



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	974 529 459
Organisasjonsform:	Allmennaksjeselskap
Foretaksnavn:	OTELLO CORPORATION ASA
Forretningsadresse:	c/o Advokatfirmaet Schjødt AS Tordenskiolds gate 12 0160 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	IFRS
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Scott Kerrison
Dato for fastsettelse av årsregnskapet:	02.06.2024

Grunnlag for avgivelse

År 2023: Årsregnskapet er elektronisk innlevert
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 01.08.2025



Resultatregnskap

Beløp i: USD	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		0	213 000
Sum inntekter		0	213 000
Kostnader			
Employee benefits expense	2	2 142 000	1 952 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	3	384 000	687 000
Annen driftskostnad	4	1 553 000	1 251 000
Sum kostnader		4 079 000	3 890 000
Driftsresultat		-4 079 000	-3 677 000
Finansinntekter og finanskostnader			
Annen renteinntekt		465 000	1 040 000
Net FX gains (losses)		0	3 573 000
Profit (loss) sale of shares		740 000	0
Other financial income		7 203 000	0
Verdiøkning andre finansielle instrumenter vurdert til virkelig verdi		8 615 000	22 844 000
Sum finansinntekter		17 023 000	27 457 000
Rentekostnad til foretak i samme konsern		5 401 000	2 852 000
Annen rentekostnad		4 000	7 000
Net FX gains (losses)		2 153 000	0
Profit (loss) sale of shares		0	409 000
Sum finanskostnader		7 558 000	3 268 000
Netto finans		9 465 000	24 189 000
Ordinært resultat før skattekostnad		5 386 000	20 512 000
Skattekostnad på ordinært resultat		0	0
Ordinært resultat etter skattekostnad		5 386 000	20 512 000
Årsresultat		5 386 000	20 512 000



Resultatregnskap

Beløp i: USD	Note	2023	2022
Foreign currency translation differences		-1 256 000	-24 349 000
Sum resultatkomponenter for IFRS-foretak		-1 256 000	-24 349 000
Totalresultat		4 130 000	-3 837 000
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital		4 130 000	-3 837 000
Sum overføringer og disponeringer		4 130 000	-3 837 000



Balanse

Beløp i: USD	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	8	0	284 000
Sum varige driftsmidler		0	284 000
Finansielle anleggsmidler			
Investering i datterselskap	10	97 162 000	91 810 000
Investeringer i aksjer og andeler	11	813 000	808 000
Right of use assets IFRS16	9	109 000	219 000
Sum finansielle anleggsmidler		98 084 000	92 837 000
Sum anleggsmidler		98 084 000	93 121 000
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		22 000	64 000
Andre fordringer		272 000	378 000
Sum fordringer		294 000	442 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		9 852 000	14 988 000
Sum bankinnskudd, kontanter og lignende		9 852 000	14 988 000
Sum omløpsmidler		10 146 000	15 430 000
SUM EIENDELER		108 230 000	108 551 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital



Balanse

Beløp i: USD	Note	2023	2022
Innskutt egenkapital			
Selskapskapital		209 000	209 000
Beholdning av egne aksjer		-2 610 000	0
Overkurs		114 750 000	114 750 000
Sum innskutt egenkapital		112 349 000	114 959 000
Opptjent egenkapital			
Fond		-194 393 000	-193 137 000
Annen egenkapital		109 722 000	104 336 000
Sum opptjent egenkapital		-84 671 000	-88 801 000
Sum egenkapital		27 678 000	26 158 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld	13	0	81 194 000
Lease liabilities	9	0	83 000
Sum annen langsiktig gjeld		0	81 277 000
Sum langsiktig gjeld		0	81 277 000
Kortsiktig gjeld			
Leverandørgjeld		13 000	164 000
Kortsiktig konserngjeld	13	79 414 000	0
Lease liabilities	9	84 000	108 000
Annen kortsiktig gjeld	12	1 042 000	845 000
Sum kortsiktig gjeld		80 553 000	1 117 000
Sum gjeld		80 553 000	82 394 000
SUM EGENKAPITAL OG GJELD		108 231 000	108 552 000



Konsernets resultatregnskap

Beløp i: USD	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		0	213 000
Sum inntekter		0	213 000
Kostnader			
Employee benefits expense	3	2 147 000	2 171 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	4	408 000	693 000
Annen driftskostnad	5	1 559 000	1 398 000
Sum kostnader		4 114 000	4 262 000
Driftsresultat		-4 114 000	-4 049 000
Finansinntekter og finanskostnader			
Share of profit (loss) of associated companies	7	4 829 000	4 146 000
Annen renteinntekt		785 000	1 123 000
Annen finansinntekt		899 000	10 747 000
Impairment gains (losses) on investments in associated companies	6	5 246 000	6 667 000
Sum finansinntekter		11 759 000	22 683 000
Annen rentekostnad		4 000	7 000
Annen finanskostnad		80 000	466 000
Sum finanskostnader		84 000	473 000
Netto finans		11 675 000	22 210 000
Ordinært resultat før skattekostnad		7 561 000	18 161 000
Skattekostnad på ordinært resultat	8	0	2 186 000
Ordinært resultat etter skattekostnad		7 561 000	15 975 000
Årsresultat		7 561 000	15 975 000
Foreign currency translation differences		1 503 000	2 324 000
Foreign currency translation differences that will not be transferred to profit (loss)		-4 818 000	-34 211 000
Sum resultatkomponenter for IFRS-foretak		-3 315 000	-31 887 000



Konsernets resultatregnskap

Beløp i: USD	Note	2023	2022
Totalresultat		4 246 000	-15 912 000
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital		4 246 000	-15 912 000
Sum overføringer og disponeringer		4 246 000	-15 912 000



Konsernets balanse

Beløp i: USD	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	10	0	309 000
Sum varige driftsmidler		0	309 000
Finansielle anleggsmidler			
Investeringer i tilknyttet selskap	12	95 215 000	89 398 000
Right of use assets IFRS16	11	109 000	219 000
Sum finansielle anleggsmidler		95 324 000	89 617 000
Sum anleggsmidler		95 324 000	89 926 000
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		21 000	52 000
Andre fordringer		272 000	1 449 000
Sum fordringer		293 000	1 501 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		14 576 000	18 373 000
Sum bankinnskudd, kontanter og lignende		14 576 000	18 373 000
Sum omløpsmidler		14 869 000	19 874 000
SUM EIENDELER		110 193 000	109 800 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital



Konsernets balanse

Beløp i: USD	Note	2023	2022
Selskapskapital		209 000	209 000
Beholdning av egne aksjer		-2 610 000	0
Overkurs		114 750 000	114 750 000
Sum innskutt egenkapital		112 349 000	114 959 000
Opptjent egenkapital			
Fond		1 035 000	-468 000
Annen egenkapital		-4 360 000	-7 105 000
Sum opptjent egenkapital		-3 325 000	-7 573 000
Sum egenkapital		109 024 000	107 386 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Lease liabilities	11	0	83 000
Sum annen langsiktig gjeld		0	83 000
Sum langsiktig gjeld		0	83 000
Kortsiktig gjeld			
Leverandørgjeld		13 000	172 000
Lease liabilities	11	84 000	108 000
Annen kortsiktig gjeld	13	1 073 000	2 052 000
Sum kortsiktig gjeld		1 170 000	2 332 000
Sum gjeld		1 170 000	2 415 000
SUM EGENKAPITAL OG GJELD		110 194 000	109 801 000



otello

20
23



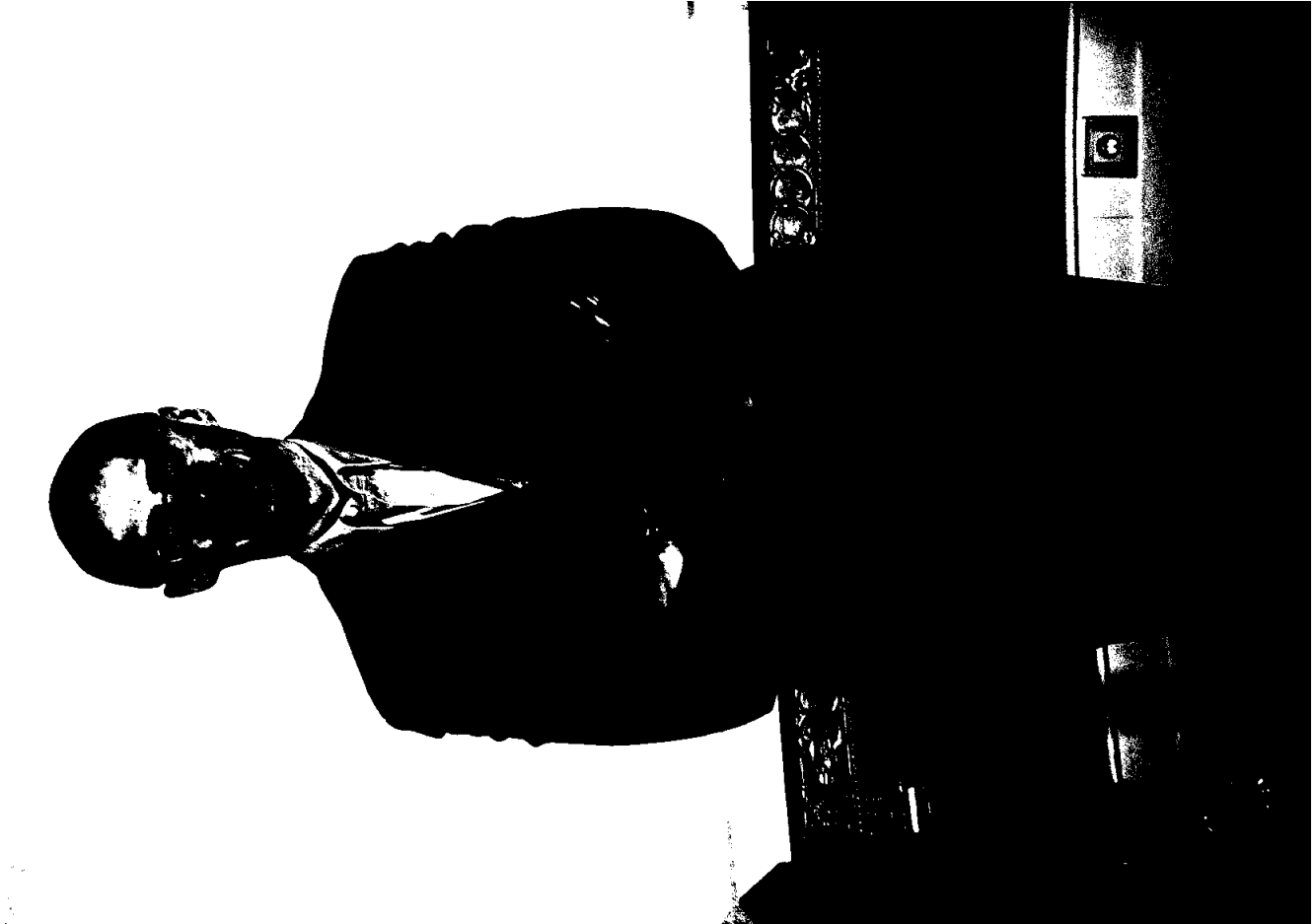
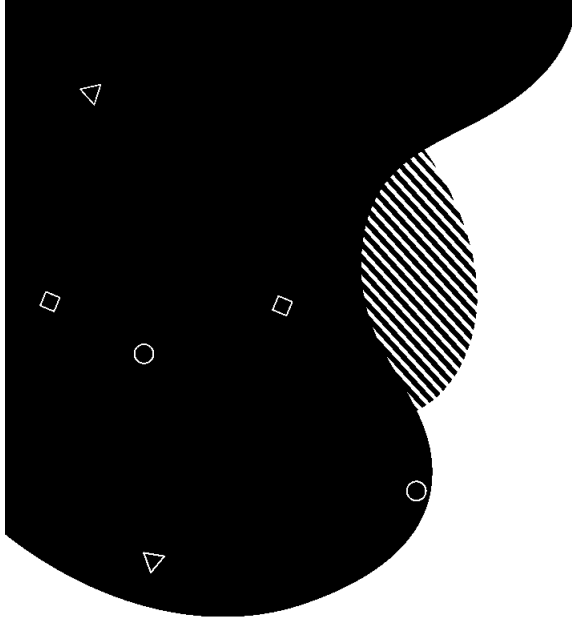
2023
**Annual
Report**



Otello Corporation ASA - Annual Report 2023

Table of contents

04	CEO letter
06	Shareholder information
10	Representation of Board of Directors
12	Report from the Board of Directors
24	Otello Group financial statements
50	Parent company financial statements
70	Auditor's report
76	Principles of corporate governance



CEO Letter

In 2023, Otello continued to return cash to its shareholders and is positioned to maximize the value of its remaining asset.

FINANCIAL OVERVIEW

In 2023, Otello continued reducing its expenses, which were down 3% vs 2022. A favorable movement in the share price of Bemobi allowed for a partial reversal of prior impairment losses, and accordingly an operating profit of USD 1,134 thousand (2022: 2,619 thousand).

As of 31 December 2023, Otello had a cash position of USD 14,576 thousand, a reduction from 2022 (18,373 thousand), largely due to share buybacks of USD 2,610 thousand.

RETURNING CASH TO SHAREHOLDERS

The Company's remaining goal is to maximize the value of its remaining asset, its stake in Bemobi, and return cash to its shareholders. Since June 20, 2023, Otello has been conducting a share buyback program. During 2023, a total of USD 2,610 thousand in cash was returned to shareholders through the acquisition of 3,180,027 shares.

FUTURE

Otello's strategic focus has been to build and grow companies with the ambition to create the highest possible

value for our shareholders. We saw the culmination of this effort in 2021 where we were able to both IPO Bemobi on the Bovespa in Brazil at a significant premium to our initial purchase price, as well as sign and close a transaction selling AdColony to Digital Turbine.

In Bemobi, Otello remains the biggest shareholder and is positive about the prospects of the business. Otello will have an opportunistic view on its financial investment in the company. Otello has, as a result of the transactions above and proceeds received, already repaid all our debt, launched and completed share buybacks accessible to all shareholders of over USD 166 million since 2021 and paid in 2022 nearly USD 200 million in dividend to our shareholders. Going forward, the goal is to maximize the value of all our remaining assets and continue to aggressively return cash to shareholders, most likely through a combination of share buybacks and dividends.

Jason Hoidal



Investor Relations

KPI [2019-2023]	2019	2020	2021	2022	2023
Revenue (\$ million)	240.7	259.0	0.1	0.2	0.0
Adjusted EBITDA (\$ million)	19.4	25.4	(6.3)	(3.4)	(3.7)
Operating cash flow (\$ million)	(0.2)	19.1	4.8	(1.6)	(3.3)

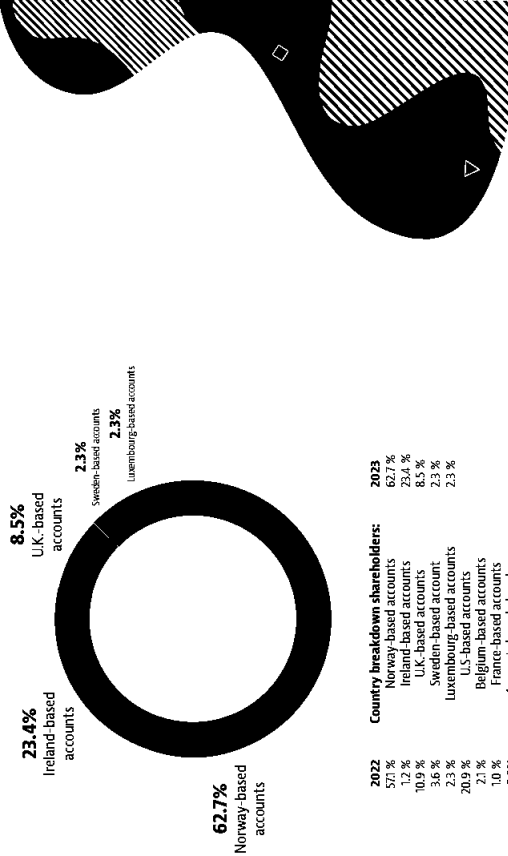
Adjusted EBITDA represents EBITDA excluding stock-based compensation expenses, impairment and restructuring expenses

INVESTOR RELATIONS POLICY

Communication with shareholders, investors, and analysts, both in Norway and abroad, is a high priority for Otello. The company's objective is to ensure that the financial markets have sufficient information about the company in order to be able to make informed decisions about the company's underlying value.

LARGEST SHAREHOLDERS at December 31, 2023

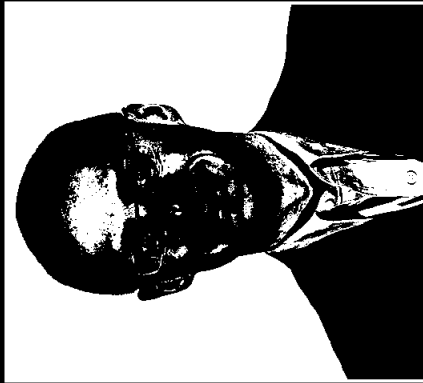
SHAREHOLDER	Shares
SAND GROVE OPPORTUNITIES AS	31.3 %
CITIBANK, N.A.	20.6 %
GOLDMAN SACHS INTERNATIONAL	7.6 %
VERDIPAPIRFONDET DNB TEKNOLOGI	7.0 %
AREPO AS	5.7 %
OTELLO CORPORATION ASA	3.5 %
VERDIPAPIRFONDET NORDEA NORGE VERO	2.2 %
BANK PICTET & CIE EUROPEI AG	2.1 %
SKANDINAVISKA ENSKILDA BANKEN AB	2.1 %
BNP PARIBAS	1.4 %





Executive Team

Otello Corporation ASA



Jason Hoida
Chief Executive Officer

Jason Hoida is the Chief Executive Officer at Otello Corporation ASA, a position he has held since January 2024. Mr. Hoida has extensive experience in the software and tech industry and has held the position of General Counsel at Opera Software ASA from 2009-2016 and at Otello Corporation from 2016. Prior to his joining Opera he was an associate at the law firm Wilkberg Rein in the Technology, Media and Telecom department.

Mr. Hoida holds a law degree from Hamline School of Law in St. Paul, Minneapolis and Bachelor's Degree from Notre Dame University in South Bend, Indiana.



Scott Kerrison
Chief Financial Officer

Scott Kerrison was appointed Chief Financial Officer in January 2024. He is responsible for the overall financial management of the Group, including consolidated financial reporting, tax compliance and investor relations. Scott joined the company in 2019 and previously held the role of Head of Accounting.

Before joining Otello, Scott had worked with several of Australia's leading commercial property groups (including The GPT Group, DEXUS Property Group and Colonial First State/Gandel Retail Management) in roles spanning accounting, financial management and tax. Scott began his professional career working in the business services division for the mid-tier accounting firm William Buck (now part of Grant Thornton), providing accounting and tax services to small- and medium-sized businesses.

Since completing an honours degree in accounting and finance with Monash University, Scott has also obtained a Master of Business Administration from Melbourne Business School and a Master of Applied Finance from Kaplan University. Scott is a Chartered Accountant and a Chartered Management Accountant.

The Board of Directors

Otello Corporation ASA



André Christensen
Chairman

André Christensen has extensive strategic and operational experience from the Media, internet, and High Tech industries across Europe, North America and Asia from the last 25 years. He is currently the CEO and Founder of the IPTV/OTT entertainment platform provider Firstlight Media based in Toronto/Los Angeles/Chennai. Prior to this he headed product development for AT&T Entertainment Group following the acquisition of Quickplay Media where he was the COO and co-owner. He has also been the SVP Business Operations and Strategy at Yahoo globally after 12 years with McKinsey & Company as a partner establishing and leading the Business Technology practice in Canada as well as the Global Operating Model service line worldwide. Mr. Christensen currently holds a board position with Intermedia in Sunnyvale. He has a MSc/DiplKfm degree from University of Mannheim, Germany.



