

Adevinta

INNKALLING TIL GENERALFORSAMLING ADEVINTA ASA

Torsdag 29. juni 2023 kl. 15.00 Oslo tid

Aksjeeierne i Adevinta ASA ("**Selskapet**") innkalles med dette til ordinær generalforsamling torsdag 29. juni 2023 kl. 15:00 Oslo tid som et virtuelt møte via LUMI-AGM-løsningen. Styret har besluttet at generalforsamlingen skal åpnes av Lars Knem Christie, partner i Advokatfirmaet BAHR AS.

Styret har besluttet å gjennomføre møtet virtuelt via online-løsningen «LUMI-AGM». Alle aksjonærer vil kunne delta på møtet, stemme og stille spørsmål fra smarttelefoner, nettbrett, laptop eller stasjonære enheter. For nærmere informasjon vedrørende virtuell deltakelse vises det til informasjon avslutningsvis i denne innkallingen. Veiledning er også gjort tilgjengelig som vedlegg til innkallingen og gjort tilgjengelig på Selskapets nettside.

Årsrapporten for 2022 og andre relevante dokumenter vil være tilgjengelige på selskapets nettsider på www.adevinta.com.

Dagsorden:

1. Godkjenning av innkalling og dagsorden for generalforsamlingen

2. Valg av møteleder

Styret foreslår Lars Knem Christie som møteleder på generalforsamlingen.

3. Valg av person til å underskrive protokollen

Styret foreslår at en person som er representert på generalforsamlingen velges til å underskrive protokollen i tillegg til møteleder.

4. Godkjenning av årsregnskap og årsberetning for 2022 for Adevinta ASA og Adevinta-konsernet

Årsregnskapet, tilhørende noter, og årsberetningen er inkludert i årsrapporten. Dokumentene er tilgjengelig på Selskapets nettsider www.adevinta.com.

Forslag til beslutning:

“Generalforsamlingen godkjenner årsregnskapet og årsberetningen for 2022 for Adevinta ASA og Adevinta-konsernet. Det skal betales konsernbidrag på NOK 585 858 120 til Adevinta Finance AS, konsernbidrag på NOK 46 546 847 til Adevinta Ventures AS, og konsernbidrag på NOK 24 392 441 til Marketplaces Austria Holding AS.”

5. Vurdering av redegjørelse for eierstyring og selskapsledelse

I henhold til § 5-6 i allmennaksjeloven skal generalforsamlingen vurdere Selskapets redegjørelse for eierstyring og selskapsledelse i samsvar med regnskapslovens § 3-3b. Selskapets redegjørelse for eierstyring og selskapsledelse er inkludert i årsrapporten og er tilgjengelig på Selskapets nettsider på www.adevinta.com.

6. Godkjenning av styrets erklæring om lønn og annen kompensasjon til ledende ansatte

Styret har utarbeidet en redegjørelse i samsvar med allmennaksjeloven § 6-16a vedrørende retningslinjer for godtgjørelse til ledende ansatte.

Retningslinjene er gjenstand for godkjenning av generalforsamlingen og bindende for styret. Retningslinjene er vedlagt denne innkallingen og er tilgjengelig på Selskapets nettsider på www.adevinta.com.

Forslag til beslutning:

“Generalforsamlingen godkjenner erklæringen om lønn og annen kompensasjon til ledende ansatte.”

7. Rådgivende avstemning med hensyn til styrets rapport om lønn og annen godtgjørelse til ledende ansatte

Styret har forberedt rapport om lønn og annen godtgjørelse til ledende ansatte for regnskapsåret 2022, jf. allmennaksjeloven § 6-16b. Rapporten inneholder informasjon om hvordan relevante retningslinjer for godtgjørelse til ledende ansatte har blitt praktisert av Selskapet og hvordan ledende ansatte ble godtgjort i 2022.

Rapporten er gjenstand for rådgivende avstemning av generalforsamlingen i henhold til § 5-6 fjerde ledd i allmennaksjeloven. Rapporten er vedlagt denne innkallingen og er tilgjengelig på Selskapets hjemmeside www.adevinta.com.

