleren etter at bestillingen er registrert i VPS' nettbaserte bestillingssystem eller hvis bestilling gjøres på bestillingsblankett, når komplett utfylt bestillingsblankett er mottatt av bestillingskontoret, uavhengig av en eventuell forkortelse eller forlengelse av bestillingsperioden.

Pris på Tilbudsaksjene: Det indikative prisintervallet (det "**Indikative Prisintervallet**") i Tilbudet er fra NOK 43 til NOK 53 per Tilbudsaksje. Den endelige prisen per Tilbudsaksje vil bli fastsatt av NC Europris Holding og Selskapet, i samråd med Tilretteleggerne, på basis av ordre som mottas og ikke trekkes tilbake i det Institusjonelle Tilbudet gjennom bookbuilding-prosessen og antallet bestillinger mottatt i det Offentlige Tilbudet og i Ansattetilbudet. Tilbudsprisen vil fastsettes rundt den 18. juni 2015. Prisen per Tilbudsaksje kan fastsettes innenfor, under eller over det Indikative Prisintervallet. Hver bestiller i Ansattetilbudet kan, men må ikke, indikere i VPS' nettbaserte bestillingssystem eller på bestillingsblanketten at bestilleren ikke ønsker å bli tildelt Tilbudsaksjer dersom prisen per Tilbudsaksje blir fastsatt høyere enn den høyeste prisen i det Indikative Prisintervallet. Dersom bestilleren ikke uttrykkelig gir uttrykk for en slik reservasjon i VPS' nettbaserte bestillingssystem eller på bestillingsblanketten, vil bestillingen være bindende uavhengig av om prisen per Tilbudsaksje fastsettes innenfor eller over (eller under) det Indikative Prisintervallet. Kvalifiserte Ansatte i Ansattetilbudet vil motta en kontantrabatt på NOK 1 500 på den samlede kjøpesummen for Tilbudsaksjer tildelt slik ansatt.

Allokering, betaling og levering av Tilbudsaksjer: Kvalifiserte Ansatte som deltar i Ansattetilbudet vil få full tildeling for enhver bestilling for et beløp på inntil og inkludert NOK 200 000. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch, som oppgjørsagent for Ansattetilbudet, forventer å gi beskjed om tildeling av Tilbudsaksjer i Ansattetilbudet rundt den 19. juni 2015 per post eller på annen måte. Bestillere som ønsker å få opplyst det eksakte antallet Tilbudsaksjer som denne er tildelt, kan kontakte bestillingskontoret fra rundt den 19. juni 2015 innenfor ordinær åpningstid. Bestillere som har tilgang til investorservice gjennom en institusjon som er kontofører for bestillerens VPS-konto, skal fra rundt den 19. juni 2015 kunne se antall Tilbudsaksjer de er tildelt. Ved å registrere en bestilling i VPS' nettbaserte bestillingssystem eller ved å fylle ut og sende inn en bestillingsblankett, gir hver bestiller i Ansattetilbudet fullmakt til Skandinaviska Enskilda Banken AB (publ.), Oslo Branch (på vegne av Tilretteleggerne) til å debitere bestillerens norske bankkonto for et beløp som tilsvarer den samlede kjøpesummen for de Tilbudsaksjene som bestilleren blir tildelt. Bankkontoen vil debiteres på eller rundt den 22. juni 2015 ("**Betalingsdatoen**"), og det må være tilstrekkelige innestående på den aktuelle kontoen fra og med den 19. juni 2015. Bestillere som ikke har en norsk bankkonto må forsikre seg om at betaling for tildelte Tilbudsaksjer foretas senest på Betalingsdatoen. Ytterligere betalingsdetaljer og instruksjoner vil fremgå av tildelingsbrevet som sendes ut rundt den 19. juni 2015, eller kan også fås ved å kontakte Skandinaviska Enskilda Banken AB (publ.), Oslo Branch på +47 22 82 70 00. Skandinaviska Enskilda Banken AB (publ.), Oslo Branch (på vegne av Tilretteleggerne) er bare berettiget til å belaste kontoen én gang, men forbeholder seg retten (men har ingen forpliktelse) til å gjøre inntil tre debiteringsforsøk frem til og med den 26. juni 2015 dersom det er utilstrekkelig med midler på kontoen på Betalingsdatoen. Dersom en bestiller ikke har tilstrekkelig innestående på den aktuelle bankkontoen, eller betaling er forsinket av en eller annen grunn, eller dersom det ikke er mulig å debitere kontoen, vil det påløpe forsinkelsesrente og andre vilkår som beskrevet under overskriften "Forsinket og manglende betaling" under vil gjelde. Dersom betaling for tildelte Tilbudsaksjer er mottatt rettidig, vil levering av tildelte Tilbudsaksjer i Ansattetilbudet foretas rundt den 23. juni 2015 (eller på slik senere dato ved vellykket debitering av den relevante kontoen).