Magdalena Kadziolka
Board Member

Maggie Kadziolka is the Chief Compliance Officer at Sand Grove Capital Management, where she is responsible for U.S. and global regulatory compliance. In addition, she serves as a Board member of Sand Grove Special Purpose Fund Ltd and Sand Grove (Geyman) GP Ltd. Before joining Sand Grove in January 2019, Maggie was the Chief Compliance Officer and General Counsel at Ivory Investment Management, LLC ("Ivory"), where she was responsible for legal and regulatory support concerning U.S. and foreign matters. Prior to this, Maggie worked in Cordium's (since acquired by ACA Compliance) compliance consulting division from April 2013 until 2016, where she managed global regulatory matters for a client base of investment advisers of hedge funds, private equity funds, and fund of funds. She began her career as an attorney at a law firm founded by former SEC attorneys where her practice included SEC defense and investment adviser regulation. Maggie received a BA in Political Science and French (Cum Laude and with Honors) from New York University in 2006. In 2009, Maggie obtained her J.D. (Magna Cum Laude) from New York Law School, where she was also a member of the Law Review.



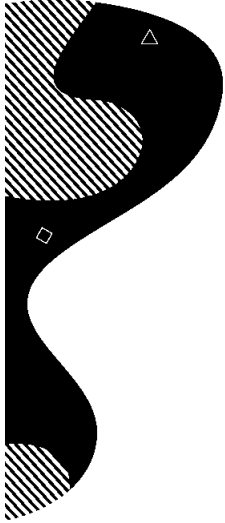
Karin Fløistad
Board Member

Karin Fløistad is presently partner in one of Norway's largest corporate law firms, Simonsen Voegt Wig AS, and head of the of the Independent Appeals Body for Competition Cases in Norway. She has extensive experience litigating cases in the CEU and in the EFTA Court and has also given advice in a number of years to both governmental and private clients as a practicing lawyer. She is also qualified to plead before the Supreme Court in Norway and she provides on a regular basis academic services for the law faculty at the University of Oslo.



Lin Song
Board Member

Lin Song is the Co-CEO at Opera Limited, a NASDAQ listed company, and a former employee of Otello from its former days as Opera Software ASA, beginning at the company in 2002. Lin Song has been responsible for various high-profile projects at Opera, including holding the position of Director of Delivery and Engineering in APAC. Prior to Opera's browser and consumer business being privatized and later listed on the NASDAQ, Lin Song served as its COO responsible for business operations, and since the listing has become the Co-CEO of the company. He graduated in 2004 from the University of International Business and Economics in Beijing, China.



Report from the Board of Directors

Otello's strategic focus has been to build and grow companies with the ambition to create the highest possible value for our shareholders. We saw the culmination of this effort in 2021 where we were able to both IPO Bemobi on the Bovespa in Brazil at a significant premium to our initial purchase price, as well as sign and close a transaction selling AdColony to Digital Turbine.

In Bemobi, Otello remains the biggest shareholder and is positive about the prospects of the business. Otello will have an opportunistic view on its financial investment in the company. Otello has, as a result of the transactions above and proceeds received, already repaid all our debt, launched and completed share buybacks accessible to all shareholders of over USD 166 million since 2021 and paid in 2022 nearly USD 200 million in dividend to our shareholders. Going forward, the goal is to maximize the value of all our remaining assets and continue to aggressively return cash to shareholders, most likely through a combination of share buybacks and dividends.

COMPANY OVERVIEW

Otello Corporation ASA, the parent company of the Group, is domiciled in Norway. The Company's principal offices are located at Gjerdtrums vei 19, Oslo, Norway. The company is a public limited company that is listed on the Oslo Stock Exchange under the ticker OTEC.

Corporate Costs

Corporate costs comprise primarily i) costs related to personnel working in functions that serve the Group as a whole, including CEO, Board of Directors, corporate finance and accounting, legal, HR and IT, and ii) certain costs related to business combinations and restructuring processes.

FINANCIAL SUMMARY

Income statement

Otello's operating revenues were nil in 2023 (2022: \$213 thousand). Operating expenses, excluding impairment and restructuring expenses, decreased by 3% to \$4,113 thousand (2022: \$4,261 thousand). Otello delivered Adjusted EBITDA (excluding impairment and restructuring expenses) of -\$3,705 thousand (2022: -\$3,355 thousand).

A profit before income taxes (including impairment gain and restructuring expenses) of \$7,563 thousand was recognized in 2023 (2022: \$18,163 thousand). Taxes were nil in 2023 (2022: -\$2,186 thousand). The result after tax for 2023 was \$7,563 thousand (2022: \$15,977 thousand). Basic and diluted earnings per share were both \$0.08 (2022: \$0.17).

Cash flow

Net cash flow from operating activities in 2023 totaled -\$3,310 thousand (2022: -\$1,598 thousand). Cash flow from investing activities amounted to \$2,191 thousand in 2023, vs \$791,02 thousand in 2022, with the net proceeds from the final installment from Digital Turbine's acquisition of AdColony and dividend received from Bemobi Mobile Tech S.A, partly offset by tax paid on changing the investment regime for our shares in Bemobi Mobile Tech S.A, positively affecting the prior year cashflows. Cash flow from financing activities was -\$2,716 thousand in 2023, compared to -\$228,128 thousand in 2022. Use of cash for financing activities in 2023 was mainly related to share buybacks of \$2,610 thousand.

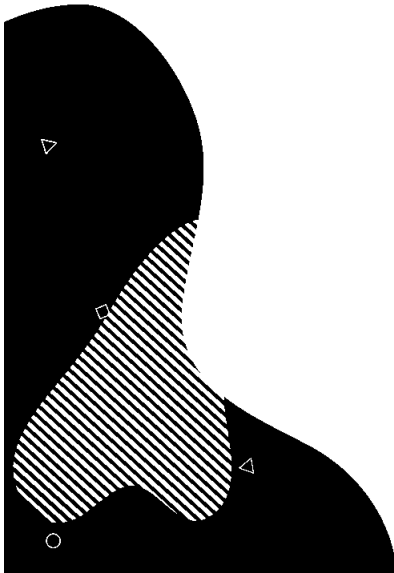
As of December 31, 2023, the Group had a cash balance of \$14,576 thousand (2022: \$18,373 thousand), and no interest-bearing debt (2022: nil).

Balance sheet

As of 31 December 2023, the Group had total assets of \$170,193 thousand (2022: \$109,800 thousand). Non-current assets represented \$95,325 thousand of this total and primarily consisted of our 37.6% ownership in Bemobi of \$94,402 thousand. Current assets such as cash and receivables represented \$14,869 thousand of total assets, of which \$14,576 thousand was cash and cash equivalents.

The Group had total liabilities of \$1,170 thousand as of 31 December 2023 (\$2,414 thousand), of which the entire \$1,170 thousand were current liabilities. Shareholders' equity was \$109,024 thousand at the end of 2023, compared with \$107,387 thousand at the end of the previous year. Otello's equity ratio at year-end was 98.9% (2022: 97.8%).





BUSINESS OVERVIEW

Since 2021, Otello has not had any operating segments. However, Otello is a major shareholder in Bemobi, and through Otello Technology Investment AS has 32 719 588 shares in Bemobi, equal to 37.6% ownership. Otello also holds the chairmanship of Bemobi with Otello's former CEO Lars Bolliesen.

CORPORATE OVERVIEW

Organization

At the close of 2023, the Otello group had 5 full-time employees and equivalents; a reduction from 6 as at the end of 2022.

Board of Directors composition

At the Annual General Meeting on June 1, 2023, André Christensen was re-elected as the chairman of the Board of Directors, and Song Lin, Magdalena Kadziolka and Karin Floistad were re-elected to the Board of Directors.

Corporate governance

The Company's guidelines for corporate governance are in accordance with the Norwegian Code of Practice for Corporate Governance, dated October 14, 2021, as required by all listed companies on the Oslo Stock Exchange. Furthermore, the guidelines meet the disclosure requirements of the Norwegian Accounting Act and the Securities Trading Act. The guidelines are included separately in the annual report. Please see the section entitled "Principles of corporate governance" for further information.

Shareholders and equity-related issues

As of December 31, 2023, Otello Corporation ASA had 91,099,729 outstanding shares. As of December 31, 2023,

the Group's equity was \$109,024 thousand (parent company: \$27,678 thousand).

Share Buyback Program

During 2023, Otello purchased 3,180,027 (2022: 10,000,000) treasury shares for \$2,610 thousand (2022: \$31,192 thousand) and sold 0 (2022: 0) treasury shares.

Shareholders

The Company had 2,764 (2022: 3,039) shareholders at year-end. At that time, 62.7% (2022: 57.1%) of the shares were held in Norway-based accounts, 23.4% (2022: 1.2%) in Ireland-based accounts, 8.5% (2022: 10.9%) in UK-based accounts, 2.3% (2022: 3.6%) in Sweden-based accounts, 2.3% (2022: 2.3%) in Luxembourg-based accounts, and 0.8% (2022: 24.9%) in accounts based elsewhere.

Dividend

The Board of Directors recommends that no dividend be paid for the 2023 financial year.

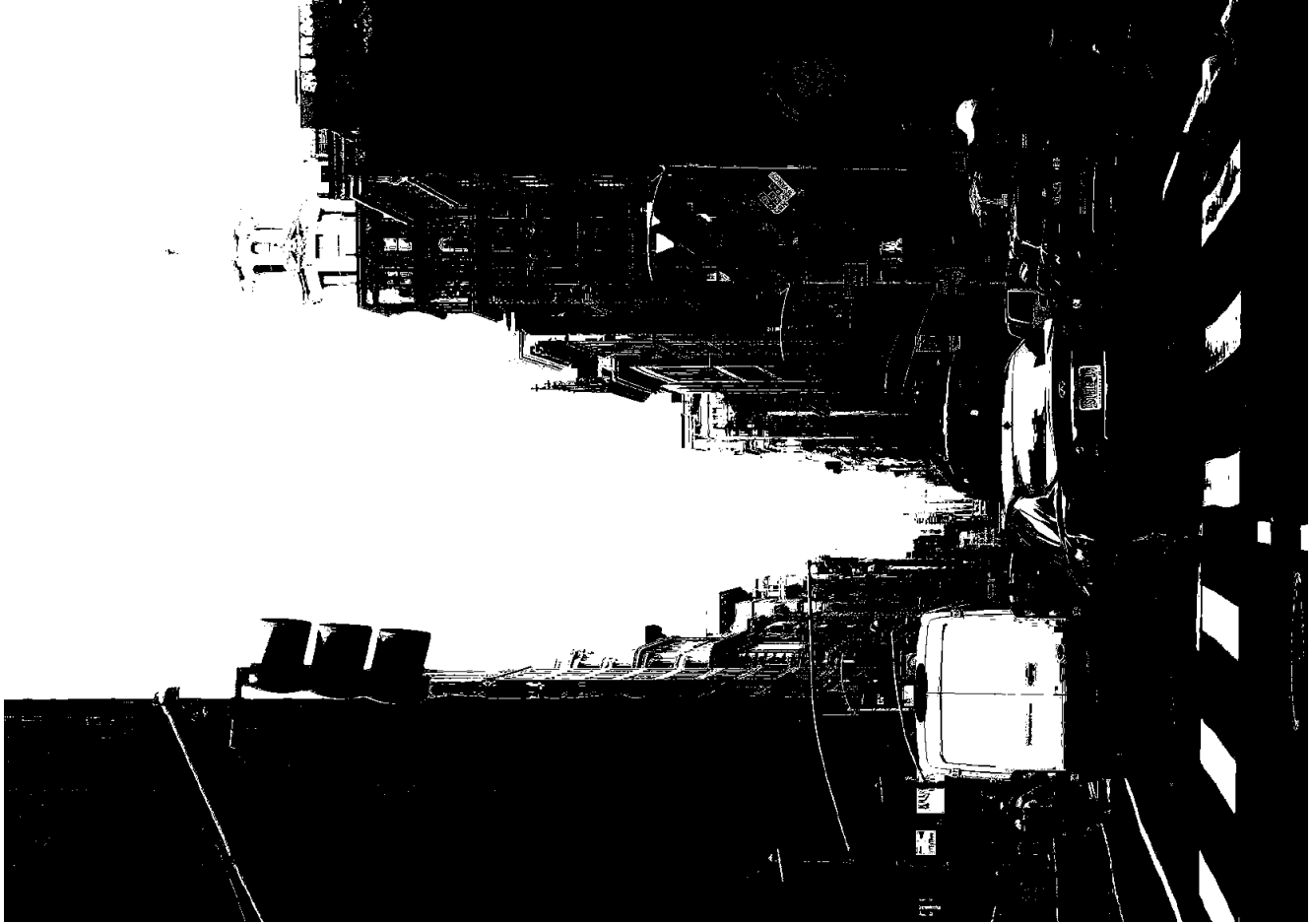
Going concern

In accordance with section 3-3a of the Norwegian Accounting Act, the Board confirms that the prerequisites for the going concern assumption exist and that the financial statements have been prepared based on the going concern principle.

Events after the reporting period

For further information on subsequent events, see note 21 of the "Consolidated financial statements".

For further information, please see the announcements published on the Oslo Stock Exchange website (www.osloboers.no).





CORPORATE SOCIAL RESPONSIBILITY

Creating a responsible and sustainable business is an integral part of everything we do at Otello. We are committed to the highest standard of social responsibility and believe that transparency and openness are key elements in obtaining a sustainable and responsible operation.

In this part of the Board of Directors report, we describe Otello's efforts and results related to corporate social responsibility (CSR). Our CSR work is focused on the following areas: Our employees, anti-corruption and the environment.

Our employees

Otello's success and innovation springs from the minds and teamwork of its employees. Our employees are our most valuable resource, and we are committed to interacting with our employees in the same way as we strive to interact with our customers, following the highest ethical standards and respect for individuality.

Otello strongly condemns discrimination. We believe that people should be treated with respect and insist on fair, non-discriminative treatment, regardless of irrelevant factors such as nationality, political views, religion, sexual orientation and gender.

We promote cultural diversity and we are proud to have 4 nationalities represented within the Group. We pride ourselves on being an international organization, where innovation and teamwork take place across borders and time zones.

We continually work to improve the gender balance in the company. At the end of 2023, 17% of the Group's staff members were women. In addition, 2 of the 4 Board of Directors of the Group are female.

The principles of equal opportunities and non-discrimination are present throughout the organization and in all company activities. When recruiting, we use assessment methods such as programming tests and test cases to give equal opportunities to all qualified applicants. Similar approaches are exercised when promoting, offering training opportunities, etc.

Labor rights at Otello

Otello respects and observes the fundamental labor rights set out in international conventions, such as the conventions of the International Labor Organization and the United Nations.

Health and safety

At Otello, we strive to offer our staff members a safe, healthy and inspiring workplace. We have a highly inter-

national workforce, where we combine the responsiveness of a flat structure with an extreme focus on results and innovation. All employees are expected to comply with safety and health regulations that apply to our business activities.

Discrimination on the bases of sickness or disability shall not occur at Otello. We work hard to meet all our employees' needs. We offer shorter working hours and other services to accommodate our employees with disabilities or other particular needs.

Otello had an average rate of absence due to sick leave of 1.7% in the parent company in 2022 (2022: 0.0%), and an estimated rate of 1.7% for the Group as a whole (2022: 0.0%).

Anti-corruption

Otello abstains from and works actively to combat corruption and bribery. Corruption distorts economic decision-making, deters investment, undermines competitiveness and, ultimately, weakens economic growth. There is no single, comprehensive, universally accepted definition of corruption. Therefore, each Otello employee must adhere to the existing laws and regulations in their country of operation. As a minimum, Otello's internal regulations apply to all employees. Controls are made to ensure that the rules are followed. Otello has put in place internal guidelines to help employees in their day-to-day operations. The following is an extract of these guidelines.

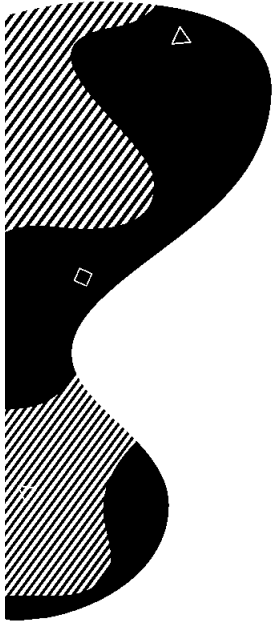
Bribery

No person acting on behalf of Otello shall attempt to influence someone in the conduct of their post, office or commission by offering an improper advantage. Nor shall improper advantage be offered to anyone for the purpose of influencing third parties in the conduct of their post, office, or commission. This includes all forms of facilitation payments.

Correspondingly, no person acting on behalf of Otello shall request, accept or receive an improper advantage in connection with his/her position or assignment or for the purpose of influencing a third party. Improper advantage can take different forms, including but not limited to money, objects, credits, discounts, travel, accommodation and other services.

Gifts

It is a normal part of business life to exchange business courtesies, such as meals, transportation, recreation, facilities or small gifts. Such an exchange of business courtesies must always follow local laws and regulations and not put any Otello employee in the position of a sense of obligation to return the favor, compromise professional judgment, or create the appearance of compromise or



obliged to familiarize themselves with the Ethical Code of Conduct when joining the company.

The Ethical Code of Conduct focuses on the following key areas: the rights and obligations of our employees, a healthy and safe working environment, anti-corruption, and the external environment.

A violation of the Ethical Code of Conduct may result in disciplinary action, up to and including termination of employment. Several of the guidelines concern actions that are also punishable offenses. The Human Resources department is responsible for following up on any possible breaches.

Transparency Act

Otello has published a Transparency Act report on its website at <https://www.otellocorp.com>

RISK FACTORS

Otello has operations across multiple markets and is therefore exposed to a range of risks that may affect its business. Some key risk areas are discussed and described below.

Financial risk

Otello will have very limited financial risk going forward as we have no operations which are consolidated into our P&L, nor do we have any interest-bearing debt.

Risk management in the Group is carried out by management and approved by the Board of Directors. Potential risks are evaluated regularly and management determines appropriate strategies related to how these risks are to be handled within the Group under the approved policies. The Group is exposed to market (currency) risk, credit risk, and liquidity risk to varying degrees.

Currency risk

The majority of the financial risk that the Group is exposed to relates to currency risk due to exchange rate fluctuations. Both revenue and operating expenses are exposed to foreign exchange rate fluctuations.

The majority of the Group's operating expenses are denominated in Norwegian kroner (NOK) or United States dollars (USD). The Group maintains cash deposits in both currencies, and no capital controls are limiting the Group's ability to exchange between these currencies, if required.

The Group's largest asset, its investment in the shares of Bemobi Mobile Tech S.A, is denominated in Brazilian reais (BRL). Accordingly, fluctuations in the exchange rate between the BRL and the Group's reporting currency, USD, can impact both the reported profit or loss and the carrying value of that investment. A small number

of corruption. Otello employees should always check with their manager or the HR department, if in doubt, and consider whether the exchange of business courtesy would be acceptable if it should become publicly known.

No person acting on behalf of Otello is allowed to accept any amount of cash or cash equivalents (such as gift certificates or market securities and similar), regardless of the sum. Correspondingly cash or cash equivalents may never be offered by Otello employees as a business courtesy, regardless of the sum.