Forslag til beslutning:

“Generalforsamlingen gir sin tilslutning til rapport om lønn og annen godtgjørelse til ledende personer.”

8. Godkjenning av honorar til revisor for 2022

I 2022 ble det påløpt EUR 365 637,42 i godtgjørelse til revisjonsfirmaet Ernst & Young for revisjonsrelaterte tjenester til morselskapet Adevinta ASA. I 2022 pådro konsernet kostnader til revisjonsfirmaet Ernst & Young på til sammen EUR 1 958 392,20 for revisjonsrelaterte tjenester til konsernet som helhet og EUR 153 358 for andre tjenester til konsernet som helhet.

Styret foreslår en godtgjørelse på EUR 365 637,42 til Selskapets revisor for 2022 for ordinær revisjon av morselskapet Adevinta ASA, som er gjenstand for godkjenning.

Forslag til beslutning:

“Generalforsamlingen godkjenner revisjonshonoraret på EUR 365 637,42 for ordinær revisjon av Adevinta ASA.”

9. Valg av styremedlemmer

Selskapets valgkomité skal foreslå valg av medlemmer til Selskapets styre som skal stemmes på ved ordinær generalforsamling. Valgkomiteens innstilling skal foreligge senest på generalforsamlingen og vil være tilgjengelig på Selskapets nettsider på www.adevinta.com.

Aksjeeierne kan stemme over valgkomiteens forslag. Styret foreslår at aksjeeierne vedtar forslaget fra valgkomiteen.

I henhold til Selskapets vedtekter § 6 har aksjonærer som eier mer enn 25% og 10% av A-aksjene rett til å utpeke henholdsvis to og ett medlem til Selskapets styre. Slike medlemmer er ikke gjenstand for votering på generalforsamlingen. I dag er det fem medlemmer av Selskapets styre som er utpekt av slike aksjonærer; Kristin Skogen Lund og Aleksander Rosinski er utpekt av Schibsted, Julie Simpson and Mark Solomons er utpekt av eBay, og Dipan Patel er utpekt av Permira.

10. Godkjenning av godtgjørelse til styrets medlemmer

Generalforsamlingen skal fastsette godtgjørelse til styret, inkludert tilleggsgodtgjørelse til styremedlemmer som deltar i utvalgsarbeid.

Selskapets valgkomité skal foreslå godtgjørelse til styrets medlemmer. Valgkomiteens innstilling skal legges frem senest på generalforsamlingen og vil være tilgjengelig på Selskapets nettsider på www.adevinta.com.

Aksjeeierne kan stemme over valgkomiteens forslag. Styret foreslår at aksjeeierne vedtar forslaget fra valgkomiteen.

11. Valg av medlemmer til valgkomiteen

Valgkomiteen skal foreslå medlemmer til Selskapets valgkomité som skal stemmes over på den årlige generalforsamlingen. Valgkomiteens innstilling skal fremlegges senest på generalforsamling og vil være tilgjengelig på Selskapets nettsider på www.adevinta.com.

Aksjeeierne kan stemme over valgkomiteens forslag. Styret foreslår at aksjeeierne vedtar forslaget fra valgkomiteen.

I henhold til Selskaps vedtekter artikkel 8 har aksjonærer som eier mer enn 25% av A-aksjene rett til å utpeke ett medlem til Selskapets valgkomité. Slike medlemmer skal ikke velges på generalforsamlingen. Det er per nå to medlemmer av valgkomiteen som er utpekt av slike aksjonærer: Andrew Kvålseth er utpekt av Schibsted og Karin Schwab er utpekt av eBay.

12. Godkjenning av godtgjørelse til medlemmer av valgkomiteen

Generalforsamlingen skal vedta godtgjørelse til medlemmer av Selskapets valgkomité. Godtgjørelsen for kommende tjenesteperiode skal være fastsatt på forhånd.

Valgkomiteen skal foreslå godtgjørelse til valgkomiteens medlemmer. Valgkomiteens innstilling skal fremlegges senest på generalforsamlingen og vil være tilgjengelig på Selskapets nettsider på www.adevinta.com.