Retningslinjer for bestilleren: Vennligst se side to av denne bestillingsblanketten for ytterligere retningslinjer for bestillingen.

Bestillerens VPS-konto (12 siffer):	**Jeg/vi bestiller herved Tilbudsaksjer for totalt NOK (minimum NOK 10 500 og maksimum NOK 1 999 999):**	**Bestillerens bankkonto som skal debiteres (11 siffer):**
TILBUDSPRISEN: Min/vår bestilling er betinget av at den endelige prisen for Tilbudsaksjene ikke fastsettes over høyeste pris i det Indikative Prisintervallet (kryss av) **(Dette feltet skal kun fylles ut dersom bestillingen er betinget av at den endelige Tilbudsprisen ikke fastsettes over høyeste pris i det Indikative Prisintervallet):**		
Herved (i) foretar jeg/vi, i henhold til vilkårene og betingelsene som fremgår av denne bestillingsblanketten og av Prospektet, en ugjenkallelig bestilling av det antall Tilbudsaksjer tildelt meg/oss til Tilbudsprisen, opp til det samlede bestillingsbeløpet angitt ovenfor, (ii) gir jeg/vi hver av Tilretteleggerne (eller noen utpekt av dem) ugjenkallelig fullmakt og instruerer hver av dem til, sammen eller hver for seg, å gjennomføre enhver handling som er nødvendig for å kjøpe og/eller tegne Tilbudsaksjene som tildeles meg/oss, og til å gjennomføre enhver handling som er nødvendig for å effektuere transaksjonen som fremgår av denne bestillingsblanketten, og sikre levering av disse Tilbudsaksjene i VPS på mine/våre vegne, (iii) gir jeg/vi Skandinaviska Enskilda Banken AB (publ.), Oslo Branch ugjenkallelig fullmakt til å debitere min/vår bankkonto som angitt i bestillingsblanketten for den samlede kjøpesummen for Tilbudsaksjene som jeg/vi får tildelt, og (v) bekrefter og garanterer jeg/vi ugjenkallelig å ha lest Prospektet og at jeg/vi er kvalifiserte til å bestille og kjøpe Tilbudsaksjer på de vilkår som der fremgår.		
Dato og sted*:	**Bindende signatur**:**	

* Må være datert i bestillingsperioden.
**Undertegneren må være myndig. Dersom bestillingsblanketten undertegnes på vegne av bestilleren, må det vedlegges dokumentasjon i form av fullmakt for at undertegner har slik kompetanse.

INFORMASJON OM BESTILLEREN — ALLE FELT MÅ FYLLES UT	
Fornavn	Etternavn
Adresse	Postnummer og sted
Fødselsnummer (11 siffer)	Nasjonalitet
Telefonnr (dagtid)	E-postadresse

RETNINGSLINJER FOR BESTILLEREN

DENNE BESTILLINGSBLANKETTEN SKAL IKKE DISTRIBUERES ELLER OFFENTLIGGJØRES, VERKEN DIREKTE ELLER INDIREKTE, I ELLER TIL USA, CANADA, AUSTRALIA ELLER JAPAN ELLER NOEN ANNEN JURISDIKSJON DER SLIK DISTRIBUSJON ELLER OFFENTLIGGJØRING VIL VÆRE ULOVLIG. ANDRE RESTRIKSJONER GJELDER OGSÅ, SE PUNKTET "SALGSRESTRIKSJONER" NEDENFOR.