Whistleblowing

Otello encourages freedom of speech and blowing the whistle on malpractice, fraud, illegality, or breaches of rules, regulations, and procedures or raising health and safety issues. Any Otello staff member making a whistleblowing report is protected from any repercussions, such as dismissal and other forms of reprisal. To secure an effective procedure, staff members may blow the whistle either in person or anonymously to the Work Environment Committee.

To improve communication and ensure that issues do not escalate to the point where they become a whistleblowing case, Otello focuses on the following practices:

- Communicate the Company's norms, values, and rules and regulations regarding ethical conduct.
- Create an open atmosphere by making sure that staff members have the opportunity and possibility to meet and discuss issues in formal and informal settings.
- Discuss and put questions regarding freedom of speech and whistleblowing on the agenda in internal communications.

The Environment

Otello understands the importance of supporting the environment and seeks to prevent any negative environmental impact our activities might have. Otello has incorporated its environmental policy as a part of the Ethical Code of Conduct.

Otello is committed to using environmentally safe products in the workplace, to evaluating the consumption of energy and other resources to ensure efficient use, and to ensuring the development of environmentally protective procedures.

Otello has implemented the following guidelines and reporting schemes to ensure a high ethical standard throughout the organization. The Ethical Code of Conduct is created to help employees, clients and business partners understand Otello's values and standards. Otello's reputation is created by the conduct of each individual staff member. Therefore, all staff members are

of BRL-denominated expenses are also incurred by the Group in Brazil related to this investment.

During 2023 and 2022, the Group did not use forward exchange contracts to hedge its currency risk, and Otello had not entered into any foreign exchange contracts as of December 31, 2023.

Credit risk

Credit risk is the risk of losses that the Group would suffer if a counterparty fails to perform its financial obligations. The Group's exposure to credit risk is mainly related to external receivables, which are immaterial, and accordingly credit risk is not considered significant.

The Group has limited exposure in terms of credit risk related to loans and receivables.

Liquidity risk

As of December 31, the Group had bank deposits well in excess of the recognized liabilities. Accordingly, liquidity risk is not considered significant.

Cash and cash equivalents at the end of 2023 were \$14,576 thousand. As of December 31, 2023, Otello has no outstanding loans payable.

The Group's equity was \$109,024 thousand at the end of 2023, corresponding to an equity ratio of 98.9%.

Although Otello does invest its money conservatively, all our investments are subject to risk. For example, Otello's cash and other investments placed in Norwegian financial institutions are not guaranteed by the government above NOK 2 million per institution. If the financial institution were to go bankrupt, a portion of Otello's cash or investment could be lost.

As reported in the media, on January 14, 2020, the Norwegian Consumer Council (NCC) filed a complaint to the Norwegian Data Protection Authority (DPA) against Grindr and five other companies, including AdColony, which is a supplier to Grindr. Should AdColony be liable to pay

any fines as a result of the complaint, Otello may have to carry some or all of that liability pursuant to the terms of the sale of AdColony. However, Otello has not recognized any contingent liabilities in the interim financial statements related to this matter.

Operational risk

Otello will have limited operational risk going forward as we have no operations which are consolidated into our P&L. The operational risk is limited to corporate functions as well as the management of our partly owned assets and in particular Bemobi.

Directors and Officers Liability Insurance

Otello Corporation ASA and its subsidiaries are covered by Directors and Officers liability insurance. The insurance indemnifies directors and officers for defense costs and potential legal liability arising out of claims made against them while serving on a board of directors and or as an officer. The insurance renews annually and the sum insured was USD 25 million as of December 31, 2023.

OUTLOOK

Otello's strategic focus has been to build and grow companies with the ambition to create the highest possible value for our shareholders. We saw the culmination of this effort in 2021 where we were able to both IPO Bemobi on the Bovespa in Brazil at a significant premium to our initial purchase price, as well as sign and close a transaction selling AdColony to Digital Turbine.

In Bemobi, Otello remains the biggest shareholder and is positive about the prospects of the business. Otello will have an opportunistic view on its financial investment in the company. Otello has, as a result of the transactions above and proceeds received, already repaid all our debt, launched and completed share buybacks accessible to all shareholders of over USD 166 million since 2021 and paid in 2022 nearly USD 200 million in dividend to our shareholders. Going forward, the goal is to maximize the value of all our remaining assets and continue to aggressively return cash to shareholders, most likely through a combination of share buybacks and dividends.



Report from the Board of Directors

— Parent company information only

Below, please find financial information and commentary on Otello Corporation ASA, the parent company ("Company") of the Otello Group ("Group"). Please note that the numbers and comments below are only applicable to the Company and not for the Group. However, the information described above for the Group is also applicable for the Company.

FINANCIAL SUMMARY

The Company's main activities are to serve the Group as a whole, through the following functions and services: CEO, Board of Directors, corporate finance and accounting, legal, HR and IT. The Company charges some of the costs related to these functions to subsidiaries. There was limited operational activity in both 2023 and 2022. The Company had 5 full-time employees and equivalents in 2023 (2022: 6).

Operating expenses increased by 5% in 2023. This is primarily due to a timing-related increase in other operating expenses and severance payments in the current year as part of the company's continued focus on cost control. The Company's operating loss excluding impairment gains of \$4,079 thousand (2022: loss of \$3,677 thousand) is in line with operating expenses due to there being no revenues.

The Company reported a profit before income taxes of \$5,386 thousand (2022: profit of \$20,512 thousand). The current year's result was improved by a gain of \$8,615 thousand from a reversal of prior impairment losses, primarily resulting from the increase in the share price in Bernobi Mobile Tech S.A (being the main investment of the Company's wholly-owned subsidiary, Otello Technology Investment AS) and the receipt of a group contribution of \$7,181 thousand from Otello Technology Investment AS.

Net cash flow from operating activities in 2023 totaled -\$3,472 thousand (2022: -\$2,333 thousand). Cash reserves were used to initiate a share buyback, with \$2,610 thousand being used to buy back shares from investors during 2023. The cash balance decreased by \$5,101 thousand in 2023. As of December 31, 2023, the Company had a cash balance of \$9,852 thousand (2022: \$14,988 thousand).

The Company has \$79,414 thousand in interest-bearing debt at year-end (all owed to subsidiaries) and the Company's equity ratio was 26% (2022: 24%).

It is the Board's opinion that the annual accounts provide a true and fair view of the Company's activities in 2023.

Oslo, April 18, 2024

Andre Christensen
Chairman of the Board

Karin Fløistad

Song Lin

Magdalena Kadziolka

Jason Hoida
CEO



Statement by the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer (CEO) have reviewed and approved the Board of Directors' report and the financial statements for Otello Group and Otello Corporation ASA as of December 31, 2023, (Annual Report for 2023).

The consolidated financial statements and the financial statements for the parent company have been prepared in accordance with IFRS[®] Accounting Standards as adopted by the EU and accompanying interpretations. The consolidated financial statements and the financial statements for the parent company also include certain disclosures in order to comply with certain regulations and paragraphs in the Norwegian Accounting Act and the Securities Trading Act.

To the best of our knowledge:

The consolidated financial statements and the financial statements for the parent company for 2023 have been prepared in accordance with applicable accounting standards.

The consolidated financial statements and the financial statements for the parent company give a true and fair view of the assets, liabilities, financial position and profits as a whole as of December 31, 2023, for the Group and the parent company.

The Board of Directors' report for the group and the parent company includes a true and fair review of:
· The development and performance of the business and the position of the group and the parent company
· The principal risks and uncertainties the group and the parent company face

Oslo, April 18, 2024

Andre Christensen
Chairman of the Board

Karin Fløistad

Song Lin

Magdalena Kadziolka

Jason Hoida
CEO



Consolidated statement of Comprehensive Income

USD thousands, except per share amounts	Note	2023	2022
<i>Continuing operations</i>			
Revenue		-	273
Total operating revenue		0	273
Employee benefits expense	3	(2147)	(2171)
Depreciation and amortization expenses	4	(608)	(693)
Other operating expenses	5	(1,559)	(1,396)
Total operating expenses		(4,113)	(4,261)
Operating profit (loss), excluding impairment and restructuring expenses		(4,113)	(4,049)
Impairment gains (losses) and restructuring expenses	6	5,246	6,667
Operating profit (loss)		1,134	2,619
Share of profit (loss) from associated companies	7	48,29	4,146
Other net financial items	7	1,600	11,398
Profit (loss) before income tax		7,563	18,163
Tax expense	8	0	(2,186)
Profit (loss)		7,563	15,977
Other comprehensive income:			
Items that may or will be transferred to profit (loss)		1,503	2,324
Foreign currency translation differences			
Items that will not be transferred to profit (loss)			
Foreign currency translation differences		(4,818)	(34,271)
Total comprehensive income (loss)		4,247	(15,970)
Profit (loss) attributable to:			
Owners of Otello Corporation ASA		7,563	15,977
Total comprehensive income (loss) attributable to:			
Owners of Otello Corporation ASA		4,247	(15,970)
Earnings (loss) per share:			
Basic earnings per share (USD)	9	0.08	0.17
Diluted earnings per share (USD)	9	0.08	0.17

Consolidated Group Financial Statements 2023

Otello Corporation ASA



Consolidated statement of
Financial Position

USD thousands	Note	12/31/2023	12/31/2022
Assets			
Property, plant and equipment	10	-	309
Right of use assets	11	109	219
Investments	12	95,215	89,398
Total non-current assets		95,325	89,926
Accounts receivable	21	21	52
Other receivables	272	272	1,449
Cash and cash equivalents		14,576	18,373
Total current assets		14,869	19,874
Total assets		110,193	109,800

Consolidated statement of
Financial Position

USD thousands	Note	12/31/2023	12/31/2022
Shareholders' equity and liabilities			
Equity attributable to owners of the company		109,024	107,387
Total equity		109,024	107,387
Liabilities			
Lease liabilities	11	-	83
Total non-current liabilities		0	83
Lease liabilities	11	84	108
Accounts payable		13	172
Other current liabilities	13	1,073	2,052
Total current liabilities		1,170	2,331
Total liabilities		1,170	2,414
Total equity and liabilities		110,193	109,800

Oslo, April 18, 2024

Andre Christensen
Chairman of the Board

Karin Fløistad

Song Lin

Magdalena Kadziorka

Jason Hoida
CEO



Consolidated statement of Cash Flows

USD thousands	Note	2023	2022
Cash flow from operating activities		7,563	18,163
Profit (loss) before taxes		-	11
Income taxes paid	8	408	653
Depreciation and amortization expense	4	(5,246)	(6,667)
Impairment (gains) losses recognized in profit (loss)	6	31	(4)
Changes in accounts receivable		(145)	(26)
Changes in accounts payable		(1,662)	(17,478)
Other adjustments for which cash effects are investing or financing cash flow		(214)	733
Other adjustments for non-cash items		(4,829)	(4,746)
Share of net income (loss) from associated companies	7	785	1,123
Interest income received			
Net cash flow from operating activities		(3,310)	(1,398)
Cash flow from investing activities			
Cash flows from losing control of subsidiaries		740	191,595
Dividends received	12	1,480	1,400
Income taxes paid	8	-	(13,857)
Other cash payments to acquire equity or debt instruments of other entities	12	(29)	(36)
Net cash flow from investing activities		2,191	178,102
Cash flow from financing activities			
Payments to acquire entity's shares	20	(2,610)	(31,192)
Payment of finance lease liabilities, net	11	(106)	(116)
Payments of dividends to equity holders of Otello Corporation ASA	20	-	(196,820)
Net cash flow from financing activities		(2,716)	(228,128)
Net change in cash and cash equivalents		(3,835)	(50,624)
Cash and cash equivalents (beginning of period)		18,373	79,001
Effects of exchange rate changes on cash and cash equivalents		(675)	(20,378)
FX differences related to changes in balance sheet items		713	10,375
Cash and cash equivalents ^{b)}		14,576	18,373

^{b)} Of which \$94 thousand (2022: \$103 thousand) is restricted cash as of December 31, 2023.

Consolidated statement of Changes in Equity

USD thousands (except number of shares)	Number of shares out-standing (million)	Issued capital	Share premium	Treasury shares	Trans-lation reserve	Other equity	Total equity
Balance as of 12/31/2022	91,100	209	114,750	0	(468)	(7,095)	107,286
Comprehensive income for the period							
Profit (loss)						7,563	7,563
Other comprehensive income							
Foreign currency translation differences					1,503	(4,818)	(3,316)
Total comprehensive income for the period					1,503	2,745	4,247
Treasury shares purchased	(3,180)			(2,610)			(2,610)
Balance as of 12/31/2023	87,920	209	114,750	(2,610)	1,035	(4,360)	109,024

Treasury shares and ordinary share

During 2023, Otello purchased 3,180,027 treasury shares for \$2,610 thousand, and sold 0 treasury shares for \$0.0 thousand.

During 2023, Otello issued 0 ordinary shares related to the incentive program, 0 ordinary shares related to business combinations, and 0 ordinary shares related to an equity increase. As of December 31, 2023, Otello owned 3,180,027 treasury shares.

Face value of the shares

The face value of the shares is NOK 0.02.

Reserve for treasury shares

The reserve for the Company's own shares comprises the face value cost and excess value of own shares held by the Company.

Translation reserve

The translation reserve consists of all foreign currency differences arising from the translation of the financial statements of group companies with a functional currency that is not USD, except for those differences related to the parent company, which are booked directly to other equity.

Other equity

Other equity consists of all other transactions, including but not limited to, total recognized income and expense for the current period.

Consolidated statement of Changes in Equity

USD thousands (except number of shares)	Number of shares out-standing (million)	Issued capital	Share premium	Treasury shares	Trans-lation reserve	Other equity	Total equity
Balance as of 12/31/2021	101,100	255	145,922	(25)	(2,792)	207,949	351,309
Comprehensive income for the period							
Profit (loss)						15,977	15,977
Other comprehensive income							
Foreign currency translation differences					2,324	(34,271)	(31,886)
Total comprehensive income for the period					2,324	(18,234)	(15,910)
Dividends paid						(196,820)	(196,820)
Capital decrease	(10,000)	(46)	(31,172)	(31,218)			0
Treasury shares purchased				(31,192)			(31,192)
Balance as of 12/31/2022	91,100	209	114,750	0	(468)	(7,095)	107,286

Note 1

General information

Otello Corporation ASA (the "Company") is a public limited company domiciled in Norway. The Company's principal offices are located at Gjerdrums vei 19, Oslo, Norway. The Company is listed on the Oslo Stock Exchange under the ticker OTELLO.

The consolidated financial statements of the Group for the year ended December 31, 2023, comprise the Company and its subsidiaries. These consolidated financial statements have been approved and issued by the Board of Directors on April 18, 2024, for approval by the Annual General Meeting on June 3, 2024.

Note 2

Summary of significant accounting policies

Statement of compliance and basis of the consolidated financial statements
The consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards as adopted by the EU and accompanying interpretations. The consolidated financial statements also include certain disclosures in order to comply with certain regulations and paragraphs in the Norwegian Accounting Act and the Securities Trading Act.

Basis of preparation
The consolidated financial statements are presented in U.S. dollars (USD), rounded to the nearest thousand, unless otherwise stated. As a result of rounding differences, amounts and percentages may not add due to the total. Transactions are converted from the functional currencies of the companies within the group using a monthly exchange rate to US dollars.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements. The accounting policies have been applied consistently by Group entities.

Consolidation principles

Investments in associates – associates:

Associates are entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20 and 50 percent of the voting power of another entity. The Group's investment in Bemobi Mobile Tech S.A. (Bemobi) is assessed as being an investment in an associate, with a holding as of December 31, 2023 of 32.6 percent, and is accordingly accounted for using the equity method.

Impairment

The carrying amounts of the Group's assets are reviewed at least annually to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The Group's main assessment where this has a material impact is the investment in Bemobi.

The recoverable amount for the investment in Bemobi is assessed as being the market value of the investment, where the market value is calculated by reference to the prevailing share price of Bemobi as of the reporting date.

An impairment loss is recognized if carrying amount of the investment exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive income.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount do not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Please see note 12 for further information.

Operating and segment information

Throughout the year ended December 31, 2023, the Group has been comprised of a single Corporate segment.

The Group's principal activities now involve its investment in the shares of Bemobi Mobile Tech S.A. Following the successful IPO of Bemobi on Bovespa in Brazil, the Group retained a non-controlling ownership, which currently comprises 37.6% of the outstanding shares in Bemobi.

The Group also retains rights to its Rocket Optimizer™ technology and owns some minor investments in other companies.

Critical accounting estimates and significant judgments
The preparation of consolidated financial statements in accordance with IFRS® Accounting Standards as adopted by the EU requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosures of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected within the next financial year.

Management does not consider there to be any critical accounting estimates or significant judgments in these consolidated financial statements.

New standards and interpretations not yet adopted

Certain amendments to accounting standards have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the Group. These amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Note 3

Employee benefits expense

Payroll expenses (USD thousands)	2023	2022
Salaries and bonuses	(1,615)	(1,553)
Social security cost	(266)	(309)
Pension cost	(115)	(135)
Insurance and other employee benefits	(76)	(29)
Payments to long-term contractual staff	(125)	(151)
Total	(2,147)	(2,177)
Average number of full time equivalents	5	6

The Norwegian companies in the Group are obliged to follow the Mandatory Occupational Pensions Act and these companies' pension schemes follow the requirements as set in the Act.

Compensation to the CEO and Chairman of the Board

The Incoming CEO has waived his rights under Section 15-16 of the Norwegian Working Environment Act of 2005 relating to employees' protection, termination of employment contracts, etc.

As compensation, the Incoming CEO is entitled to receive a termination amount of twelve months' base salary if the employment contract is terminated by the Company.

As of December 31, 2023, there was no existing severance agreement between Otello and the Chairman of the Board.

The Group has not given any loans or security deposits to the CEO, the Chairman of the Board or their related parties.

A bonus program exists for the senior executive team at Otello. For each individual executive, a limit is set for the amount of bonus that can be achieved. The size of the bonus payment is dependent on actual company performance compared to a set of predefined targets.

The bonus program and predefined targets are approved by the Remuneration Committee and the Board of Directors.

No bonuses have been accrued for senior executives in the consolidated financial statements for 2023.

Compensation to executive management in 2023

<i>(USD thousands)</i>	Remuneration	Salary	Bonus	Other compensation	Pension	Benefit exercised options/RSUs	Total compensation
Executive Management							
Lars Bollesen, CEO to 31 December 2023	-	462.74	-	434.09	68.56	-	965.38
Petter Lade, CEO to 31 December 2023	-	162.91	-	136.25	15.85	-	315.01
The Board of Directors							
Andre Christensen, Chairman	64.15	-	-	-	-	-	64.15
Magdalena Kadziolka, Board Member	-	-	-	-	-	-	-
Karin Flaksrud, Board Member	28.88	-	-	-	-	-	28.88
Maria Borge Andreassen, Board Member to 1 May 2023	13.41	-	-	-	-	-	13.41
Song Lin, Board Member	26.04	-	-	-	-	-	26.04
The Nomination Committee							
Simon Davies, Chairman	-	-	-	-	-	-	-
Jakob Iqbal, Member	2.84	-	-	-	-	-	2.84
Karl Sautland, Member	2.84	-	-	-	-	-	2.84
Total	138.16	625.65	-	570.34	84.41	-	1,418.55

Other compensation presented above includes an accrual for the first year of severance payment that was agreed between the board and the outgoing CEO as part of his transition into an advisor role. Other compensation also includes a severance payment to the outgoing CFO equal to nine months salary. The incoming CEO received no remuneration during the year in his capacity as CEO.