Aksjeeierne kan stemme over valgkomiteens forslag. Styret foreslår at aksjeeierne vedtar forslaget fra valgkomiteen.

13. Fullmakt til styret til å øke aksjekapitalen

Styret foreslår at generalforsamlingen gir styret fullmakt til å utstede nye aksjer i Selskapet. Fullmakten er foreslått begrenset til om lag 10 % av Selskapets aksjekapital. Styret mener det er i Selskapets interesse å ha fleksibilitet til å skaffe kapital for å sikre at Selskapet skal være i stand til å utnytte muligheter som kan øke verdiskapingen fremover, som igjen vil gi Selskapet mulighet til å gjennomføre sin vekststrategi, for å styrke egenkapitalen og/eller for å bruke aksjene som kompensasjon i forbindelse med oppkjøp av virksomhet. I tillegg til dette kan styret utstede aksjer til ansatte i Adevinta-konsernet som en del av incentivordninger.

Styret har foreslått å begrense fullmakten slik at antallet aksjer som utstedes under denne fullmakten totalt sett ikke kan overstige 10 % av Selskapets aksjekapital (som nærmere beskrevet i forslaget til beslutning).

Slik bruk av fullmakt til styret innebærer at aksjeeiernes fortrinnsrett i henhold til allmennaksjeloven § 10-4 kan fravikes.

Forslag til beslutning:

“(i) Styret gis fullmakt i henhold til allmennaksjeloven § 10-14 (1) om å øke Selskapets aksjekapital ved en eller flere anledninger med inntil NOK 24 498 859 ved utstedelse av aksjer i enhver aksjeklasse utstedt på tidspunktet for utøvelse av fullmakten.

(ii) Fullmakten skal gjelde fram til generalforsamlingen i 2024, men uansett ikke lenger enn til 30. juni 2024.

(iii) Aksjeeiernes fortrinnsrett i henhold til § 10-4 i allmennaksjeloven kan fravikes.

(iv) Fullmakten dekker kapitalforhøyninger ved innskudd i penger eller annet enn penger. Fullmakten omfatter rett til å pådra Selskapet særlige forpliktelser, jfr. § 10-2 i allmennaksjeloven. Fullmakten omfatter beslutninger om fusjoner i samsvar med § 13-5 i allmennaksjeloven.

(v) Ved registrering av denne fullmakten i Foretaksregisteret, vil denne fullmakten erstatte tidligere fullmakter for kapitalforhøyelse.”

14. Fullmakt til styret til tilbakekjøp av Selskapets aksjer

Styret foreslår at generalforsamlingen vedtar å gi styret fullmakt til å kjøpe tilbake opptil om lag 10 % av Selskapets aksjer for en periode fra datoen for denne generalforsamlingen og fram til Selskapets generalforsamling i 2024, men uansett ikke lenger enn til 30. juni 2024.

Aksjer som kjøpes kan brukes i forbindelse med incentivordninger for ansatte i Adevinta-konsernet, som vederlag i forbindelse med oppkjøp av virksomhet og/eller for å forbedre Selskapets kapitalstruktur.

Forslag til beslutning:

“(i) Styret gis i henhold til allmennaksjeloven fullmakt til å kjøpe og selge egne aksjer i enhver aksjeklasse på tidspunktet for utøvelse av fullmakt i Adevinta ASA. Det samlede nominelle beløpet av aksjer kjøpt av Selskapet kan ikke overstige NOK 24 498 859.

(ii) Fullmakten gjelder fram til generalforsamlingen i 2024, men uansett ikke lenger enn til 30. juni 2024.

(iii) Minimumsbeløpet som kan betales for aksjene er NOK 20 og maksimumsbeløpet er NOK 750.

(iv) Styret står fritt til å avgjøre hvilken metode som skal brukes ved kjøp og eventuelt påfølgende salg av aksjene.

(v) Aksjene som kjøpes kan benyttes i forbindelse med incentivordninger for ansatte i Adevinta-konsernet, som vederlag i forbindelse med oppkjøp av virksomhet og/eller for å forbedre Selskapets kapitalstruktur.