Regulatoriske forhold: I overensstemmelse med EU-direktivet "Markets in Financial Instruments" ("**MiFID**"), oppstiller lov 29. juni 2007 nr 75 om verdipapirhandel ("**Verdipapirhandelloven**") med tilhørende forskrifter, krav relatert til finansielle investeringer. I den forbindelse må Tilretteleggerne kategorisere alle nye kunder i en av tre kategorier; kvalifiserte motparter, profesjonelle og ikke-profesjonelle kunder. Alle bestillere som bestiller Tilbudsaksjer i Ansattetilbudet og som ikke allerede er kunde hos en av Tilretteleggerne, vil bli kategorisert som ikke-profesjonell kunde. Bestilleren kan ved skriftlig henvendelse til Tilretteleggerne anmode om å bli kategorisert som profesjonell kunde dersom Verdipapirhandellovens vilkår for dette er oppfylt. For ytterligere informasjon om kundekategorisering kan bestilleren kontakte Tilretteleggerne. Bestilleren bekrefter herved å inneha tilstrekkelig kunnskap og erfaring om finansielle og forretningsmessige forhold for å kunne evaluere risikoen ved å investere i Selskapet gjennom å bestille Tilbudsaksjer i Ansattetilbudet, og bestilleren bekrefter å være i stand til å ta den økonomiske risikoen og tåle et fullstendig tap av sin investering i Selskapet.

Kun ordreutførelse: Tilretteleggerne vil behandle bestillingen av Tilbudsaksjer som en instruksjon om utførelse av ordre ("execution only") fra bestilleren, ettersom Tilretteleggerne ikke vil være i stand til å avgjøre om bestillingen er hensiktsmessig for bestilleren. Bestilleren vil derfor ikke kunne påberope seg Verdipapirhandellovens regler om investorbeskyttelse.

Informasjonsbarrierer: Tilretteleggerne er verdipapirforetak som tilbyr et bredt spekter av investeringstjenester. For å sikre at oppdrag som gjennomføres av Tilretteleggernes "corporate finance"-avdelinger holdes konfidensielle, er disse avdelingene adskilt fra Tilretteleggernes andre avdelinger, herunder avdelinger for analyse og aksjemegling, gjennom bruk av informasjonsbarrierer også kjent som "chinese walls". Bestilleren erkjenner at Tilretteleggernes analyse- og aksjemeglingsavdelinger som en konsekvens av dette kan komme til å opptre i strid med bestillerens interesser i forbindelse med transaksjoner i Tilbudsaksjene.

VPS-konto og pålagte hvitvaskingingsprosedyrer: Ansattetilbudet er underlagt gjeldende hvitvaskingslovgivning, herunder kravene i lov 6. mars 2009 nr 11 om tiltak mot hvitvasking og terrorfinansiering samt hvitvaskingsforskriften av 13. mars 2009 nr. 302 ("**Hvitvaskingslovgivningen**"). Bestillere som ikke er registrert som kunde hos en av Tilretteleggerne må bekrefte sin identitet til en av Tilretteleggerne, i samsvar med Hvitvaskingslovgivningen, med mindre det gjelder spesielle unntak. Bestillere som har oppgitt en eksisterende norsk bankkonto og en eksisterende VPS-konto på bestillingsblanketten er unntatt med mindre verifikasjon av bestillerens identitet blir krevet av en av Tilretteleggerne. Bestillere som ikke har gjennomført tilstrekkelig verifikasjon av identitet før utløpet av Bestillingsperioden vil ikke bli tildelt Tilbudsaksjer. Deltakelse i Ansattetilbudet er betinget av at bestilleren har en VPS-konto. VPS kontonummeret må være angitt i bestillingsblanketten. En VPS-konto kan etableres ved en autorisert VPS-kontofører som kan være en norsk bank, autorisert verdipapirforetak i Norge og norske avdelinger av finansinstitusjoner i EØS. Etablering av en VPS-konto krever bekreftelse på identitet overfor kontoføreren i henhold til Hvitvaskingslovgivningen. Utenlandske investorer kan imidlertid benytte en forvalterkonto registrert i VPS i forvalterens navn. Forvalteren må være autorisert av Finanstilsynet.