Members of Executive Management are included in the Company's employee pension scheme, which is a defined contribution plan.

There has been no compensation or other economic benefit provided in 2022 or 2023 to any member of the Executive Team or Board of Directors from the Company or any business owned by the Company, except that mentioned above. In 2022 and 2023, there has been no significant additional compensation given to directors with regard to special services performed outside of their normal function.

Compensation to executive management in 2022

<i>(USD thousands)</i>	Remuneration	Salary	Bonus	Other compensation	Pension	Benefit exercised options/RSUs	Total compensation
Executive Management							
Lars Bollesen, CEO	-	451.67	228.92	293.9	70.41	-	780.19
Petter Lade, CEO	-	200.22	51.23	2.27	18.76	-	278.47
The Board of Directors							
Andre Christensen, Chairman	62.95	-	-	-	-	-	62.95
Magdalena Kadziolka, Board Member from 2 June 2022	-	-	-	-	-	-	-
Anooj Unniket, Board Member to 2 June 2022	-	-	-	-	-	-	-
Karin Flaksrud, Board Member from 2 June 2022	18.51	-	-	-	-	-	18.51
Bright Midibus, Board Member to 2 June 2022	10.58	-	-	-	-	-	10.58
Maria Borge Andreassen, Board Member	30.91	-	-	-	-	-	30.91
Song Lin, Board Member	26.23	-	-	-	-	-	26.23
The Nomination Committee							
Simon Davies, Chairman	-	-	-	-	-	-	-
Jakob Iqbal, Member	3.12	-	-	-	-	-	3.12
Karl Sautland, Member	3.12	-	-	-	-	-	3.12
Total	155.43	651.89	286.15	314.7	89.16	-	1,240.9

Presented above are the bonuses earned in 2021 and paid in 2022, which are based on the 2021 results.

Shares owned by members of the Board and the Chief Executive Officer as of December 31, 2023

Name	Commission	Shares	Total
Andre Christensen	Chairman	42	42
Karin Flaksrud	Board Member	-	-
Magdalena Kadziolka	Board Member	-	-
Song Lin	Board Member	0	0
Lars Bollesen	CEO to 31 December 2023	261	261
Jason Holda	CEO from 31 December 2023	12	12
Total		315	315

The outgoing CEO owns 260 073 shares via his fully owned company HIST INVEST AS.

Shares owned by other members of Executive Management as of December 31, 2023

Name	Title	Shares	Total
Petter Lade	CFO to 31 December 2023	67	67
Total		67	67

The outgoing CFO owns 66 888 shares after exercising the forward contract he held to acquire those shares at an average price of NOK 8,2406 per share.

Shares owned by members of the Board and the Chief Executive Officer as of December 31, 2022

Name	Commission	Shares	Total
Andre Christensen	Chairman	42	42
Karin Flaksrud	Board Member	-	-
Maria Borge Andreassen	Board Member	11	11
Magdalena Kadziolka	Board Member	-	-
Song Lin	Board Member	0	0
Lars Bollesen	CEO	261	261
Total		314	314

Shares owned by other members of Executive Management as of December 31, 2022

Name	Title	Shares	Total
Petter Lade	CFO to 31 December 2023	0	0
Total		0	0

Note 4

Depreciation and amortization expenses

Depreciation and amortization expenses [USD thousands]	Note	2023	2022
Property, plant and equipment	10	(293)	(584)
Right of use assets	11	(115)	(108)
Total		(408)	(692)

Note 5

Other operating expenses

Other operating expenses [USD thousands]	Note	2023	2022
Audit, legal and other advisory services		(53)	(73)
Insurance		(216)	(266)
Purchase of equipment, not capitalized		(194)	(236)
Rent and other office expenses		(82)	25
Filing expenses, excl. depreciation cost		(55)	(58)
Other expenses		(421)	(140)
Total		(1,559)	(1,398)

Auditor remuneration

The following table shows audit fees for the current and prior year. For all categories the reported fee is the recognized expense in other operating expenses for the year to the external auditor, PwC.

Audit fees [USD thousands]	Note	2023	2022
Statutory audit		(15)	(15)
Tax advisory services		(12)	(12)
Other services		(11)	(11)
Total		(73)	(73)

Note 6

Impairment gains (losses) and restructuring expenses

Following the successful IPO of the Bemobi business on Bovespa in Brazil in 2021, the Group is now a major shareholder in Bemobi Mobile Tech S.A with an ownership of 37.6%. The investment in Bemobi Mobile Tech S.A is recognized using the equity method, and the fair value of the investment has been reassessed based on the share price of that business as of December 31, 2023.

With a price per share of 14.00 Brazilian real as of that date, a gain of USD 7251 thousand has been recognized by reducing part of the previously recognized impairment.

See Note 12 for further information regarding the Bemobi Mobile Tech S.A investment.

Impairment gains (losses) [USD thousands]	Note	2023	2022
Bemobi Mobile Tech S.A shares	12	5,246	6,667
Total		5,246	6,667

Other than the impairment testing described above, there is otherwise no indication of impairment of other assets that would require further impairment testing as of December 31, 2023 under IAS 36.

Note 7

Net financial items

[USD thousands]	Note	2023	2022
Share of profit (loss) from associated companies	12	4,829	4,146
Other net financial items		785	1,723
Interest income		(4)	(7)
Interest expenses		137	10,747
Net FX gains (losses)		(80)	(57)
Other net financial income (expense)		740	(409)
Gain (loss) sale of shares		22	-
Dividends received		-	-
Total other net financial items		1,600	11,998
Total net financial items		6,430	15,544

During the year ended December 31, 2023, the Group realised a gain of \$740 thousand, relating to a refund of VAT that had previously been paid on services provided to the Group outside of Norway.



Note 8

Taxes

	2023	2022
Income tax expense recognized in the statement of comprehensive income:		
Current tax	0	(2)
Tax paid for change of investment regime in Brazil	-	(3,857)
Impact of changes in foreign exchange rate	-	1,511
Changes in deferred taxes	-	10,162
Income tax expense	0	(2,186)

Deferred tax assets (liabilities) and changes during the year

	Balance 1/1/23	Posted to statement of comprehensive income directly to income the equity operations	Disposals to discontinued operations	Balance 12/31/23
2023 (USD thousands)				
Accrual of tax on capital gain in Brazil	0	-	-	0
Total related to temporary differences	0	-	-	0
Net deferred tax assets (liabilities) recognized in the statement of financial position	0	-	-	0

	Balance 1/1/22	Posted to statement of comprehensive income directly to income the equity operations	Disposals to discontinued operations	Balance 12/31/22
2022 (USD thousands)				
Accrual of tax on capital gain in Brazil	(10,162)	10,162	-	0
Total related to temporary differences	(10,162)	10,162	-	0
Net deferred tax assets (liabilities) recognized in the statement of financial position	(10,162)	10,162	-	0

The Group's gross tax loss carryforwards expire as follows:

(USD thousands)	Norway	Total
No expiration deadline	6,720	6,720
Total	6,720	6,720

Reconciliation of effective tax rate (USD thousands)

	2023	2022
Profit (loss) before tax	7,563	18,163
Income tax using the corporate income tax rate in Norway (22% / 22% in 2022)	(1,664)	(3,996)
Effect of tax rates outside Norway different from 22% / 22%	(1)	2,057
Effect of non-taxable and non-deductible items	3,946	(3,728)
Effect of non-recognition of certain deferred tax assets	(2,282)	(581)
Use of prior tax losses	-	4,068
Other effects	1	(6)
Total tax expense for the year	0	(2,186)
Effective tax rate	0.0%	12.0%

The effective tax rate in 2023 of 0.0% differs from the statutory rate of 22.0% due to the following key items:

- The contribution of the share of profit (loss) from associated companies and the partial reversal of the prior impairment of the investment in Bemobi shares are considered as permanent differences and are non-taxable for income tax purposes in Norway.

Note 9

Earnings per share

	2023	2022
Earnings (loss) per share:		
Basic earnings (loss) per share (USD)	0.08	0.17
Diluted earnings (loss) per share (USD)	0.08	0.17
Shares used in earnings per share calculation	89,875,826	93,565,482
Shares used in earnings per share calculation, fully diluted	89,875,826	93,565,482

Earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted ordinary shares on issue during the period.

Note 10

Property, plant and equipment

	2023	2022
<i>(USD thousands)</i>		
Acquisition cost	6,506	7,088
Acquisition cost as of 1/1	(160)	(582)
Translation differences	6,346	6,506
Accumulated depreciation and impairment losses	(6,197)	(6,108)
Depreciation and impairment losses as of 1/1	(293)	(584)
Translation differences	144	495
Accumulated depreciation and impairment losses as of 12/31	(6,346)	(6,197)
Net book value as of 12/31	0	309
Depreciation for the year	(293)	(584)

Note 11

Right-of-use assets and lease liabilities

The lease liability and right of use asset relates to the Group's office in Oslo, Norway. The lease expires November 30, 2024.

	2023	2022
<i>(USD thousands)</i>		
Lease liabilities	190	310
Balance as of 1/1	5	13
Additions	(9)	(23)
Translation differences	(106)	(116)
Lease payments	4	7
Interest expense on lease liabilities	84	190
Lease liabilities as of 12/31	84	190
Of which:		
Current lease liabilities (less than 1 year)	84	108
Non-current lease liabilities (more than 1 year)	-	83
Balance as of 12/31	84	190
Right of use assets <i>(USD thousands)</i>	219	314
Balance as of 1/1	5	13
Additions	(115)	(108)
Depreciation	109	219
Right of use assets as of 12/31	109	219
Depreciation for the year	(115)	(108)

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful life of each leased asset. The estimated useful life is considered to be the term of the contract for each leased asset.

	2023	2022
<i>(USD thousands)</i>		
IFRS 16 effects on the consolidated statement of comprehensive income for the year	(52)	(116)
Operating lease expenses recognized under operating expenses decreased	57	108
Depreciation expense increased as a result of depreciation of ROU assets	2	7
Net interest expense increased as a result of recognition of the lease liability	(11)	(23)
Translation differences	(4)	(24)
Net effect	(4)	(24)

Future lease payments
The future minimum lease payments under non-cancellable lease contracts are as follows:

	2023	2022
Payments for leased premises:	113	112
Less than one year	-	84
Between one to five years	-	-
More than five years	-	-
Total	113	196

Note 12 Investments

The table below gives a breakdown of the total amount of other investments recognized.

<i>(USD thousands)</i>	2023	2022
Investment in Bemobi Mobile Tech S.A (associate)	94,402	88,590
Investments in other shares	813	808
Total	95,215	89,398

Investment in Bemobi Mobile Tech S.A

Following the successful IPO of Bemobi on Bovespa in Brazil, the Group became a major shareholder in Bemobi Mobile Tech S.A with an ownership of 36.0%. During 2023, Bemobi Mobile Tech S.A cancelled the shares that it had bought back from shareholders, leading to the group having an ownership of 34.8% as of December 31, 2023.

Key financial information regarding Bemobi Mobile Tech S.A

<i>(BRL million)</i>	2023	2022
Revenue	1,307.8	1,475.8
EBIT	94.8	98.7
Net profit (loss)	86.9	85.6
Assets	1,443.4	1,349.3
Non-current liabilities	42.4	31.7
Current liabilities	314.6	259.1
Equity	1,086.3	1,058.5
Otello's share of equity in BRL	408.5	383.0
Otello's share of equity in USD	84.2	72.1

The investment in Bemobi Mobile Tech S.A is recognized using the equity method.

<i>(USD thousands)</i>	2023	2022
Balance as of 1/1	88,590	89,441
Initial recognition under the equity method		0
<i>Movements reflected through the statement of comprehensive income</i>		
Share of the profit (loss)	6,660	5,968
Amortization of excess values	(1,210)	(1,788)
Impairment	5,306	5,616
<i>Other movements</i>		
Dividends received	(1,571)	(1,400)
Translation difference	(2,852)	(9,246)
Balance as of 12/31	94,402	88,590

A reconciliation of the cumulative reported balance of the investment in Bemobi Mobile Tech S.A is as follows.

<i>(USD thousands)</i>	2023	2022
Balance as of 1/1	133,198	133,198
Initial recognition under the equity method		
Share of the profit (loss)	16,593	10,264
Amortization of excess values	(4,996)	(3,374)
Dividends received	(2,758)	(1,256)
Translation difference	(21,847)	(18,141)
Impairment	(25,762)	(32,101)
Balance as of 12/31	94,402	88,590

The fair value of the investment in Bemobi Mobile Tech S.A has been assessed based on the closing share price of that business as reported by Bovespa in Brazil at the end of each reporting period. The fair value is considered a Level 1 valuation.

	2023	2022
Fair value as of 12/31	94,402	88,590
Share of profit (loss) from associated companies	2023	2022
Share of the profit (loss)	6,483	5,971
Amortization of excess values	(1,654)	(1,825)
Share of profit (loss) from associated companies	4,829	4,146

The values reported for the Share of profit (loss) and Amortization of excess values differ between the tables in this note due to the different exchange rate that is used for translation of items in the Statement of Financial Position (a period-end rate) compared to that which is used for translation of items in the Statement of Comprehensive Income (an average rate).

Investments in other shares

Otello owns 1.02% of the shares in Alliance Venture Spring AS and approximately 0.05% of the shares in Life360, Inc. which merged with Zen Labs, Inc. during 2019. Otello owned shares in Zen Labs Inc. prior to this merger. The recognized value of the investments in other shares is 883 thousand. Management has not determined the fair value of these investments, as they are not material for the group. Alliance Venture Spring is a Norwegian venture capital firm investing in early stage technology companies. Life360 provides location-based services, sharing and notifications application to consumers globally, including integrated driving safety features and tools like Crash Detection and Roadside Assistance. Investments in other shares are recognized at cost.

Note 13

Other current liabilities

Other current liabilities (USD thousands)	Note	2023	2022
Accrued bonuses, commission and other employee benefits		642	1,071
Accrued operating expenses		303	113
Public duties payable		108	165
Stock-based compensation liability		-	681
Other current liabilities		20	20
Total		1,073	2,052

Note 14

Contingent liabilities

GDPR complaint filed with the Norwegian Data Protection Authority (DPA)
 As reported in the media, on January 14, 2020, the Norwegian Consumer Council (NCC) filed a complaint to the Norwegian Data Protection Authority (DPA) against Otello ASA, our parent company, as a supplier of services. The complaint concerns the processing of personal data by Otello ASA and AdColony AS, our subsidiary, in connection with the NCC's complaint. The DPA, AdColony AS, and Otello ASA are looking into the NCC's complaint and will provide further information if and when necessary. The Company has not recognized any contingent liabilities in the financial statements related to this matter.

Material Indemnification-Related Post-Earnout Obligations from the Sale of AdColony
 Below is a summary of material indemnification-related obligations of Otello Corporation ASA ("Otello") under that certain Share Purchase Agreement, dated February 26, 2021 (the "SPA"), between Otello, Digital Turbine, Inc. ("DT") and AdColony Hold- ing AS ("AdColony"), following the settlement of DT's earnout obligations under the SPA. The summary below does not purport to be a complete and accurate summary of Otello's obligations under the SPA. For a complete understanding of all of Otello's obligations under the SPA, reference should be made to the full text of the SPA, which can be found at: <https://ir.digitalturbine.com/sec-filings/all-sec-filings/content/0001046592-21-060933/0001046592-21-060933.pdf>

None of the indemnification obligations of Otello, as presented below, has been recognized as liabilities in the financial statement as it has yet to be confirmed whether Otello has a present obligation that could lead to an outflow of economic benefits, nor does the indemnification obligations of Otello meet the recognition criteria in IAS 37 as it is not probable that an outflow of economic benefits will happen at this stage.

- Indemnification Obligations of Otello*
- Otello is obligated to indemnify (subject to certain limitations) DT and its affiliates for losses related to the following matters:
- (i) breaches or inaccuracies of certain representations and warranties;
 - (ii) breaches of certain covenants by Otello and AdColony;
 - (iii) certain specified matters, including:
 - (a) the operations and subsequent sale of Skyfire Labs, Inc.; and
 - (b) certain specified matters, consisting of:
 - (A) an action for a claim under the Children's Online Privacy Protection Act;
 - (B) fines levied by the Norwegian Data Protection Authority pursuant to certain data privacy matters;
 - (C) fines arising from a civil investigation by the Federal Trade Commission in connection with certain data privacy matters;
 - (D) a claim for breaches of certain non-solicitation obligations of AdColony and its subsidiaries; and
 - (E) a harassment claim against a former executive of AdColony.

Note 15

Alternative performance measures

Alternative performance measures
 Otello discloses alternative performance measures as part of its financial reporting as a supplement to the financial statements prepared in accordance with IFRS. Otello believes that the alternative performance measures provide useful supplemental information to management, investors, financial analysts and other stakeholders, and are meant to provide an enhanced insight into the financial development of Otello's business operations and to improve comparability between periods.

EBITDA and EBIT terms are presented as they are commonly used by investors and financial analysts. Certain items are excluded in the alternative performance measures. Adjusted EBITDA and Normalized EBIT to provide enhanced insight into the underlying financial performance of the business operations and to improve comparability between different periods.

Alternative performance measures:

Operating profit:
 This comprises revenues minus publisher and revenue share cost.

EBITDA:
 This is short for Earnings before financial items, taxes, depreciation and amortization. EBITDA corresponds to Operating profit (loss), (EBIT) in the Consolidated statement of comprehensive income excluding depreciation and amortization expenses.

Adjusted EBITDA:
 This represents EBITDA excluding stock-based compensation, impairment and restructuring expenses. Adjusted EBITDA corresponds, therefore, to Operating profit (loss), (EBIT) in the Consolidated statement of comprehensive income excluding depreciation and amortization, stock-based compensation, and impairment and restructuring expenses.

EBIT:
 This is short for Earnings before financial items. This is presented both including and excluding impairment and restructuring expenses in the Consolidated statement of comprehensive income. In the KPIs section of this report and the reconciliation below, EBIT represents earnings before financial items including impairment and restructuring expenses, and corresponds to Operating profit (loss), (EBIT) in the Consolidated statement of comprehensive income.

See below for reconciliations from Operating profit to EBITDA and Adjusted EBITDA for all periods presented.

The table below presents a reconciliation of profit (loss) to Adjusted EBITDA.

Reconciliation of gross profit (USD thousands)	2023	2022
Total operating revenue	0	273
Publisher and revenue share cost	0	0
Gross profit	0	273
Reconciliation of operating profit (loss) to EBITDA and adjusted EBITDA (USD thousands)	2022	2021
Operating profit (loss), (EBIT)	1,134	2,619
Depreciation and amortization expenses	408	693
Impairment gains (losses)	(5,246)	(6,667)
EBITDA	(3,705)	(3,355)
Restructuring expenses	0	0
Stock-based compensation expenses	0	0
Adjusted EBITDA	(3,705)	(3,355)

Note 16

Assets

Non-current assets by location (USD thousands)	2023	2022
Non-current assets located in Brazil	94,402	88,590
Non-current assets located in Norway	665	1,077
Non-current assets located in United States	257	266
Total	95,325	89,926

For investments in shares in equity-accounted associates and unrelated parties, the location is based on where those companies are based, without any trading of the underlying location of their assets.

The vast majority of the value of non-current assets is related to the investment in Bemobi Mobile Tech S.A. See Note 17 for further information.

Note 17

Financial risk and financial instruments

Capital management

The Company's policy has been to maintain a high equity-to-asset ratio and to maintain a solid capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

Financial risk

Risk management in the Group is carried out by management and approved by the Board of Directors. Potential risks are evaluated on a regular basis and management determines appropriate strategies related to how these risks are to be handled within the Group under the approved policies. The Group is exposed to market (currency) risk, credit risk and liquidity risk to varying degrees.