(vi) Ved registrering av denne fullmakten i Foretaksregisteret, vil denne fullmakten erstatte tidligere fullmakter for tilbakekjøp av Selskapets aksjer.”

15. Endringer av Selskapets vedtekter

For å hensynta kommende endringene i allmennaksjeloven som innebærer at det vil gjelde en bestemt tidsfrist for å registrere seg for deltakelse på generalforsamlinger, så foreslår Styret at generalforsamlingen vedtar å endre Selskapets vedtekter slik at det ikke skal gjelde en bestemt tidsfrist for slik registrering.

Forslag til beslutning:

«Selskapets vedtekter § 9 punkt 2, som på dette tidspunktet lyder: «I innkallingen til generalforsamlingen kan Selskapet sette en frist for melding om deltagelse, som ikke kan utløpe tidligere enn 5 dager forut for generalforsamlingen.», slettes i sin helhet.»

Aksjer i Selskapet og tilhørende stemmerett

Selskapet har en aksjekapital på NOK 244 988 596,20, fordelt på 1 165 686 913 klasse A-aksjer (ordinære aksjer) og 59 256 068 klasse B-aksjer (uten stemmerett), totalt 1 224 942 981 aksjer, hver med pålydende verdi NOK 0,20. Adevinta eier 8 028 154 egne aksjer (A-aksjer).

På Selskapets generalforsamling gir hver A-aksje en stemme. Eiere av B-aksjer har ikke rett til å stemme på generalforsamlingen med hensyn til disse aksjene.

En aksjeeier har rett til å avgi stemme for det antall A-aksjer som vedkommende eier, og som er registrert på en konto i verdipapirsentralen (VPS) som tilhører aksjeeieren på tidspunktet for generalforsamlingen. Hvis en aksjeeier har ervervet aksjer og ikke fått ervervet registrert i VPS på tidspunktet for generalforsamlingen, kan retten til å stemme for de aksjene som er ervervet kun utøves av erververen hvis ervervet er meldt til VPS og blir godtgjort på generalforsamlingen.

Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner, hvis beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.

Etter Selskapets syn har verken den reelle eieren eller forvalteren rett til å stemme for aksjer som er registrert på en VPS-konto som tilhører forvalteren, jf. allmennaksjeloven § 4-10. Den reelle eieren av aksjer kan imidlertid stemme for aksjene hvis han/hun godtgjør at han/hun har tatt nødvendige skritt for å avslutte forvalterregistreringen av aksjene, og at aksjene vil overføres til en ordinær VPS-konto som står i navnet til eieren. Hvis eieren kan godtgjøre at han/hun har tatt slike skritt, og at han/hun har en reell aksjeeierinteresse i Selskapet, kan han/hun etter Selskapets oppfatning stemme for aksjene selv om de ennå ikke er registrert på en ordinær VPS-konto.

Aksjeeieres rettigheter

En aksjeeier kan ikke kreve at nye spørsmål blir satt på dagsorden etter at fristen for å gjøre dette har utløpt, se § 5-11, andre setning i allmennaksjeloven.

En aksjeeier har rett til å fremsette forslag til beslutning vedrørende de sakene generalforsamlingen skal behandle.

En aksjeeier kan kreve, på generalforsamlingen, at styremedlemmene og administrerende direktør skaffer informasjon om saker som kan påvirke vurderingen av:

1. Godkjenning av årsregnskap og årsrapport
2. Spørsmål som er sendt ut til aksjeeierne for beslutning
3. Selskapets økonomiske posisjon, inkludert virksomhet i andre selskaper som Selskapet deltar i, og andre spørsmål som generalforsamlingen skal behandle, med mindre informasjonen det blir bedt om ikke kan framskaffes uten å forårsake unødig skade på Selskapet.

Dersom informasjon må fremskaffes, slik at det ikke kan gis noe svar på generalforsamlingen, må det utarbeides et skriftlig svar innen to uker etter generalforsamlingen. Dette svaret skal gjøres tilgjengelig for aksjeeierne på Selskapets kontor, og sendes til alle aksjeeiere som har bedt om slik informasjon. Dersom svaret må anses å være av vesentlig betydning for å vurdere faktorer som beskrevet i forrige avsnitt, skal svaret sendes til alle aksjeeiere med kjent bostedsadresse.