Salgsrestriksjoner: Tilbudet er underlagt salgsrestriksjoner i enkelte jurisdiksjoner, se kapittel 19 "Selling and Transfer Restrictions" i Prospektet. Verken Selgende Aksjonær eller Selskapet påtar seg noe ansvar dersom noen bryter disse restriksjonene. Tilbudsaksjene har ikke vært, og vil ikke bli, registrert i henhold til United States Securities Act av 1933 som endret ("**U.S. Securities Act**") eller i henhold til noen verdipapirlovgivning i noen stat eller annen jurisdiksjon i USA og kan ikke tas opp, tilbys, selges, videreselges, overføres, leveres eller distribueres, verken direkte eller indirekte, innenfor, til eller fra USA bortsett fra i henhold til et gjeldende unntak fra, eller i en transaksjon som ikke er underlagt, registreringsbestemmelsene i U.S. Securities Act og i overensstemmelse med verdipapirlovgivningen i enhver stat eller annen jurisdiksjon i USA. Det vil ikke forekomme noe offentlig tilbud i USA. Tilbudsaksjene vil, og kan ikke, tilbys, selges, videreselges, overføres, leveres eller distribueres, verken direkte eller indirekte, innenfor, til eller fra noen jurisdiksjon der tilbud eller salg av Tilbudsaksjer ikke er tillatt, eller til, eller på vegne av eller til fordel for, enhver person med registrert adresse i, eller som bor eller vanligvis bor i, eller er innbygger i, noen jurisdiksjon der tilbud eller salg ikke er tillatt, bortsatt fra i henhold til et gjeldende unntak. I det Offentlige Tilbudet tilbys og selges Tilbudsaksjene til enkelte personer utenfor USA i "offshore transactions" innenfor betydningen av og i overensstemmelse med Rule 903 i Regulation S i U.S. Securities Act.

Selskapet har ikke gitt tillatelse til noe offentlig tilbud av dets verdipapirer i noe medlemsland av EØS bortsett fra Norge. Når det gjelder andre medlemsland i EØS enn Norge som har implementert Prospektdirektivet ("**Aktuelle Medlemsland**"), har det og vil det ikke bli gjort noe for å fremsette et offentlig tilbud av Tilbudsaksjene som krever publisering av et prospekt i noen Aktuelle Medlemsland. Alle tilbud utenfor Norge vil derfor skje i henhold til unntak fra krav om prospekt.

Stabilisering: I forbindelse med Tilbudet og ved utøvelse av Låneopsjonen kan ABG Sundal Collier Norge ASA (som "**Stabiliserende Tilrettelegger**"), eller dets agenter, på vegne av Tilretteleggerne, utføre transaksjoner med tanke på å stabilisere, støtte eller på annen måte påvirke kursen på aksjene i opp til 30 dager fra første noteringsdag. Stabiliserende Tilrettelegger kan særlig utføre transaksjoner med formål å stabilisere markedskursen til aksjene på et høyere nivå enn det som ellers kan tenkes å ville gjelde, gjennom å erverve Aksjer i det åpne markedet til priser som er lik eller lavere enn Tilbudsprisen. Stabiliserende Tilrettelegger eller dets agenter har ingen forpliktelse til å foreta stabiliserende handlinger og det er ikke sikkert at stabiliseringshandlinger vil gjennomføres. Slike stabiliseringshandlinger kan, hvis påbegynt, avsluttes når som helst, og vil avsluttes ikke mer enn 30 kalenderdager fra første noteringsdag.

Investeringsbeslutninger må baseres på Prospektet: Investorer må verken akseptere noe tilbud om, bestille eller erverve, verdipapirer i Selskapet på annet grunnlag enn det fullstendige Prospektet.

