



## **QFR – CONTEMPLATED PRIVATE PLACEMENT**

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Q-Free ASA ("Q-Free") has retained SEB Enskilda AS (the "Manager") to advise on and effect a private placement of new shares directed towards existing shareholders, Norwegian investors and international institutional investors. Q-Free may in the private placement issue up to 5,100,000 new shares, equalling approximately 9.3% of the outstanding share capital. The subscription price will be determined through a book-building process. The minimum order and allocation in the private placement has been set to the number of new shares that equals an aggregate purchase price of at least the NOK equivalent of EUR 50,000.

Q-Free is experiencing increased M&A activity and opportunities within the ITS (Intelligent Transport Systems) sector. Net proceeds from the private placement will be applied towards strengthening of Q-Free's balance sheet in order to be able to take advantage of potential M&A opportunities.

The book-building period commences today (22 October 2009) at 17:30 CET and closes on 23 October 2009 at 08:30 (CET). The Company may, however, at any time resolve to close or extend the book-building period at its own discretion.

The new shares will be issued by the Board of Directors of Q-Free pursuant to an authorisation granted to the Board by a shareholders' resolution on 18 May 2009.

\* See below for further important information

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The shares referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and will be sold within the United States only to qualified institutional buyers ("QIB"), as defined in Rule 144A under the U.S. Securities Act ("Rule 144A"), through affiliates of the Manager, in reliance upon the exemption from the registration requirements provided by section 4(2) of the U.S. Securities Act Rule 144A, and to certain non-U.S. persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act. The shares to be offered will be subject to certain restrictions on transfer.

This press release may contain certain forward-looking statements relating to the business, financial performance and results of the Company and/or the industry in which it operates. Forward-looking statements concerning future circumstances and results and other statements that are not historical facts. Any forward-looking statements contained in this press release, including assumptions, opinions and views of the Company or cited from third party sources are solely opinions and forecasts which are subject to risks, uncertainties and other factors that may cause actual events to differ materially from any anticipated development. None of the Company, the Manager or any of their affiliates or advisors provide any assurance that the assumptions underlying such forward-looking statements are free from errors nor do any of them accept any responsibility for the future accuracy of the opinions expressed in this press release or the actual occurrence of the forecasted developments. Neither the Company nor the Manager assume any obligation to update any forward-looking statements or to confirm these forward-looking statements to actual results.

This information is subject of the disclosure requirements of the Section 5–12 of the Norwegian Securities Trading Act.

#### *About Q-Free*

*Q-Free is a leading global supplier of solutions and products for Road User Charging and Traffic Surveillance having applications mainly within electronic toll collection for road financing, congestion charging, truck-tolling, law enforcement and parking/access control. Q-Free offers solutions and products based on state of the art technology, and is the leading supplier within DSRC (tag) – and ALPR (Automatic License Plate Registration) and GNSS (Global Navigation Satellite System) based solutions, with deliveries in Europe, Asia-Pacific, Middle East and North- and South America. The company has appr. 290 employees in 11 locations and representatives in 7 other countries. Headquarter is based in Trondheim, Norway. Q-Free is listed on the Oslo Stock Exchange with the ticker QFR.*

*<http://www.q-free.com>*