Påmelding til generalforsamling

Den elektroniske deltakelsen er organisert av DNB Bank ASA, Verdipapirservice, og dets underleverandør Lumi. Gjennom å delta på den elektroniske generalforsamlingen vil aksjonærer være i stand til å høre på broadcast av møtet, se presentasjonen, stille spørsmål til sakene på agendaen og foreta avstemming i reell tid. Det er ikke nødvendig med påmelding for å delta online, men aksjonærer må være pålogget før møtet begynner. Er man ikke logget inn innen generalforsamlingen starter vil man ikke bli registrert og vil ikke ha mulighet til å utøve sine stemmerettigheter. Innlogging starter en time før. Det vises til informasjon under og til egen guide om hvordan aksjonærer kan delta elektronisk, se vedlegg til innkallingen. For å kunne delta på den elektroniske generalforsamlingen må aksjonærer logge inn på Lumi AGM-løsningen: <https://dnb.lumiagm.com> og deretter taste inn «Møte ID»: 169-281-882 og klikke «BLI MED PÅ MØTET». Aksjonærer må identifisere seg ved hjelp av referansenummeret og PIN-koden fra VPS, se nærmere informasjon i guiden for elektronisk deltakelse.

Aksjeeiere som ikke har anledning til å møte selv på generalforsamlingen kan gi fullmakt til styrets leder (og den hun utpeker) eller annen person til å stemme for sine aksjer. Fullmakt kan sendes inn elektronisk via VPS investortjenester eller ved å fylle ut og sende inn fullmaktsskjema vedlagt i henhold til instruksene angitt i skjemaet. Fullmakten må være skriftlig, datert og underskrevet. Fullmakter må være mottatt av DNB Bank ASA, Verdipapirservice, innen 28. juni 2023 kl. 16:00 Oslo tid, med mindre aksjeeier har registrert påmelding innen denne fristen. Dersom aksjeeiere er påmeldt innen fristen kan fullmakt fremlegges senest på generalforsamlingen. Se vedlagte fullmaktsskjema for ytterligere informasjon om fullmakter.

Vennligst merk at en fullmakt uten stemmeinstruks kan utløse flaggeplikt i henhold til norsk lov. I henhold til verdipapirhandelloven § 4-2 regnes en fullmakt uten stemmeinstruks som eierskap eller rettigheter til aksjer. Dette betyr at en fullmektig må flagge sine fullmakter dersom det antallet aksjer fullmaktene gjelder (sammen med eventuelle aksjer eller rettigheter til aksjer fullmektigen selv har) når eller overstiger grensen for flaggeplikt i henhold til verdipapirhandelloven § 4-2.

Årsregnskapet, årsberetningen og revisjonsberetningen for 2022, styrets redegjørelse for eierstyring og selskapsledelse, lederlønnrapport og erklæring om lønn og annen kompensasjon til ledende ansatte, innstillingen fra valgkomiteen, i tillegg til vedlegg til denne innkallingen inkludert melding om deltakelse og fullmaktsskjema vil bli tilgjengelig på Selskapets nettsider www.adevinta.com.

Denne innkallingen vil bli sendt til alle aksjonærer med kjent bostedsadresse. I henhold til artikkel 10 i Selskapets vedtekter, vil dokumentene som det er henvist til i denne innkallingen ikke sendes med post til aksjeeierne. Aksjeeierne kan likevel be om å få tilsendt disse dokumentene vederlagsfritt på forespørsel. Dersom en aksjeeier ønsker å få disse dokumentene tilsendt, kan denne forespørselen rettes til Selskapet via epost til ir@adevinta.com.

Aksjeeiere kan rette spørsmål vedrørende forhåndsregistrering og elektronisk deltakelse på generalforsamlingen til *DNB Bank ASA*, ved å sende epost til genf@dnb.no eller ringe tlf.: +47 23 26 80 20.