Vilkår for betaling med engangsfullmakt — verdipapirhandel: Betaling med engangsfullmakt er en banktjeneste tilbudt av samarbeidende banker i Norge. I forholdet mellom betaler og betalers bank gjelder følgende standard vilkår:

1. Tjenesten "Betaling med engangsfullmakt — verdipapirhandel" suppleres av kontoavtalen mellom betaler og betalers bank, se særlig kontoavtalen del C, Generelle vilkår for innskudd og betalingsoppdrag.
2. Kostnader ved å bruke "Betaling med engangsfullmakt — verdipapirhandel" fremgår av bankens gjeldende prisliste, kontoinformasjon og/eller opplyses på annen egnet måte. Banken vil belaste oppgitt konto for påløpte kostnader.
3. Engangsfullmakten signeres av betaler og leveres til betalingsmottaker. Betalingsmottaker vil levere belastningsoppdraget til sin bank som igjen kan belaste betalers bank.
4. Ved et eventuelt tilbakekall av engangsfullmakten skal betaler først ta forholdet opp med betalingsmottaker. Etter finansavtaleloven skal betalers bank medvirke hvis betaler tilbakekaller et betalingsoppdrag som ikke er gjennomført. Slikt tilbakekall kan imidlertid anses som brudd på avtalen mellom betaler og betalingsmottaker.
5. Betaler kan ikke angi et større beløp på engangsfullmakten enn det som på belastningstidspunktet er disponibelt på konto. Betalers bank vil normalt gjennomføre dekningskontroll før belastning. Belastning ut over disponibelt beløp skal betaler dekke inn umiddelbart.
6. Betalers konto vil bli belastet på angitt belastningsdag. Dersom belastningsdag ikke er angitt i engangsfullmakten vil kontobelastning skje snarest mulig etter at betalingsmottaker har levert oppdraget til sin bank. Belastningen vil likevel ikke skje etter engangsfullmaktens gyldighetsperiode som er angitt foran. Betaling vil normalt være godskrevet betalingsmottaker én til tre virkedager etter angitt belastningsdag/innleveringsdag.
7. Dersom betalers konto blir urettmessig belastet på grunnlag av en engangsfullmakt, vil betalers rett til tilbakeføring av belastet beløp bli regulert av kontoavtalen og finansavtaleloven.

Forsinket og manglende betaling: Forsinket betaling belastes med gjeldende forsinkelsesrente i henhold til forsinkelsesrenteloven av 17. desember 1976 nr. 100, som per dato for Prospektet er 9,50 % p.a. Dersom betaling ikke skjer ved forfall, vil Tilbudsaksjene ikke bli levert til bestilleren, og Tilretteleggerne forbeholder seg retten til å, for tegnerens regning og risiko, når som helst kansellere og reallokere eller på annen måte disponere over de tildelte Tilbudsaksjene, på de vilkår og på den måten Tilretteleggerne bestemmer (og bestilleren vil ikke være berettiget til noe overskudd fra dette). Den opprinnelige bestilleren vil fortsette å være ansvarlig for betaling av Tilbudsprisen for Tilbudsaksjene tildelt bestilleren, sammen med enhver rente, kostnader, gebyrer og utgifter påløpt, og NC Europris Holding og/eller Tilretteleggerne kan inndrive betaling for alle utestående beløp.

APPENDIX H:

LIST OF NEW AND REFURBISHED/RELOCATED STORES FOR THE PERIOD 1 JANUARY 2012 TO 31 MARCH 2015

NEW STORES 31 MARCH 2015 – 1 JANUARY 2012

Store number	Name	Ownership	Status	Opening Year
433	Stokmarknes	Europris	Active	2015
461	Ottestad	Europris	Active	2015
462	Strømsø	Europris	Active	2015
360	Averøy	Europris	Active	2014
368	Sunndalsøra	Europris	Active	2014
403	Skiptvedt	Europris	Active	2014
423	Kirkenær	Europris	Active	2014
447	Nedenes	Europris	Active	2014
457	Mortensrud	Europris	Active	2014
458	Furuset	Europris	Active	2014
459	Tromsdalen	Europris	Active	2014
460	Kirkeby	Europris	Active	2014
369	Julvik	Europris	Active	2013
370	Sandsli	Europris	Active	2013
391	Spydeberg	Europris	Active	2013
408	Løten	Europris	Active	2013
409	Skreppestad	Europris	Active	2013
411	Sand	Europris	Active	2013
420	Forus	Europris	Active	2013
421	Lørenskog	Europris	Active	2013
422	Vinterbro	Europris	Active	2013
424	Lonevåg	Europris	Active	2013
359	Jessheim	Europris	Active	2012
364	Indre Arna	Europris	Active	2012
367	Sandane	Franchisee	Active	2012
376	Flå	Europris	Active	2012
378	Skotterud	Europris	Active	2012
385	Konnerud	Europris	Active	2012
389	Son	Europris	Closed 2013	2012
390	Flatåsen	Europris	Active	2012
392	Vinstra	Franchisee	Active	2012
398	Ski	Europris	Active	2012
399	Kråkerøy	Europris	Active	2012