Currency risk

The majority of the financial risk that the Group is exposed to relates to currency risk due to exchange rate fluctuations. Both revenue and operating expenses are exposed to foreign exchange rate fluctuations.

The majority of the Group's operating expenses are denominated in Norwegian kroner (NOK) or United States dollars (USD). The Group maintains cash deposits in both currencies, and there are no capital controls limiting the Group's ability to exchange between these currencies, if required.

The Group's largest asset, its investment in the shares of Bemobi Mobile Tech S.A, is denominated in Brazilian reais (BRL). Accordingly, fluctuations in the exchange rate between the BRL and the Group's reporting currency, USD, can impact both the reported profit or loss and the carrying value of that investment. A small number of BRL-denominated expenses are also incurred by the Group in Brazil related to this investment.

Foreign exchange contracts

During 2023 and 2022, the Group did not use forward exchange contracts to hedge its currency risk, and Otello had not entered into any foreign exchange contracts as of December 31, 2023.

Credit risk

Credit risk is the risk of losses that the Group would suffer if a counterparty fails to perform its financial obligations. The Group's exposure to credit risk is mainly related to external receivables, which are immaterial, and accordingly credit risk is not considered significant.

Loans and receivables

The Group has limited exposure in terms of credit risk related to loans and receivables.

Liquidity risk

As of December 31, the Group had bank deposits well in excess of the recognized liabilities. Accordingly, liquidity risk is not considered significant.

Credit facility

As at December 31, 2023, Otello has no outstanding loans payable.

Note 18

Corporate structure

Below is a list of group companies in the Otello group as at December 31, 2023:

Entity name	Location	Country	Segment	Owner and voting share
Otello Corporation ASA	Oslo	Norway	Corporate	Listed
Directly owned subsidiaries				
Otello Technology Investment AS (formerly Bemobi Holding AS)	Oslo	Norway	Corporate	100%
Indirectly owned subsidiaries				
None				

During the year ended December 31, 2023, the directly owned subsidiaries Skyfire Labs, Inc. and Performance & Privacy Ireland Ltd entered liquidation after settling all liabilities and transferring their remaining assets to their parent company, Otello Corporation ASA.

Note 19

Related parties

Bemobi

The Group holds a 37.6% equity interest in Bemobi Mobile Tech S.A through common shares. Please see Note 12 for further details on the status of this equity interest. The Group committed to provide accounting and legal support to Bemobi on a transitional basis during 2023, which was priced on an arm's-length basis and all outstanding balances are settled within normal commercial terms.

Members of the Board of Directors and Executive Management

The Group has not entered in any related party transactions with any members of the Board of Directors of Otello Corporation ASA or Otello Group executive management.

Members of the Board of Directors and Executive Management of the Group and their immediate relatives controlled 0.4% (2022: 0.3%) of the Group's voting share as per December 31, 2023.

Information regarding compensation for the Board of Directors and executive management can be found in Note 3.

Note 20

Shares and shareholder information

As of December 31, 2023, Otello had a share capital of NOK 1 827 994,538 (USD 184 987) divided into 91 099 729 ordinary shares with a nominal value of NOK 0.02 each (USD 0.002). All ordinary shares have equal voting rights and the right to receive dividends.

The annual general meeting of the Company on June 1, 2023, authorized the Board of Directors of Otello Corporation ASA (the "Company") to acquire shares in the Company. The maximum value of the shares which the Company may acquire pursuant to the authorization is a total face value of NOK 182 199. The minimum amount which may be paid for each share acquired pursuant to this power of attorney is NOK 5, and the maximum amount is NOK 200. The shares purchased through the share buyback program may be disposed of to meet obligations under employee incentive schemes, as part of the consideration payable for acquisitions made by the Company, as part of consideration for any mergers, divestitures or other transactions, or for the Company to raise funds for specific investments, for the purpose of paying down loans, or in order to strengthen the Company's capital base.

The above authorization is valid up to and including June 30, 2024.

Treasury shares and ordinary shares

During 2023, Otello purchased 3 180 027 (2022: 10 000 000) treasury shares for \$2,610 thousand (2022: \$31,192 thousand), and sold 0 (2022: 0) treasury shares for \$0.0 thousand (2022: \$0.0 thousand).

As of December 31, 2023, Otello owned 3 180 027 treasury shares (December 31, 2022: 0).

Dividends

Otello did not pay a dividend in 2023.

The Board of Directors proposes that the 2023 Annual General Meeting does not approve any dividend payment.

Ownership structure

The 20 largest shareholders of Otello Corporation ASA shares as of December 31, 2023, were as follows:

	2023	2023	2022
	Shares	Owner's and voting share %	Owner's and voting share %
<i>[In thousands of shares]</i>			
SAND GROVE OPPORTUNITIES AS	28,480	31.3%	31.3%
CITIBANK, N.A.	18,795	20.6%	0.1%
GOLDMAN SACHS INTERNATIONAL	7,097	7.8%	4.8%
VERDIPAPIRFONDET DNB TEKNOLOGI	6,385	7.0%	7.0%
AREPO AS	5,399	5.7%	5.7%
OTELLO CORPORATION ASA	3,769	3.5%	0.0%
VERDIPAPIRFONDET NORDEA NORGE VERD	2,041	2.2%	2.2%
BANK FRICTET & CIE (EUROPE) JAG	1,921	2.1%	0.0%
SKANDINAVISKA ENSKILDA BANKEN AB	1,901	2.1%	2.1%
BNP PARIBAS	1,301	1.4%	0.0%
BONHEUR ASA	1,277	1.3%	1.3%
VERDIPAPIRFONDET NORDEA AVKASTNING	789	0.9%	0.9%
THE NORTHERN TRUST COMP, LONDON BR	784	0.9%	0.9%
GMDC AS	567	0.6%	0.0%
NORDNET LIVSFORSIKRING AS	557	0.6%	0.1%
BÆKKELAGET HOLDING AS	500	0.5%	0.6%
AS SUKA	500	0.5%	0.0%
VERDIPAPIRFONDET NORDEA KAPITAL	469	0.5%	0.5%
VI ØNSKER STYREPLASS AS	446	0.5%	0.0%
WOENSEL AS	400	0.4%	0.4%
Sum	82,517	90.6%	57.9%
Other shareholders	8,582	9.4%	42.1%
Total numbers of shares	91,100	100.0%	100.0%

Note 21

Events after the reporting period

Otello's case regarding the potential sale of Yevd minority stake

On 8 January 2024, the notice of final account prior to dissolution from the liquidator of Last Lion Holdings Limited was publicly released. The report advised that no further dividend would be paid. This is consistent with Otello's previous assumption that no further value would be realised from its investment. Last Lion Holdings Limited was finally dissolved on 8 April 2024.

No events have occurred after the reporting date that would require the financial statements to be adjusted.

Please see stock exchange announcements for further information on any subsequent events.



Statement of Comprehensive Income

USD thousands	Note	2023	2022
Revenue		0.0	273
Total operating revenue		0.0	273
Employee benefits expense	2	(2,142)	(1,952)
Depreciation and amortization expenses	3	(384)	(687)
Other operating expenses	4	(1,553)	(1,251)
Total operating expenses		(4,079)	(3,890)
Operating profit (loss), excluding impairment and restructuring expenses		(4,079)	(3,677)
Impairment gains (losses) and restructuring expenses	5	8,615	22,844
Operating profit (loss)		4,536	19,167
Net financial items	6	850	1,345
Profit (loss) before income taxes		5,386	20,512
Income taxes	7	0.0	0.0
Profit (loss)		5,386	20,512
Other comprehensive income:			
Items that may or will be transferred to profit (loss)			
Foreign currency translation differences		(1,256)	(24,349)
Total comprehensive income (loss)		4,131	(3,837)
Profit (loss) attributable to:			
Owners of Otello Corporation ASA		5,386	20,512
Total comprehensive income (loss) attributable to:			
Owners of Otello Corporation ASA		4,131	(3,837)

Parent Company Financial Statements 2023

Otello Corporation ASA



Statement of Financial Position

USD thousands	Note	12/31/2023	12/31/2022
Assets			
Property, plant and equipment	8	0	284
Right of use assets	9	109	219
Investments in subsidiaries	10	97,162	91,810
Other investments	11	813	808
Total non-current assets		98,085	93,122
Accounts receivable	22	22	64
Other receivables		272	378
Cash and cash equivalents		9,852	14,988
Total current assets		10,146	15,430
Total assets		108,231	108,551

Statement of Financial Position

USD thousands	Note	12/31/2023	12/31/2022
Shareholders' equity and liabilities			
Equity attributable to owners of the company		27,678	26,158
Total equity		27,678	26,158
Liabilities			
Lease liabilities	9	-	83
Other non-current liabilities	13	-	81,94
Total non-current liabilities		0	81,277
Lease liabilities	9	84	108
Accounts payable	13	13	164
Other current liabilities	12	1,042	845
Other current liabilities to group companies	13	79,414	-
Total current liabilities		80,553	1,117
Total liabilities		80,553	82,394
Total equity and liabilities		108,231	108,551

Oslo, April 18, 2024

Andre Christensen
Chairman of the Board

Karin Fløistad

Song Lin

Magdalena Kadziorika

Jason Hoida
CEO



Statement of Cash Flows

USD thousands	Note	2023	2022
Cash flow from operating activities			
Profit (loss) before taxes		5,386	20,572
Depreciation and amortization expense	3	384	687
Impairment (gains) losses recognized in profit (loss)	5	(8,651)	(22,844)
Changes in accounts receivable ¹⁾	13	31	(4)
Changes in accounts payable ¹⁾	13	(137)	(3)
Other adjustments for which cash effects are investing or financing cash flow		(1,205)	(631)
Other adjustments for non-cash items		220	(1,090)
Interest income received		465	1,040
Net cash flow from operating activities		(3,472)	(2,333)
Cash flow from investing activities			
Proceeds from sale of shares		740	191,971
Other cash payments to acquire equity or debt instruments of other entities	11	(29)	(56)
Proceeds from loans received from group companies	13	376	-
Repayment of loans to group companies	13	-	(14,847)
Repayment of loans to other companies		-	850
Net cash flow from investing activities		1,087	177,938
Cash flow from financing activities			
Payments to acquire entity's shares		(2,610)	(31,192)
Payment of finance lease liabilities, net	9	(106)	(116)
Payments of dividends to equity holders of Otello Corporation ASA		-	(96,820)
Net cash flow from financing activities		(2,716)	(228,128)
Net change in cash and cash equivalents		(5101)	(52,524)
Cash and cash equivalents (beginning of period)		14,988	78,080
Effects of exchange rate changes on cash and cash equivalents		(642)	(20,040)
FX differences related to changes in balance sheet items		607	9,473
Cash and cash equivalents ²⁾		9,852	14,988

¹⁾ This includes changes in intercompany balances. See Note 13 for further information.

²⁾ Of which \$94 thousand (2022: \$93 thousand) is restricted cash as of December 31, 2023.

Statement of Changes in equity

USD thousands	Number of shares outstanding (million)	Issued capital	Share premium	Treasury shares	Translation reserve	Other equity	Total equity
Balance as of 12/31/2022	91,100	209	114,750	(0)	(193,137)	104,386	26,158
Comprehensive income for the period						5,386	5,386
Profit for the period							
Other comprehensive income							
Foreign currency translation differences					(1,256)		(1,256)
Total comprehensive income for the period							4,131
Treasury shares acquired	(3,180)			(2,610)			(2,610)
Balance as of 12/31/2023	87,920	209	114,750	(2,610)	(194,393)	109,772	27,678

Face value of the shares

The face value of the shares is NOK 0.02.

Reserve for treasury share

The reserve for the Company's own shares comprises the face value cost and excess value of own shares held by the Company.

Translation reserve

The translation reserve consists of all foreign currency differences arising from the translation of the account balances that are not in USD.

Other equity

Other equity consists of all other transactions, including but not limited to, total recognized income and expense for the current period.

Statement of Changes in equity

USD thousands	Number of shares outstanding (million)	Issued capital	Share premium	Treasury shares	Translation reserve	Other equity	Total equity
Balance as of 12/31/2021	101,100	255	145,922	(25)	(168,788)	280,644	258,008
Comprehensive income for the period						20,512	20,512
Profit for the period							
Other comprehensive income							
Foreign currency translation differences					(24,349)		(24,349)
Total comprehensive income for the period							(3,837)
Dividends paid						(196,820)	(196,820)
Capital decrease		(46)	(31,172)	31,278			0
Treasury shares acquired	(10,000)			(31,192)			(31,192)
Treasury shares sold	0			0			0
Balance as of 12/31/2022	91,100	209	114,750	(0)	(193,137)	104,386	26,158

Note 1

General information and significant accounting principles

General information

These are the financial statements of Otello Corporation ASA, which is the holding company for the Otello Group and includes the Group Executive Management (chief operating decision-makers) and associated staff functions. See also Note 1 in the Group's consolidated financial statements.

Statement of compliance

The parent company financial statements have been prepared in accordance with IFRS® Accounting Standards as adopted by the EU and accompanying interpretations. The parent company financial statements also include certain disclosures in order to comply with certain regulations and paragraphs in the Norwegian Accounting Act and the Securities Trading Act.

These parent company financial statements have been approved and issued by the Board of Directors on April 18, 2024 for approval by the Annual General Meeting on June 3, 2024.

The explanation of the accounting policies in the consolidated financial statements also applies to the parent company, and the notes to the consolidated financial statements will cover the parent company, except for the below.

Investments in subsidiaries – parent company

For investments in subsidiaries, associates and jointly controlled entities, the cost method is applied. The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are initially taken as income. Dividends exceeding the portion of retained profit after the acquisition are reflected as a reduction in cost price. Dividend/group contributions from subsidiaries are reflected in the same year that the dividend is approved by the general meeting.

Investments in subsidiaries, associates and jointly controlled entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may exceed the fair value of the investment. An impairment loss is reversed if the impairment situation is deemed to no longer exist.

Company activities

The Company's main activities are to serve the Group as a whole, through the following functions and services: CEO/Board of Directors, corporate finance and accounting, legal, HR, and IT. The Company charges some of the costs related to these functions to subsidiaries.

The principal activities of the Group's business area are described in more detail under Operating, and segment information in Note 2 in the Group's consolidated financial statements.

Note 2

Employee benefits expense

Payroll expenses (USD thousands)

	2023	2022
Salaries and bonuses	(1,608)	(1,484)
Social security cost	(297)	(307)
Pension cost	(115)	(134)
Insurance and other employee benefits	(26)	(22)
Payments to long-term contractual staff	(96)	(6)
Total	(2,142)	(1,952)
Average number of employees	5	6

The Company has incorporated the requirements set out by the Mandatory Occupational Pensions Act ("Obligatorisk tjenestepensjon").

Remuneration to key management personnel

Information about remuneration to key management personnel is given in the accompanying Note 3 in the consolidated financial statements.

Note 3

Depreciation and amortization expenses

Depreciation and amortization expenses (USD thousands)

	Note	2023	2022
Property, plant and equipment	8	(270)	(579)
Right of use assets	9	(115)	(108)
Total		(384)	(687)

Note 4

Other operating expenses

Other operating expenses (USD thousands)

	2023	2022
Audit, legal and other advisory services	(510)	(604)
Purchase of equipment, not capitalized	(194)	(226)
Rent and other office expenses	(82)	25
Hosting expenses, excl. depreciation cost	(55)	(58)
Other expenses	(662)	(889)
Total	(1,553)	(1,255)

Auditor remuneration

The following table shows audit fees for the current and prior year. For all categories the reported fee is the recognized expense in other operating expenses for the year to the external auditor, PwC.

Audit fees (USD thousands)

	2023	2022
Statutory audit	(172)	(182)
Assurance services	0	(12)
Other services	(4)	(11)
Total	(176)	(205)

Note 5

Impairment gains (losses) and restructuring expenses

Following the successful IPO of the Bemobi business on Bovespa in Brazil in 2021, the Group is now a major shareholder in Bemobi Mobile Tech S.A. with an ownership of 31.6%. The investment in Bemobi Mobile Tech S.A. is recognized using the equity method, and the fair value of the investment has been reassessed based on the share price of that business as of December 31, 2023.

As the shares in Bemobi Mobile Tech S.A. are the main asset of the Company's wholly-owned subsidiary, Otello Technology Investment AS, the re-assessment of the carrying value of those shares has a follow-up impact on the assessment of the fair value of Otello Technology Investment AS. See Note 10 for further information regarding the Bemobi Mobile Tech S.A. investment.

	Note	2023	2022
Impairment gains (losses) and restructuring expenses [USD thousands]			
Otello Technology Investment AS shares	10	8,615	23,033
Performance and Privacy Ireland Limited shares	10	-	(189)
Total		8,615	22,844

Note 6

Net financial items

	Note	2023	2022
Other net financial items [USD thousands]			
Interest income, external		465	1,040
Interest expenses, external		(4)	(7)
Interest expenses, intercompany	13	(5,400)	(2,852)
Net FX gains (losses)		(2,153)	3,573
Other net financial income (expense)		781	-
Profit (loss) sale of shares		740	(409)
Dividends received		22	-
Total other net financial items		850	1,345

Note 7

Taxes

[USD thousands]	2023	2022
Income tax expense recognized in the statement of comprehensive income:		
Current tax	0	-
Total	0	0

Recognized deferred tax assets and liabilities:
The Company recognizes deferred tax assets related to tax losses in the statement of financial position when it is considered probable that taxable profit will be generated in future periods against which these tax losses can be utilized. Management does not believe that sufficient future taxable profits will be generated in future periods against which these tax loss carry forwards can be utilized, and accordingly they are not recognized in the statement of financial position as of December 31, 2023.

	2023	2022
Reconciliation of effective tax rate [USD thousands]		
Profit (loss) before tax	5,386	20,512
Income tax using the corporate income tax rate in Norway (22% in 2023 / 22% in 2022)	(1,185)	(4,519)
Effect of deferred tax assets not recognized	(10)	121
Effect of non-taxable and non-deductible items	1,195	4,391
Total tax expense for the year	0	0
Effective tax rate	0.0%	0.0%

The effective tax rate in 2023 of 0.0% differs from the statutory rate of 22.0% due to the following key items:

- The partial reversal of the prior impairment of the investment in subsidiaries is considered as a permanent difference and is non-taxable for income tax purposes in Norway.

Permanent differences

Permanent differences include impairment losses, dividends received, share-based remuneration, and non-deductible costs.

Note 8

Property, plant & equipment

	2023	2022
<i>[USD thousands]</i>		
Acquisition cost		
Acquisition cost as of 1/1	4,910	5,486
Currency differences	(158)	(516)
Acquisition cost as of 12/31	4,752	4,970
Depreciation and impairment losses		
Acquisition cost as of 1/1	(4,626)	(4,540)
Depreciation for the year	(270)	(539)
Currency differences	144	493
Accumulated depreciation as of 12/31	(4,752)	(4,626)
Net book value as of 12/31	0	284
Depreciation for the year	(270)	(539)

Note 9

Right-of-use assets and lease liabilities

The lease liability and right of use asset relates to the Group's office in Oslo, Norway. The lease expires November 30, 2024.