Oslo, 6. juni 2023

FOR STYRET I ADEVINTA ASA

Orla Noonan

Styreleder

Ref.nr.:

Pin-kode:

Innkalling til ordinær generalforsamling

Ordinær generalforsamling i Adevinta ASA avholdes 29. juni 2023 kl 15:00 Oslo tid som et virtuelt møte.

Aksjonæren er registrert med følgende antall aksjer ved innkalling: _____ stemmer for det antall aksjer som er registrert i eierregisteret i Euronext VPS per Record date 28. juni 2023.

Frist for registrering av forhåndsstemmer, fullmakter og instruksjoner er 28. juni 2023 kl 16:00 Oslo tid.

Elektronisk registrering

Bruk alternativt «Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk»

Steg 1 – Registrer deg i påmeldings/registrerings perioden:

- Enten via selskapets hjemmeside www.adevinta.com ved hjelp av referansenummer og PIN-kode (for de som får innkalling i posten), eller
- Innlogget i VPS Investortjenester; tilgjengelig på euronextvps.no eller gjennom kontofører (bank/megler). Når du har logget inn i VPS Investortjenester, velg: *Hendelser – Generalforsamling – ISIN*

Du vil se ditt navn, **ref.nr**, **PIN-kode** og beholdning. Nederst finner du disse valgene

Meld på

Forhåndsstem

Avgi fullmakt

Avslutt

«**Meld på**» – Det er ikke nødvendig å melde seg på for å delta online.

«**Forhåndsstem**» - Her angir du din forhåndsstemme

«**Avgi fullmakt**» - Her kan du gi fullmakt til styrets leder eller en annen person

«**Avslutt**» - Trykk på denne om du ikke ønsker å gjøre noen registrering

Steg 2 – På generalforsamlingsdagen:

Online deltakelse: Delta på generalforsamlingen via denne nettsiden <https://dnb.lumiagm.com/169281882>. Logg deg på ved hjelp av **ref.nr og PIN-kode** fra VPS - se steg 1 over for hvordan du finner dette. Aksjonærer kan også få referansenummer og PIN-kode ved å kontakte. DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00 – 15:30).

Dersom du ikke er innlogget før møtet starter vil du få tilgang, men uten stemmerett.

Ref.nr.:

Pin-kode:

Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk.

Signert blankett sendes som vedlegg i e-post* til genf@dnb.no (skann denne blanketten), eller pr. post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest **28. juni 2023 kl. 16:00**. Dersom aksjeeier er et selskap, skal signatur være i henhold til firmaattest.

*Vil være usikret med mindre avsender selv sørger for å sikre e-posten.

_____ sine aksjer ønskes representert på generalforsamlingen i Adevinta ASA som følger (kryss av):

- Fullmakt uten stemmeinstruks til styrets leder og den hun bemyndiger (ikke kryss av på sakene under)
- Fullmakt med stemmeinstruks til styrets leder og den hun bemyndiger (kryss av «For», «Mot» eller «Avstå» på de enkelte sakene på agendaen under)
- Forhåndsstemmer (marker, «For», «Mot» eller «Avstå» på de enkelte sakene under)
- Åpen fullmakt til (ikke kryss av på sakene under - eventuell stemmeinstruks avtales direkte med fullmektig):

(skriv inn fullmektigens navn med blokkbokstaver)

NB: Fullmektig må kontakte DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00 – 15:30) for påloggingsdetaljer ved online deltagelse.

Stemmegivningen skal skje i henhold til markeringer nedenfor. Manglende eller uklare markeringer anses som stemme i tråd med styrets og valgkomiteens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

Agenda ordinær generalforsamling i Adevinta ASA den 29. juni 2023	For	Mot	Avstå
1. Godkjenning av innkalling og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Valg av møteleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Valg av person til å underskrive protokollen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Godkjenning av årsregnskap og årsberetning for 2022 for Adevinta ASA og Adevinta-konsernet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Vurdering av redegjørelse for eierstyring og selskapsledelse		Ingen avstemming	
6. Godkjenning av styrets erklæring om lønn og annen kompensasjon til ledende ansatte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Rådgivende avstemning med hensyn til styrets rapport om lønn og annen godtgjørelse til ledende ansatte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Godkjenning av honorar til revisor for 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Valg av styremedlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Godkjenning av godtgjørelse til styrets medlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Valg av medlemmer til valgkomiteen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Godkjenning av godtgjørelse til medlemmer av valgkomiteen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Fullmakt til styret til å øke aksjekapitalen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Fullmakt til styret til tilbakekjøp av Selskapets aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Endringer av Selskapets vedtekter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Blanketten må være datert og signert