REFURBISHED/RELOCATED STORES

31 MARCH 2015 – 1 JANUARY 2012

Store number	Name	Start Date	Date Finished/Opened	Activity	Year
305	Lakselv	05.01	15.01	Refurbishment	2015
326	Ørebekk	05.01	15.01	Refurbishment	2015
293	Storhamar	05.01	15.01	Refurbishment	2015
280	Rena	05.01	15.01	Refurbishment	2015
277	Hitra	19.01	29.01	Refurbishment	2015
443	Stathelle	19.01	29.01	Refurbishment	2015
332	Ålesund Pluss	19.01	05.02	Refurbishment	2015
295	Moss Pluss	26.01	12.02	Refurbishment	2015
307	Tiller Pluss	26.01	12.02	Refurbishment	2015
297	Svinesundsparken	09.02	19.02	Refurbishment	2015
308	Kristiansund	09.02	19.02	Expansion	2015
249	Elverum	16.02	26.02	Refurbishment	2015
316	Kirkenes	23.02	05.03	Refurbishment	2015
51	Ålgård	23.02	05.03	Refurbishment	2015
351	Sauda	23.02	05.03	Refurbishment	2015
439	Bø	23.02	12.03	Relocation	2015
333	Støren	16.03	26.03	Refurbishment	2015
300	Revetal	16.03	26.03	Refurbishment	2015
247	Stange	06.01	16.01	Refurbishment	2014
296	Skarnes	06.01	16.01	Refurbishment	2014
384	Nærbø	06.01	16.01	Refurbishment	2014
012	Egersund	20.01	30.01	Refurbishment	2014
283	Sørlandsparken	03.02	20.02	Refurbishment	2014
077	Notodden	10.02	20.02	Refurbishment	2014
281	Bogafjell	10.03	20.03	Refurbishment	2014
244	Hønefoss	31.03	10.04	Refurbishment	2014
264	Råholt	31.03.04	10.04	Refurbishment	2014
191	Orkanger	22.04	02.05	Refurbishment	2014
299	Bjørkelangen	22.04	02.05	Refurbishment	2014
320	Lade	22.04	02.05	Refurbishment	2014
228	Lillehammer Pluss	22.04	08.05	Refurbishment	2014
230	Flisa	05.05	15.05	Refurbishment	2014
417	Volda	12.05	22.05	Refurbishment	2014
373	Fauske	12.05	22.05	Refurbishment	2014
136	Sotra	19.05	30.05	Refurbishment	2014
255	Lindeberg	19.05	30.05	Refurbishment	2014
311	Brokelandsheia	26.05	06.06	Refurbishment	2014
325	Kyrksæterøra	02.06	13.06	Refurbishment	2014
253	Sørumsand	10.06	20.06	Refurbishment	2014
426	Kolvereid	10.06	20.06	Refurbishment	2014
306	Måløy	10.06	20.06	Refurbishment	2014
225	Åssiden Pluss	16.06	03.07	Refurbishment	2014
419	Svolvær	23.06	03.07	Refurbishment	2014
440	Sandefjord	23.06	03.07	Refurbishment	2014
239	Halden	31.03	10.04	Relocation	2014
357	Surnadal	10.02	27.02	Expansion	2014
224	Lierstranda	24.02	06.03	Expansion	2014
435	Mosjøen	03.03	13.03	Expansion	2014
194	Bardufoss	17.03	27.03	Expansion	2014
304	Farsund	31.03	10.04	Expansion	2014
267	Sola	04.08	14.08	Refurbishment	2014
438	Liertoppen	04.08	19.08	Refurbishment	2014
286	Åsane Pluss	04.08	21.08	Refurbishment	2014
445	Seljord	18.08	28.08	Refurbishment	2014
374	Hunstad	25.08	04.09	Refurbishment	2014
203	Nordfjordeid	25.08	04.09	Refurbishment	2014
025	Jørpeland	01.09	11.09	Refurbishment	2014