	2023	2022
<i>[USD thousands]</i>		
Lease liabilities		
Balance as of 1/1	190	310
Additions	5	13
Translation differences	(9)	(23)
Lease payments	(106)	(116)
Interest expense on lease liabilities	4	7
Lease liabilities as of 12/31	84	190
Of which:		
Current lease liabilities (less than 1 year)	84	108
Non-current lease liabilities (more than 1 year)	-	83
Balance as of 12/31	84	190
Right of use assets <i>[USD thousands]</i>		
Balance as of 1/1	219	314
Additions	5	13
Depreciation	(115)	(108)
Right of use assets as of 12/31	109	219
Depreciation for the year	(115)	(108)

Depreciation is calculated on a straight-line basis over the estimated useful life of each lease asset. The estimated useful life is considered to be the term of the contract for each leased asset.

	2023	2022
<i>[USD thousands]</i>		
IFRS 16 effects on the statement of comprehensive income for the year		
Operating lease expenses recognized under operating expenses decreased	(106)	(116)
Depreciation expense increased as a result of depreciation of ROU assets	115	108
Net interest expense increased as a result of recognition of the lease liability	4	7
Translation differences	(9)	(23)
Net effect	3	(24)

Future lease payments

The future minimum lease payments under non-cancellable lease contracts are as follows:

	2023	2022
Payments for leased premises:		
Less than one year	113	112
Between one to five years	-	84
More than five years	-	-
Total	113	196

Note 10 Investments in subsidiaries

Investments in subsidiaries
Below is an overview of the investments in subsidiaries directly held by Otello Corporation ASA as of December 31, 2023.

<i>[USD thousands]</i>	Otello Technology Investment AS
Segment (Group)	Corporate
Acquisition/establishment date	8/8/2016
Registered office	Oslo, Norway
Ownership and voting share	100%
Equity at year end	176,576
Profit for the year	17,576

Information related to carrying value:	Otello Technology Investment AS	Total
Acquisition cost	63,000	63,000
Equity increase prior to current year	64,641	64,641
Impairment gain (loss) prior to current year	(25,055)	(25,055)
Impairment gain (loss) in the current year	8,615	8,615
Translation differences	(14,040)	(14,040)
Carrying value	97,162	97,162

Impairment of investment in Otello Technology Investment AS
The Company has carried out impairment testing as of December 31, 2023. The main asset owned by Otello Technology Investment AS are the shares in the listed Bemobi Mobile Tech S.A. Based on the share price of Bemobi Mobile Tech S.A. at that date and the prevailing exchange rate, the Company recognized a partial reversal of the previous impairment loss recognized. Please see Note 12 of the consolidated financial statements for more information.

Shares in subsidiaries
During the year ended December 31, 2023, the directly owned subsidiaries Skyfire Labs, Inc and Performance & Privacy Ireland Ltd entered liquidation after settling all liabilities and transferring their remaining assets to their parent company, Otello Corporation ASA.

There were no shares in subsidiaries owned by other group companies, and indirectly owned by the Company, as at December 31, 2023.

Note 11 Other investments

Investments in other shares
Otello owns 4.2% of the shares in Alliance Venture Spring AS and approximately 0.05% of the shares in Life360, Inc, which merged with Zen Labs, Inc during 2019. Otello owned shares in Zen Labs Inc prior to this merger. The recognized value of the investments in other shares is \$833 thousand. Management has not determined the fair value of these investments, as they are not material for the Group. Alliance Venture Spring is a Norwegian venture capital firm investing in early stage technology companies. Life360 provides location-based services, sharing and notifications application to consumers globally, including integrated driving safety features and tools like Crash Detection and Roadside Assistance. Investments in other shares are recognized at cost.

Note 12 Other liabilities

Other non-current liabilities <i>[USD thousands]</i>	Note	2023	2022
Non-current liabilities, intercompany	13	-	87,194
Total		0	87,194

Other current liabilities <i>[USD thousands]</i>	Note	2023	2022
Other current liabilities, external		1,042	845
Other current liabilities, intercompany	13	79,414	-
Total		80,456	845

Note 13 Receivables, payables and transactions with group companies

Receivables and payables

The table below presents a breakdown of receivables and payables with group companies.

<i>[USD thousands]</i>	Accounts receivables		Accounts payable	
Other receivables (non-current)	2023	2022	2023	2022
	-	-	-	-
	-	1	-	11
Total	-	1	-	11

<i>[USD thousands]</i>	Other receivables (current)		Other liabilities (current)	
Liabilities (non-current)	2023	2022	2023	2022
	-	-	-	-
	-	-	79,414	-
Total	-	-	79,414	-

Note 14

Financial risk and financial instruments

Capital management
The Company's policy has been to maintain a high equity-to-asset ratio and to maintain a solid capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

Financial risk
Risk management in the Company is carried out by management and approved by the Board of Directors. Potential risks are evaluated on a regular basis and management determines appropriate strategies to reduce or avoid these risks are to be handled within the Company under the approved policies. The Company is exposed to market (currency) risk, credit risk and liquidity risk to varying degrees.

Currency risk
The majority of the financial risk that the Company is exposed to relates to currency risk due to exchange rate fluctuations. Both revenue and operating expenses are exposed to foreign exchange rate fluctuations.

The majority of the Company's operating expenses are denominated in Norwegian kroner (NOK) or United States dollars (USD). The Company maintains cash deposits in both currencies, and there are no capital controls limiting the Company's ability to exchange between these currencies, if required.

The Company's largest asset, its investment in the shares of its subsidiary Otello Technology Investment AS, is denominated in Norwegian kroner (NOK). Accordingly, fluctuations in the exchange rate between the NOK and the Company's reporting currency, USD, can impact both the reported profit or loss and the carrying value of that investment. Further, the largest asset of Otello Technology Investment AS, its investment in the shares of Bemobi Mobile Tech S.A. is denominated in Brazilian reais (BRL). Accordingly, fluctuations in the exchange rate with the BRL can also impact the reported figures.

Foreign exchange contracts

During 2023 and 2022, the Company did not use forward exchange contracts to hedge its currency risk, and the Company had not entered any foreign exchange contracts as of December 31, 2023.

Credit risk

Credit risk is the risk of losses that the Company would suffer if a counterparty fails to perform its financial obligations. The Company's exposure to credit risk is mainly related to external receivables, which are immaterial, and accordingly credit risk is not considered significant.

Loans and receivables

The Company has limited exposure in terms of credit risk related to loans and receivables with non-related parties.

Liquidity risk

As of December 31, the Company had bank deposits well in excess of the recognized liabilities to non-related parties. Accordingly, liquidity risk is not considered significant.

Credit facility

As of December 31, 2023, the Company has no outstanding loans payable to non-related parties. The only outstanding loans payable relate to money borrowed from the Company's wholly-owned subsidiary Otello Technology Investment AS.

Note 15

Contingent liabilities

GDPR complaint filed with the Norwegian Data Protection Authority (DPA)

As reported in the media, on January 14, 2020, the Norwegian Consumer Council (NCC) filed a complaint to the Norwegian Data Protection Authority (DPA) against Grindr and five other companies, including AdColony, who is a supplier to Grindr. As of the date of this report, AdColony has not received any formal notification or complaint from the DPA. AdColony is currently looking into the NCC's complaint and will provide further information if and when necessary. The Company has not recognized any contingent liabilities in the financial statements related to this matter.

Refer to Note 14 of the consolidated financial statements for further information on this matter, and associated and other obligations of Otello under the Share Purchase Agreement with Digital Turbine, Inc. related to the sale of AdColony.

All outstanding balances with the related parties are priced on an arm's-length basis and are to be settled in cash within five years of the reporting date. None of the balances are secured. The balances outstanding are specified as follows:

2023		2022	
Receivables from group companies (USD thousands)		Receivables from group companies (USD thousands)	
Otello Technology Investment AS	1	Otello Technology Investment AS	79,414
Total receivables	1	Total payables	79,414
Receivables from group companies (USD thousands)		Payables to group companies (USD thousands)	
Otello Technology Investment AS	10	Otello Technology Investment AS	81,194
Performance and Privacy Ireland Limited	1	Total payables	81,194
Total receivables	11		

Breakdown of intercompany receivables by currency
All outstanding amounts as of December 31, 2023 are denominated in NOK.

Breakdown of intercompany payables by currency
All outstanding amounts as of December 31, 2023 are denominated in USD.

Transactions with group companies

Transactions (USD thousands)	2023	2022
Interest expense to related parties	(5,401)	(2,852)

Loans from Otello Technology Investment AS

As of December 31, 2023, the Company has five outstanding loans from Otello Technology Investment AS, totalling \$79,414k, including accrued interest. All of these loans are subject to written loan agreements, with an interest rate of 3 month LIBOR + 250 basis points, being charged. Each loan, along with accumulated interest, is due for repayment at some time during the year ended December 31, 2024.

Note 16

Related parties

Bemobi

The Group holds a 27.6% equity interest in Bemobi Mobile Tech S.A. through common shares. Please see Note 12 in the consolidated financial statements for further details on the status of this equity interest. The Group continued to provide accounting and legal support to Bemobi on a transitional basis during 2023, which was priced on an arm's-length basis and all outstanding balances are settled within normal commercial terms.

See Note 13 for information regarding transactions with group companies.

Members of the Board of Directors and Executive Management

The Group has not engaged in any related party transactions with any members of the Board of Directors of Otello Corporation ASA or Otello Group executive management.

Members of the Board of Directors and Executive Management of the Group and their immediate relatives controlled 0.4% (2022: 0.3%) of the Group's voting share as per December 31, 2023. See Note 3 in the consolidated financial statements for further information.

Information regarding compensation for the Board of Directors and executive management can be found in Note 3 in the consolidated financial statements.

Note 17

Shares and shareholder information

Information regarding shares and shareholder information can be found in Note 20 in the consolidated financial statements.

Information regarding shares owned by members of the Board, the Chief Executive Officer and other members of Executive Management can be found in Note 3 in the consolidated financial statements.

Note 18

Events after the reporting period

Otello's case regarding the potential sale of Vevud minority stake

On 8 January 2024, the notice of final account prior to dissolution from the liquidator of Last Lion Holdings Limited was publicly released. The report advised that no further dividend would be paid. This is consistent with Otello's previous assumption that no further value would be realised from its investment. Last Lion Holdings Limited was finally dissolved on 8 April 2024.

No events have occurred after the reporting date that would require the financial statements to be adjusted.

Please see stock exchange announcements for further information on any subsequent events.



To the General Meeting of Otello Corporation ASA

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Otello Corporation ASA, which comprise:

- the financial statements of the parent company Otello Corporation ASA (the Company), which comprise the statement of financial position, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, and
- the consolidated financial statements of Otello Corporation ASA and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Audit Committee.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 7 years from the election by the general meeting of the shareholders on 2 June 2017 for the accounting year 2017.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

PricewaterhouseCoopers AS, Dronning Eufemias gate 71, Postboks 748 Sentrum, NO-0106 Oslo
T: 02316, org. no.: 987 069 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisjonsforening og autorisert regnskapsførerselskap





Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information is the information in the Board of Directors' report and the other information accompanying the financial statements that is not included in our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise contain information that is materially false. We have not performed any specific procedures to verify the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
 - contains the information required by applicable statutory requirements.
- Our opinion on the Board of Directors' report applies correspondingly to the statements on Corporate Governance and Corporate Social Responsibility.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to these risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is inherently limited because, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

2 / 4

effectiveness of the Company's and the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report, but the occurrence of future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may be considered, in relation to our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Report on Compliance with Requirement on European Single Electronic Format (ESEF)

Opinion

As part of the audit of the financial statements of Otello Corporation ASA, we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report are prepared in accordance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 6-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format, and XBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF regulation.

3 / 4



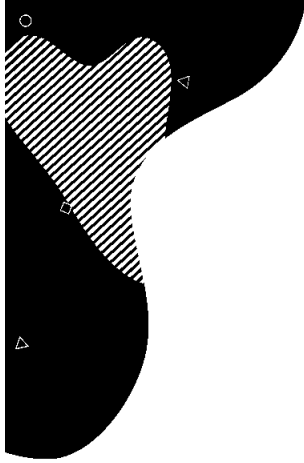


Management's Responsibilities
Management is responsible for the preparation of the annual report in compliance with the ESEF regulation. This responsibility comprises an adequate process and such internal controls as management determines is necessary.

Auditor's Responsibilities
For a description of the auditor's responsibilities when performing an assurance engagement of the ESEF reporting, see: <https://revisionen.no/revisionstiltakene>

Oslo, 18 April 2024
PricewaterhouseCoopers AS

Eivind Nilssen
State Authorised Public Accountant
(This document is signed electronically)



Principles of Corporate Governance at Otello Corporation ASA

General principles, implementation and reporting on corporate governance

Otello Corporation ASA ("Otello" or the "Company") strongly believes that strong corporate governance creates higher shareholder value. As a result, Otello is committed to maintaining high standards of corporate governance. Otello's principles of corporate governance have been developed in light of the Norwegian Code of Practice for corporate governance (the "Code"), dated October 14, 2021, as required for all listed companies on the Oslo Stock Exchange. The Code is available at www.nves.no. The principles are further developed and are in accordance with section 3-3b and section 3-3c of the Norwegian Accounting Act, which can be found at <https://lovdata.no/dokument/NL/lov/1998-07-17-56>. Otello views the development of high standards of corporate governance as a continuous process and will continue to focus on improving the level of corporate governance.

The Board of Directors has the overall responsibility for corporate governance at Otello and ensures that the Company implements sound corporate governance. The Board of Directors has defined Otello's basic corporate values, and the Company's ethical guidelines and guidelines on corporate social responsibility are in accordance with these values.

The Board of Directors has defined clear objectives, strategies, and risk profiles for Otello's business activities such that Otello creates value for shareholders in a sustainable manner. The Board of Directors considered financial, social and environmental considerations when they carried out this work.

The Board of Directors further will annually evaluate Otello's objectives, strategies and risk profiles.

Otello's activities

Otello primarily holds shares in Bemobi, a pioneering technology company offering mobile solutions and platforms for digital payments, customer engagement, microfinance and digital services. The Group also retains rights to its Rocket Optimizer™ technology and owns some minor investments in other companies.

Our business is based on close relationships with customers, partners, investors, employees, friends, and communities all over the world — relationships we are committed to developing by conducting our business openly and responsibly. Our corporate policies are developed in order to be true to this commitment.

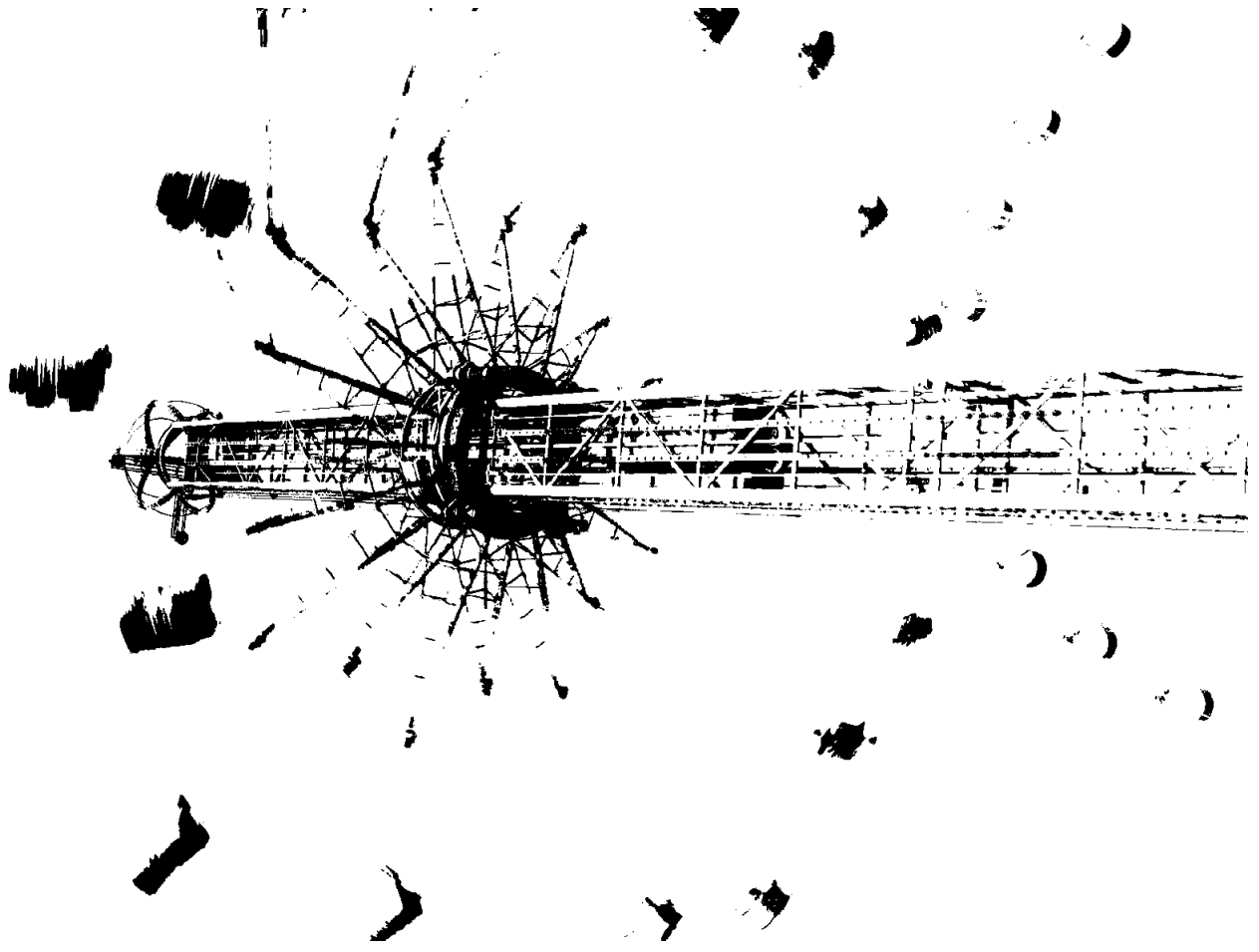
Corporate Social Responsibility guidelines

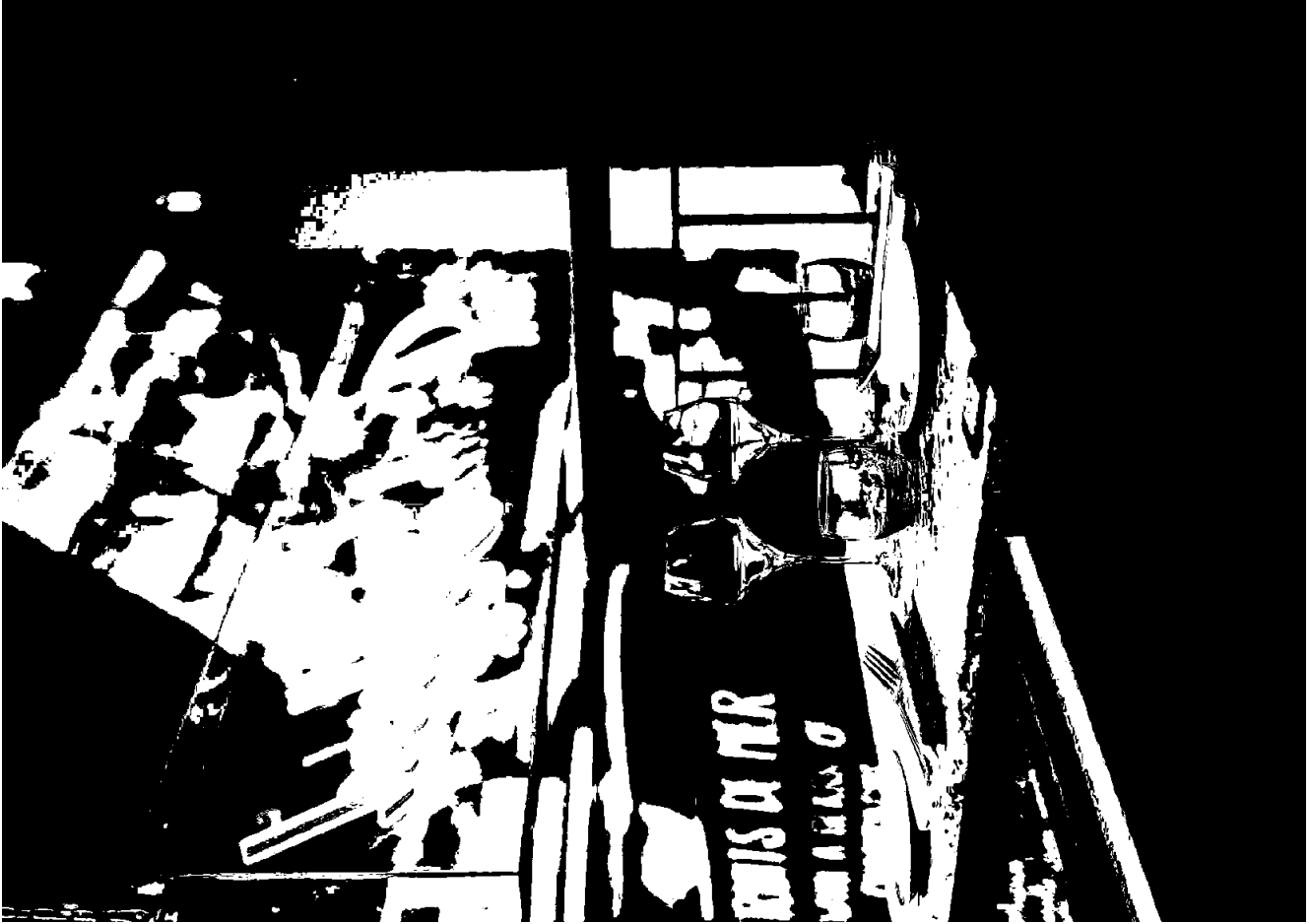
The Board of Directors has adopted corporate social responsibility ("CSR") guidelines. These guidelines cover a range of topics and are focused around the following areas: our employees, human rights, anti-corruption and the environment. These general principles and guidelines apply to all employees and officers of the Group. See the Board of Directors report for further information.