271	Vestkanten	08.09	18.09	Refurbishment	2014
441	Nanset	08.09	18.09	Refurbishment	2014
412	Sogndal	29.09	09.10	Refurbishment	2014
312	Ølensvåg	29.09	09.10	Refurbishment	2014
254	Lambertseter	06.10	16.10	Refurbishment	2014
383	Lillestrøm	20.10	24.10	Refurbishment	2014
028	Lillesand	15.09	25.09	Relocation	2014
434	Mo I Rana	29.09	16.10	Relocation	2014
049	Dokka	17.11	27.11	Relocation	2014
415	Gol	24.11	04.12	Relocation	2014
309	Steinkjer	22.09	02.10	Expansion	2014
429	Fyllingsdalen	03.11	13.11	Expansion	2014
029	Mandal	07.01	17.01	Refurbishment	2013
337	Nordås	07.01	17.01	Refurbishment	2013
074	Midtun	14.01	24.01	Refurbishment	2013
166	Finnsnes	21.01	31.01	Refurbishment	2013
273	Trysil	28.01	07.02	Refurbishment	2013
238	Bryn	28.01	07.02	Refurbishment	2013
122	Ørstad	11.02	21.02	Refurbishment	2013
397	Oppdal	18.02	28.02	Refurbishment	2013
205	Kvala	18.02	28.02	Refurbishment	2013
335	Molde	02.04	11.04	Refurbishment	2013
058	Karmøy	02.04	11.04	Refurbishment	2013
063	Madla	22.04	02.05	Refurbishment	2013
018	Sortland	03.06	13.06	Refurbishment	2013
104	Fyllingsdalen	03.06	11.06	Refurbishment	2013
209	Fredrikstad	06.05	23.05	Relocation	2013
024	Åsen	26.08	05.09	Refurbishment	2013
256	Maura	11.11	21.11	Refurbishment	2013
013	Lyngdal	30.09	17.10	Relocation/Expansion	2013
338	Ulsteinvik	29.07	15.08	Relocation	2013
373	Fauske	28.10	07.11	Relocation	2013
192	Florø	04.11	21.11	Relocation	2013
300	Revetal	16.01	20.01	Refurbishment	2012
031	Mo I Rana	09.01	19.01	Refurbishment	2012
044	Gjøvik	23.01	01.02	Refurbishment	2012
183	Voss	27.02	08.03	Refurbishment	2012
076	Kragerø	05.03	15.03	Refurbishment	2012
372	Bodø	12.03	22.03	Refurbishment	2012
301	Vennesla	12.03	22.03	Refurbishment	2012
262	Haugenstua	10.04	20.04	Refurbishment	2012
236	Vollebekk	10.04	20.04	Refurbishment	2012
033	Skien	2.05	10.05	Refurbishment	2012
221	Støperigaten	04.06	18.06	Refurbishment	2012
342	Ringebu	18.06	28.06	Refurbishment	2012
334	Nøtterøy	25.06	05.07	Refurbishment	2012
345	Bryne	13.02	23.02	Refurbishment	2012
059	Ganddal	23.01	02.02	Refurbishment	2012
291	Tvedestrand	06.02	15.02	Refurbishment	2012
302	Lund	23.01	02.02	Relocation	2012
081	Stakkevoll	10.04	26.04	Relocation	2012
383	Lillestrøm	24.05	07.06	Relocation	2012
269	Leira	20.02	01.03	Expansion	2012
020	Leknes	21.05	31.05	Expansion	2012
-	Stoa	13.08	23.08	Refurbishment	2012
042	Førde	20.08	30.08	Refurbishment	2012
367	Narvik	27.08	06.09	Refurbishment	2012
248	Holmestrand	03.09	13.09	Refurbishment	2012
-	Slemmestad	24.09	28.09	Refurbishment	2012
398	Harstad	08.10	18.10	Refurbishment	2012
375	Namsos	05.11	22.11	Relocation	2012
339	Eidsvåg	12.11	22.11	Relocation	2012
359	Sandnes	19.11	29.11	Relocation	2012
223	Brumunddal	05.11	15.11	Expansion	2012

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