Equity, capital structure and dividends

The Company's capital structure and financing is considered to be appropriate in terms of Otello's objectives, strategy and risk profile.

Otello's policy is to maintain a high equity ratio. Otello believes that share buybacks and dividend distributions can be undertaken as long as the Company can sustainably fund its ongoing operating expenses. Dividend payments will be subject to approval by the shareholders at the Company's Annual General Meetings. This dividend policy is considered clear and predictable.





where relevant, comply with the procedures set out in the Norwegian Public Limited Liability Companies Act (the "NPLCA"). The Board of Directors will arrange for a valuation to be obtained from an independent third party unless the transaction, agreement or arrangement in question is considered to be immaterial or covered by the provisions of section 3-16 of the NPLCA.

If the Company should enter into a not immaterial transaction with related parties within Otello or with companies in which a director or leading employee of Otello or close associates of these have a material direct or indirect vested interest, those concerned shall immediately notify the Board of Directors. Any such transaction must be approved by the Board of Directors, and where required also as soon as possible publicly disclosed to the market.

Insider trading

The Company has an established and closely monitored insider trading policy. Otello employees are prohibited from trading in Otello securities based on information that is material, nonpublic information; that is, the public does not yet have access to this information, and this information may be deemed interesting for an investor to use when deciding whether to buy or sell securities. This rule also applies to other companies, where Otello employees may have access to such nonpublic information. Please note that even a tip to family and friends is considered illegal, if this should be used as a basis for buying or selling securities.

Any transaction the Company carries out in its own shares will be carried out either through the stock exchange or at prevailing stock exchange prices if carried out in any other way.

Freely negotiable shares

Otello has no limitations on the transferability of shares and has one class of shares. Each share entitles the holder to one vote.

General Meetings

Through the General Meeting, the shareholders exercise the highest authority in the Company. General Meetings are held in accordance with the Code. All shareholders are entitled to submit items to the agenda, meet, speak, and vote at General Meetings. The Annual General Meeting is held each year before the end of June. Extraordinary General Meetings may be called by the Board of Directors at any time. The Company's auditor or shareholders representing at least five percent of the total share capital may demand that an Extraordinary General Meeting be called.

General Meetings are convened by written notice to all shareholders with known addresses no later than 21 days prior to the date of the meeting. Proposed resolu-

Authorizations granted to the Board of Directors to increase the Company's share capital will be restricted to defined purposes and will in general be limited in time to no later than the date of the next Annual General Meeting. To the extent that authorization to increase the share capital shall cover issuance of shares under employee share option schemes and other purposes, the Company will consider presenting the authorizations to the shareholders as separate items.

The Board of Directors may also be granted the authority to acquire own shares. Authorizations granted to the Board of Directors to acquire own shares will also be restricted to defined purposes. To the extent that authorization to acquire own shares shall cover several purposes, the Company will consider presenting the authorization to the shareholders as separate items. Such authority may by law apply for a maximum period of two years, and will state the maximum and minimum amount payable for the shares. Normally, the proposed authority will be for one year or to the next annual general meeting. In addition, an authorization to acquire own shares will state the highest nominal value of the shares which Otello may acquire, and the mode of acquiring and disposing of own shares. Otello may not at any time hold more than 10% of the total issued shares as own shares.

Equal treatment of shareholders

A key concept in Otello's approach to corporate governance is the equal treatment of shareholders. Otello has one class of shares and all shares are freely transferable (with possible exceptions due to foreign law restrictions on sale and offering of securities). All shares in the Company carry equal voting rights. The shareholders exercise the highest authority in the Company through the General Meeting. All shareholders are entitled to submit items to the agenda, and to meet, speak, and vote at the General Meeting.

Any decision to waive the pre-emption rights of existing shareholders to subscribe for shares in the event of an increase in share capital will be explained. Where the Board of Directors resolves to carry out an increase in the share capital and waive the pre-emption rights of the existing shareholders on the basis of a mandate granted to the board, an explanation will be publicly disclosed in a stock exchange announcement issued in connection with the increase of the capital.

Transactions with related parties

Any transactions, agreements or arrangements between the Company and its shareholders, members of the board, members of the executive management team or close associates of any such parties will only be entered into as part of the ordinary course of business and on arm's length market terms. All such transactions shall,



tions and supporting information, including information on how to be represented at the meeting, vote by proxy and the right to propose items for the General Meeting, is generally made available to the shareholders no later than the date of the notice. According to the Company's Articles of Association, attachments to the calling notice may be posted on the Company's website and not sent to shareholders by ordinary mail. Shareholders who wish to receive the attachments may request the Company to mail such attachments free of charge. Resolutions and the supporting information are sufficiently detailed, comprehensive and specific to allow shareholders to form a view on all matters to be considered in the meeting.

Shareholders who are unable to be present, are encouraged to participate by proxy and a person who will be available to vote on behalf of shareholders as their proxy will be nominated. Proxy forms will allow the proxy holder to cast votes for each item separately. A final deadline for shareholders to give notice of their intention to attend the meeting or vote by proxy will be set in the notice for the meeting. Such deadline will be set as close as possible to the date of the General Meeting and under every circumstance, in accordance with the principles of section 5-3 of the NPLCA.

The members of the Board of Directors, Chairman of the Nomination Committee, CEO, CFO and the auditor are all required to be present at the meeting in person, unless they have valid reasons to be absent. The Board of Directors normally proposes that the General Meeting elects an independent chairman for the meeting. Notice, enclosures and protocol of meetings are available on Otello's website.

The General Meeting elects the members of the Board of Directors (excluding employee representatives), determines the remuneration of the members of the Board of Directors, approves the annual accounts and decides such other matters which by law, by separate proposal or according to the Company's Articles of Association, are to be decided by the General Meeting. Shareholders will normally be able to vote on each individual candidate nominated for election to the Board of Directors, the Nomination Committee and any other corporate bodies to which members are elected by the General Meeting.

The Board of Directors may decide to allow electronic participation in General Meetings and will consider this before each General Meeting.

The minutes from General Meetings will be posted on the Company's website within 15 days after the General Meeting has been held. Information that a General Meeting has been held will be made public as soon as possible after the end of the meeting.

Nomination Committee

The Nomination Committee is a body established pursuant to the Articles of Association and shall consist of three to five members. The members and the chairman are elected by the General Meeting. The members of the Nomination Committee should be selected to take into account the interests of shareholders in general. Members of the Nomination Committee serve for a two-year period but may be re-elected. Following the ordinary general meeting held on 2 June 2022, the current members of the Nomination Committee are Simon Davies (Chairperson), Karl Stautland and Jakob Iqbal. The members of the Nomination Committee are independent of the Board of Directors and executive management, however it is noted that the chairperson of the Nomination Committee is a representative of a shareholder who also is represented at the Board of Directors. Pursuant to the Articles of Association, no member of the Nomination Committee can also simultaneously be a member of the Board of Directors.

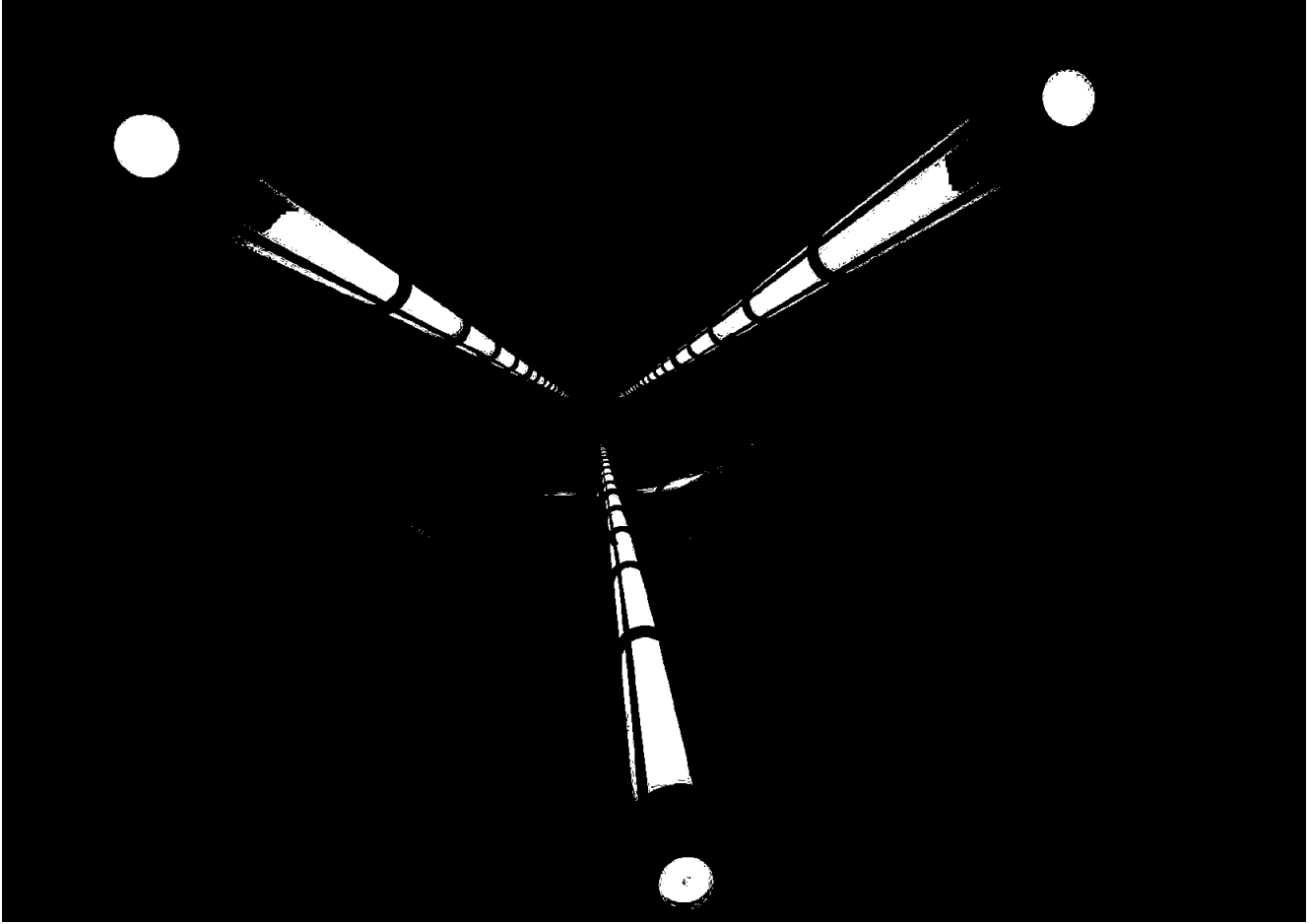
The tasks of the Nomination Committee are to propose candidates for election as shareholder-elected members of the Board of Directors and members of the Nomination Committee. The Nomination Committee is encouraged to have contact with shareholders, the Board of Directors and the Company's Chief Executive Officer as part of its work on proposing candidates for election to the Board of Directors. The Committee cannot propose its own Committee members as candidates for the Company's Board of Directors. Further, the Committee shall make recommendations regarding the remuneration of the members of the Board of Directors. Its recommendations will normally be explained, and information about proposed candidates will normally be given, no later than 21 days before the General Meeting. The tasks of the Nomination Committee are further described in the Company's Nomination Committee guidelines, as adopted by the Annual General Meeting held on June 14, 2011. Remuneration of the members of the Nomination Committee will be determined by the General Meeting. Information regarding deadlines for proposals for members to the Board of Directors and the Nomination Committee will be posted on Otello's website.

Corporate assembly

Otello does not have a corporate assembly as the employees have voted, and the General Meeting in 2010 approved, that the Company should not have a corporate assembly.

The Board of Directors

Appointed by Shareholders at the General Meeting, the Board of Directors is the central governing mechanism between shareholders and executive management. The members of the Board of Directors are selected in light



of an evaluation of the Company's need for expertise, capacity and balanced decision-making, and with the aim of ensuring that the Board of Directors can operate independently of any special interests and function effectively as a collegial body. Members of the Board of Directors are encouraged to own shares in the Company. At least half of the members of the Board of Directors shall be independent of the Company's management and its main business connections. Members of the Board of Directors serve for a two-year period, or such shorter period as decided by the general Meeting, but directors may be re-elected. At least two of the shareholder-elected members of the Board of Directors shall be independent of the Company's main shareholder(s). The Board of Directors does not include executive personnel. The current Otello Board of Directors meets these criteria.

The annual report will provide information to illustrate the expertise of the members of the Board of Directors, information on their record for attendance, at board meetings and it will identify which members are considered to be independent.

Otello's Board of Directors diligently performs its oversight, function and closely monitors major developments. The principal tasks of the Board of Directors are outlined below:

- Ensuring compliance with applicable laws
- Considering the interests of Otello's different stakeholders
- Reviewing and guiding corporate strategy, major plans of action, annual budget and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures
- Selecting, monitoring, and, when necessary, replacing key executives and overseeing succession planning
- Reviewing key executive and Board remuneration
- Monitoring and managing potential conflicts of interest of management, Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- Ensuring the integrity of Otello's accounting and financial reporting systems, and that appropriate systems of control are in place.
- Monitoring the effectiveness of the governance practices under which it operates and making changes as needed
- Overseeing the process of disclosure and communications
- A more in-depth description of the Board's duties can be found in the Rules of Procedure section on the Otello website: <https://www.otello.com/ir/board-of-directors/rules-of-procedure-for-the-board-of-directors-of-otello>.

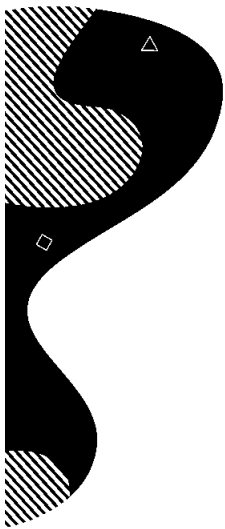
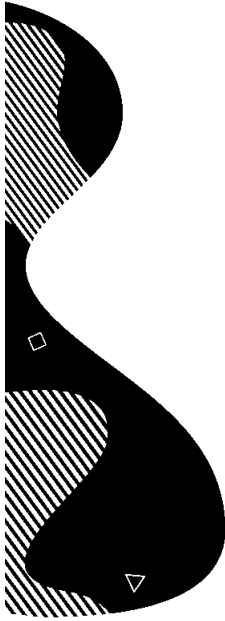
The Board of Directors is entrusted with and responsible for the oversight of the assets and business affairs of Otello in an honest, fair, diligent and ethical manner. The Board of Directors has adopted a Code of Conduct and the directors are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow. The Code of Conduct should be read and applied in conjunction with the Rules of Procedure as applicable at any time, and other rules and guidelines relevant to and adopted by the Board of Directors and / or the shareholders of Otello.

The Board of Directors has further established a Remuneration Committee and an Audit Committee. Currently, the Remuneration Committee and the Audit Committee each consist of two members. According to the Code, a majority of the members of each Committee should be independent from the Company. If the requirements for independence are not met, Otello will explain the reasons in our Annual Report. Currently, Maria Borge Andersen (Chairperson) and Magdalena Kadziolka members of the Audit Committee, and Andre Christensen (Chairperson), and Karin Fløistad are members of the Remuneration Committee. The requirements for independence are thus met. Further, according to the Public Limited Liability Companies Act, at least one member of the Audit Committee shall have qualifications within audit or accounting, and in the Company's view this requirement is met.

The Audit Committee's main responsibilities include following up on the financial reporting process, monitoring the systems for internal control and risk management, having continuous contact with the appointed auditor, and reviewing and monitoring the independence of the auditor. The Board of Directors maintains responsibility and decision-making in all such matters. Please see below under the section "Remuneration of the Executive Personnel" for information regarding the tasks to be performed by the Remuneration Committee.

The Board of Directors will consider carrying out self-evaluation processes, evaluating its work, performance and expertise annually. To the extent that such a process is carried out, it would normally also include an evaluation of the composition of the Board and the manner in which its members function, both individually and as a group, in relation to the objectives set out for its work. Any report will be more comprehensive if it is not intended for publication. However, any reports or relevant extracts from there should normally be made available to the nomination committee. The Board of Directors will also consider whether to use an external person to facilitate the evaluation of its own work.

In order to ensure a more independent consideration of matters of a material character in which the Chairman



of the Board of Directors is, or has been, personally involved, such matters will be chaired by some other member of the Board of Directors.

Risk management and internal control

The Board of Directors has overall responsibility for the management of the Company. This includes a responsibility to supervise and exercise control of the Company's activities. The Board has drawn up the rules of procedure for the Board of Directors of Otello. The purpose of these rules of procedure is to set out rules on the work and administrative procedures of the Board of Directors of Otello. The Board of Directors shall, among other things, ensure that the Company's business activities are soundly organized, supervise the Company's day-to-day management, draw up plans and budgets for the Company's activities, keep itself informed on the financial position of the Company, and be responsible for ensuring that the Company's activities, accounts, and asset management are subject to adequate control. In its supervision of the business activities of Otello, the Board of Directors will ensure that:

- The Chief Executive Officer uses proper and effective management and control systems, including systems for risk management, which continuously provide a satisfactory overview of Otello's risk exposure.
- The control functions work as intended and necessary measures are taken to reduce extraordinary risk exposure.
- There exist satisfactory routines to ensure the follow-up of principles and guidelines adopted by the Board of Directors in relation to ethical behavior, conformity to law, health, safety and working environment, and social responsibility.
- Otello has a competent finance department and accounting systems, capable of producing reliable and on-time financial reports
- Directives from the external auditor are obeyed and that the external auditor's recommendations are given proper attention.

The Board of Directors carries out an annual review of the Company's most important areas of exposure to risk and its internal control arrangements.

Executive Team

Otello's Board of Directors has drawn up instructions for the Executive Team of the Company. The purpose of these instructions is to clarify the powers and responsibilities of the members of the Executive Team and their duty of confidentiality.

The Executive Team conducts an annual strategy meeting with the Board of Directors. The strategy meeting focuses on products, sales, marketing, financial and organizational matters, and the corporate development strategy for the Group.

The Board of Directors has ensured that the Company has sound internal control and systems for risk management that are appropriate in relation to the extent and nature of the Company's activities. The Company has performed a scoping of the financial risks in the Company and has established written control descriptions and process descriptions. The controls are executed on a monthly, quarterly or yearly basis, depending on the specific control. The internal controls and systems also encompass the Company's corporate values, ethical guidelines, and guidelines for corporate social responsibility. The Board of Directors carries out an annual review of the Company's most important areas of exposure to risk and its internal control arrangements. In 2023, all Board members confirmed that they had read and complied with the Code of Conduct during the term of their directorship.

The Group's CFO is responsible for the Group's control functions for risk management and internal control. Otello publishes two interim financial statements in addition to the annual report. The financials are published on the Oslo Stock Exchange. Given the importance of providing accurate financial information, a centralized corporate control function and risk management function has been

established consisting of the CFO and a business controller. The CFO and business controller tasks are, among other things, to perform management's risk assessment and risk monitoring across the group's activities, to administer the Company's value-based management system and to coordinate planning and budgeting processes and internal controls reporting to the Board of Directors and Executive Team. The business controller reports to the CFO.

The finance department prepares financial reporting for the Group and ensures that reporting is in accordance with applicable laws, accounting standards, established accounting principles and the Board's guidelines. The finance department provides a set of procedures and processes detailing the requirements with which local reporting units must comply. The Group has established processes and a variety of control measures that will ensure quality assurance of financial reporting. A series of risk assessments and control measures have been established in connection with the preparation of financial statements.

The CFO and the business controller are responsible for the ongoing financial reporting and for implementing sufficient procedures to prevent errors in the financial reporting. (i) identifying, assessing and monitoring the risk of significant errors in the Group's financial reporting, and (ii) implementing appropriate and effective internal controls in accordance with specified group requirements and for ensuring compliance with local laws and requirements. All interim financial statements are analyzed and assessed relative to budgets, forecasts, and historical trends.

Critical issues and events that affect the future development of the business and optimal utilization of resources are identified, and action plans are put in place, if necessary. The Audit Committee oversees the process of financial reporting and ensures that the Group's internal controls and the risk management systems are operating effectively. The Audit Committee performs a review of the

half-yearly and annual financial statements, which ultimately are approved by the Board of Directors.

Other guidelines and policies

As an extension of the general principles and guidelines, Otello has drawn up additional guidelines.

Information security guidelines

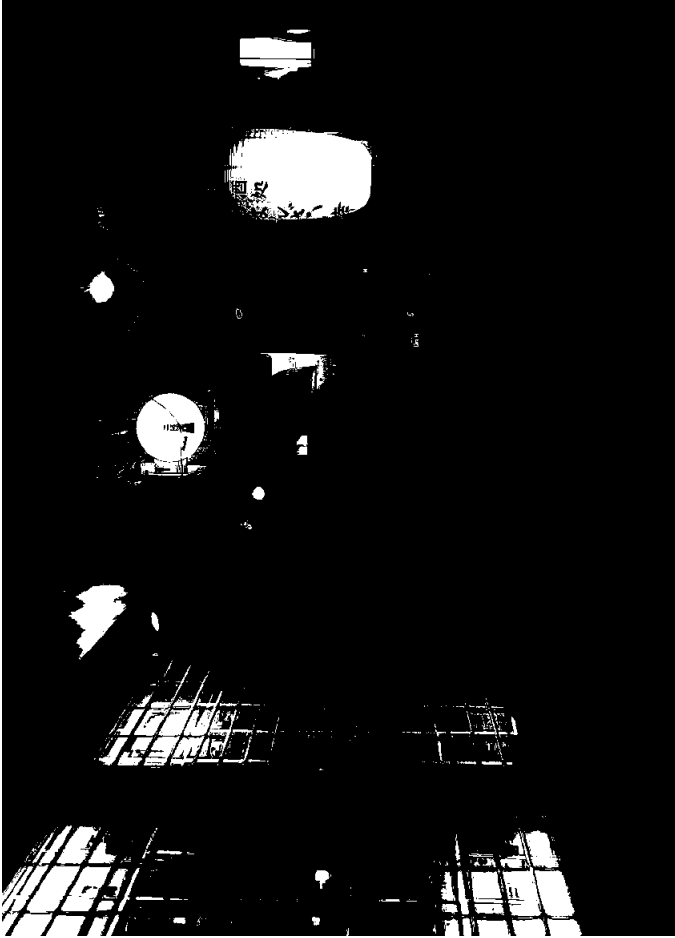
Otello has guidelines and information policies covering information security roles, responsibilities, training, contingency plans, etc.

Investor relations policy

Otello is committed to reporting financial results and other relevant information based on openness and taking into account the requirement for equal treatment of all participants in the securities market. To ensure that correct information is made public, as well as ensuring equal treatment and flow of information, the Company's Board of Directors has approved an Investor Relations policy. A primary goal of Otello's investor relations activities is to provide investors, capital-market players, and shareholders with reliable, timely and balanced information for investors, lenders and other interested parties in the securities market, to enhance their understanding of our operations.

Remuneration of the Board of Directors

Remuneration for members of the Board of Directors is a fixed annual sum proposed by the Nomination Committee and approved at the Annual General Meeting. The remuneration reflects the responsibility, qualifications, time commitment and complexity of the tasks in general. No members of the Board of Directors (or any company associated with such member) elected by the shareholders have assumed special tasks for the Company beyond what is described in this document, and no such member (or any company associated with such member) has received any compensation from Otello other than ordinary Board of Directors remuneration. The remuneration of the Board of Directors is not linked to the Company's



performance. The Company currently does not grant share options to the members of the Board of Directors. All remuneration to the Board of Directors is disclosed in Note 3 to the Annual Report.

Members of the Board of Directors and/or companies with which they are associated will normally not take on specific assignments for the Company in addition to their appointment as a member of the Board of Directors. If they nonetheless do take on such assignments, this must be disclosed to the full Board of Directors. The remuneration for such additional duties shall be approved by the Board of Directors.

Remuneration of executive personnel

A Remuneration Committee has been established by the Board of Directors. The Committee shall act as a preparatory body for the Board of Directors with respect to (i) the compensation of the CEO and other members of the Executive Team and (ii) Otello's corporate governance policies and procedures, which, in each case, are matters for which the Board of Directors maintains responsibility and decision making.

Details concerning remuneration of the executive personnel, including all details regarding the CEO's remuneration, are given in Note 3 to the Annual Report. The performance-related remuneration to executive personnel is subject to an absolute limit. The Board of Directors assesses the CEO and his terms and conditions once a year. The guidelines on the salary and other remuneration for executive personnel are clear and easily understandable, and they contribute to the Company's commercial strategy, long-term interests and financial viability. The General Meeting is informed about incentive programs for employees, and, pursuant to section 6-16 b of the NPLCA, an annual report regarding remuneration for the Executive Team will be presented to the General Meeting.

Information and communications

Communication with shareholders, investors, and analysts is a high priority for Otello. The Company believes that objective and timely information to the market is a prerequisite for a fair valuation of the Company's shares and, in turn, the generation of shareholder value. The Company continually seeks ways to enhance our communication with the investment community. The Company's reporting of financial and other information is based on openness and taking into account the requirement for equal treatment of all participants in the securities market.

Otello's company website (<https://www.otellocorp.com/>) provides the investment community with information about the Company, including a comprehensive investor relations section. This section includes the Company's investor relations policy, annual and quarterly reports,

press releases and stock exchange announcements, share price and shareholder information, a financial calendar, an overview of upcoming investor events, and other relevant information.

During the announcement of half-yearly and annual financial results, there is a forum for shareholders and the investment community to ask questions of the Company's management team. Otello also arranges regular presentations in a range of jurisdictions, in addition to holding meetings with investors and analysts. Important events affecting the Company are reported immediately to the Oslo Stock Exchange in accordance with applicable legislation and posted on <https://www.otellocorp.com/ir>. All material information is disclosed to recipients equally in terms of content and timing.

The Board of Directors has further established an investor relations policy for contact with shareholders and others beyond the scope of the General Meeting.

Takeovers

The Board of Directors endorses the recommendations of the Code. Otello's Articles of Association do not contain any restrictions, limitations or defense mechanisms on acquiring the Company's shares. In accordance with the Securities Trading Act and the Code, the Board has adopted guidelines for possible takeovers.

In the event of an offer, the Board of Directors will not seek to hinder or obstruct takeover bids for Otello's activities or shares. In such situations, the Board of Directors and the Company's executive management have an independent responsibility to help ensure that shareholders are treated equally and that the Company's business activities are not disrupted unnecessarily. The Board of Directors has a particular responsibility to ensure that shareholders are given sufficient information and time to form a view of the offer. Any agreement with the bidder that acts to limit the Company's ability to arrange other bids for the Company's shares will only be entered into where the Board believes it is in the common interest of the Company and its shareholders. This shall also apply to any agreement on the payment of financial compensation to the bidder if the bid does not proceed. Any financial compensation should normally be limited to the costs the bidder has incurred in making the bid.

Information about agreements entered into between the Company and the bidder that are material to the market's evaluation of the bid will be publicly disclosed no later than at the same time as the announcement of an impending bid is published.

If an offer is made for the shares of Otello, the Board of Directors will make a recommendation as to whether the

shareholders should or should not accept the offer. The Board of Director's statement on the offer will make it clear whether the views expressed are unanimous, and if this is not the case it will explain the basis on which specific members of the board have excluded themselves from the board's statement. The Board of Directors will normally arrange for a valuation from an independent expert. The valuation should include an explanation, and will normally be made public no later than at the time of the public disclosure of the Board of Directors statement.

Any transaction that is in effect a full disposal of the Company's activities should be decided by a General Meeting.

Auditor

The auditor participates in meetings of the Board of Directors that deal with the annual accounts, as well as upon special request. Every year, the auditor presents to the Audit Committee a report outlining the audit activities in the previous fiscal year and highlighting the areas that caused the most attention or discussions with management, as well as a plan for the work related to the Company's audit. The Board of Directors will make sure that the auditor submits the main features of the plan for the audit of the

Company to the Audit Committee annually. The auditor also reports at least annually on internal control observations during the conduct of the audit, including identified weaknesses and proposals for improvement.

The auditor will make himself available upon request for meetings with the Board of Directors during which no member of the executive management is present at least once each year, as will the Board of Directors upon the auditor's request. At meetings where the annual accounts are dealt with, the auditor shall report on any material changes in the Company's accounting principles and key aspects of the audit, comment on any material estimated accounting figures and report all material matters on which there has been disagreement between the auditor and the executive management of the Company. The General Meeting is informed about the Company's engagement and remuneration of the auditor and for fees paid to the auditor for services other than the annual audit, and details are given in Note 5 to the Annual Report.

The Board of Directors has established guidelines in respect of the use of the auditor by the Company's executive management for services other than the audit.



CONCEPT, TEXT, DESIGN, PROJECT MANAGEMENT, PHOTO, ILLUSTRATIONS: COXIT // COXIT.NO



Otello Corporation ASA
Gjerdrums vei 19
NO-0484 OSLO

Tel: +47 9190 9145
www.otellocorp.com



Opera Software ASA
v/ Stephan Brodschöll
Postboks 2648 St. Hanshaugen
0175 Oslo Børs

e-post: sbr@opera.com

Deres ref:

Vår ref: 685982

Dato: 23.05.2008

OPERA - Søknad om dispensasjon fra verdipapirhandelloven § 5-13 vedrørende krav til språk ved informasjonspliktige opplysninger

Det vises til søknad fra Opera Software ASA av 7. mai 2008. I søknaden søkes det om dispensasjon fra kravet i verdipapirhandelloven § 5-13 om å rapportere informasjonspliktige opplysninger på norsk. I denne sammenheng søkes det om å benytte engelsk som språk ved rapportering av informasjon som nevnt.

Utsteder med Norge som hjemstat skal i utgangspunktet offentliggjøre opplysninger på norsk, jf. verdipapirhandelloven § 5-13 første ledd. Oslo Børs har hjemmel til å gi dispensasjon fra dette utgangspunktet, jf. forskrift 6. desember 2007 nr. 1359 om innsendelse av flaggemeldinger, offentliggjøring av flaggemeldinger og meldepliktige handler, samt delegering av myndighet til å unnta fra språkkrav etter verdipapirhandelloven (heretter benevnt "forskriften"). I forskriften § 3 heter det følgende:

"§ 3 Delegering av dispensasjonsmyndighet fra språkkrav

Regulert marked der verdipapirene er opptatt til handel kan gjøre unntak fra kravet i verdipapirhandelloven § 5-13 første og annet ledd om å gi opplysninger på norsk. Ved vurderingen av om det skal gjøres unntak skal det legges vekt på utstederens aksjonærsammensetning, hvor byrdefullt det fremstår for utstederen å gi opplysninger på norsk i tillegg til andre språk, utstederens arbeidsspråk, og om utstederen før forskriftens ikrafttredelse har hatt dispensasjon."

Forskriften er utarbeidet av Kredittilsynet, og i høringsnotatet av 5. november 2007 til forskriften uttalte Kredittilsynet følgende om delegeringen (høringsnotatet punkt 3):

"Drøftingene i verdipapirhandellovens forarbeider tilsier at kravet om at opplysninger skal gis på norsk skal være det klare utgangspunktet for utsteder med Norge som hjemstat. Forarbeidene omtaler derimot ikke aktuelle momenter som bør tas i betraktning ved utøvelsen av dispensasjonsskjønnet. Kredittilsynet mener at dispensasjon bare bør gis etter en individuell vurdering, og oppstiller noen vilkår for det regulerte markedets utøvelse av dispensasjonsskjønnet. Momenter ved vurderingen bør være aksjonærsammensetning, hvor byrdefullt det fremstår for utstederen å gi opplysninger på norsk i tillegg til andre språk,



Oslo Børs ASA
Tollbugata 2, N-0152 Oslo
P.O.Box 460 Sentrum,
N-0105 Oslo
Norway

Phone : +47 22 34 17 00
Fax : +47 22 41 65 90

Org.no : NO 983 268 633
Internet : www.oslobors.no



utstederens arbeidsspråk, og hvilken tradisjon utstederselskapet har hatt (dvs om de før forskriftens ikrafttredelse har hatt dispensasjon)."

Børsen har foretatt en konkret vurdering av forholdene som er beskrevet i selskapets søknad i forhold til kriteriene i ovennevnte forskrift.

Etter børsens vurdering er de anførte forholdene tilstrekkelige for å kunne innvilge dispensasjon fra språkkravet for Opera Software ASA.

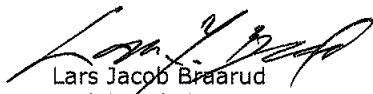
Oslo Børs har i vurderingen lagt vekt på at selskapets aksjonærsammensetning for en stor del er utenlandsk. Det vises til at selskapets aksjonærsammensetning angir ca. 30 prosent utenlandsk eierskap. Dersom det ses bort fra aksjer eid av personer i Operas ledelse, så kontrollerer aksjonærer hjemmehørende utenfor Norge 39 prosent av aksjene i selskapet. Oslo Børs har videre lagt vekt på at selskapet rapporterer på engelsk og har benyttet seg av ordningen som gjaldt frem til 31.12.2007 hvoretter selskapet kunne velge rapporteringsspråk. Børsen har dessuten lagt vekt på at selskapet nesten utelukkende opererer kommersielt utenfor Norge og at selskapet har engelsk som arbeidsspråk. Det fremstår etter en samlet vurdering byrdefullt for selskapet å rapportere på norsk.

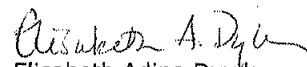
På denne bakgrunn har Oslo Børs truffet følgende vedtak:

Med hjemmel i forskrift 6. desember 2007 nr. 1359 § 3 første punktum innvilger Oslo Børs søknaden fra Opera Software ASA om dispensasjon fra verdipapirhandeloven § 5-13.

Vedtaket er enkeltvedtak og kan påklages til Kredittilsynet innen 3 uker fra underretning om vedtaket er kommet frem til vedkommende part, jf. forvaltningsloven §§ 28 og 29, jf. § 1. Eventuell klage stiles til Kredittilsynet og sendes til Oslo Børs.

Med hilsen
OSLO BØRS ASA


Lars Jacob Braarud
Avdelingsleder
Selskapsavdelingen


Elisabeth Adina Dyvik
Seniorrådgiver
Selskapsavdelingen



Skattedirektoratet

Saksbehandler Torstein Kinden Helleland	Deres dato 09.03.2011	Vår dato 14.03.2011
Telefon 22078139	Deres referanse Lars Boilesen	Vår referanse 2011/307209

OPERA SOFTWARE ASA
Postboks 2648 St. Hanshaugen
0131 OSLO

14.03.2011

Dispensasjon fra kravet om utarbeidelse av årsregnskap og årsberetning på norsk språk for Opera Software ASA, org. nr. 974 529 459

Det vises til deres brev av 1. mars 2011 samt e-post av 9. mars i sakens anledning. Det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Opera Software ASA.

Bakgrunn

Det er i søknaden opplyst at Opera Software ASA er et internasjonalt konsern med virksomhet i mange land og med profesjonelle kontraktsmotparter. Norge er et svært lite marked for konsernet. Arbeidsspråket er engelsk og selskapet er innvilget dispensasjon fra kravet i verdipapirhandelloven § 5-13 om å rapportere informasjonspliktige opplysninger på norsk. Konsernets aksjonærer er i all hovedsak institusjonelle og profesjonelle eiere samt ansatte som i det daglige er vant til å forholde seg til engelsk som arbeidsspråk. Styret består også av ikke norsk språklige medlemmer. Den norske versjonen av årsregnskapet utarbeides kun for å tilfredsstille regnskapsloven.

Skattedirektoratets vurdering og konklusjon

Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon."

Postadresse Postboks 9200 Grønland 0134 Oslo For elektronisk henvendelse se www.skatteetaten.no	Besøksadresse Se www.skatteetaten.no Org. nr: 996250318	Sentralbord 800 80 000 Telefaks 22 17 08 60
---	--	--



Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "*informative regnskaper for ulike grupper av regnskapsbrukere*". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir negativt berørt ved en eventuell dispensasjon.

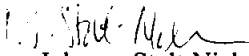
Selskapet er et børselskap som er innvilget dispensasjon fra språkkravet ved Oslo Børs. Virksomheten er innen en internasjonal bransje som benytter engelsk språk ved kommunikasjon. Konsernets aksjonærer er i all hovedsak institusjonelle og profesjonelle eiere samt ansatte som i det daglige er vant til å forholde seg til engelsk som arbeidsspråk. Dette gjelder også konsernets kunder og leverandører og andre forretningsforbindelser.

Skattedirektoratet gir på bakgrunn av en helhetsvurdering Opera Software ASA dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

Dispensasjonen forutsetter at engelsk språk benyttes ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen


Inger Johanne Stolt-Nielsen
underdirektør
Rettsavdelingen, foretaksskatt
Skattedirektoratet


Torstein Kinden Helleland