Sted

Dato

Aksjeeiers underskrift

GUIDE FOR ONLINE DELTAKELSE ADEVINTA ASA 29. JUNI 2023

Adevinta ASA vil gjennomføre ordinær generalforsamling den 29. juni 2023 kl. 15:00 Oslo tid som et digitalt møte, hvor du får muligheten til å delta online med din pc, telefon eller nettbrett. Nedenfor følger en beskrivelse av hvordan du deltar online.

Vi gjør samtidig oppmerksom på at du også, har mulighet til å forhåndsstemme eller gi fullmakt før møtet. Se innkalling for nærmere detaljer for forhåndsstemming og hvordan gi fullmakt. Om du forhåndsstemmer eller gir fullmakt kan du fortsatt logge deg på generalforsamlingen for å følge med samt stille spørsmål, men du vil ikke få muligheten til å stemme på sakene.

Ved å delta online vil aksjonærer få direkteendt webcast (lyd og video) fra generalforsamlingen, mulighet til å stille skriftlige spørsmål, samt avgi stemme på hver enkelt av sakene. Sikker identifisering av aksjonærene blir gjort ved å bruke det unike referansenummeret og PIN-koden som tildeles hver aksjonær og fullmektig i Verdipapirsentralen (**Euronext VPS**) for generalforsamlingen.

Ingen påmelding er nødvendig eller ønskelig for aksjonærer som vil delta online, men aksjonærer **må være logget inn før generalforsamlingen starter**. Logger du inn etter at generalforsamlingen har startet vil du få tilgang, men uten stemmerett.

Aksjonærer som ikke finner sitt referansenummer og PIN-kode for pålogging, eller har andre tekniske spørsmål er velkomne til å ringe DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (mellom 08:00-15:30)

HVORDAN FÅ TILGANG TIL GENERALFORSAMLINGEN ONLINE

For å kunne delta online må du gå inn på følgende nettside: <https://dnb.lumiagm.com>

enten på din smarttelefon, nettbrett eller pc. Alle store kjente nettlesere, som Chrome, Safari, Edge, Firefox etc. støttes.

Skriv inn Møte-ID: 169-281-882 og **klikk BLI MED PÅ MØTET**

Alternativt skriv/lim inn direkte lenke i din nettleser <https://dnb.lumiagm.com/169281882>

Du må så identifisere deg med.

a) Ref. nummer fra VPS for generalforsamlingen

b) PIN-kode fra VPS for generalforsamling

Du vil kun ha mulighet til å logge inn på generalforsamlingsdagen senest en time før møtet starter.

Når du er logget inn kommer du til informasjonssiden til generalforsamlingen. Her finner du informasjon fra selskapet og hvordan dette fungerer teknisk. **Merk at du må ha internettilgang under hele møtet. Om du skulle logge ut, logg deg inn igjen på nytt ved å følge stegene over.**

HVORDAN MOTTA REFERANSENUMMER OG PIN-KODE FRA VPS

Alle aksjonærer registrert i VPS blir tildelt deres eget unike referansenummer og PIN-kode av VPS-systemet for bruk til generalforsamlingen. Disse er tilgjengelig gjennom VPS investortjenester. Logg deg på investortjenester, velg Hendelser, Generalforsamling. Klikk på ISIN og du vil kunne se ditt unike referanse-nummer (Ref.nr.) og PIN-kode.

Alle VPS direkte registrerte aksjeeiere har tilgang til investortjenester enten via <https://www.euronextvps.no> eller nettbank. Ta kontakt med din kontofører om du mangler tilgang.

Aksjeeiere som ikke har huket av for at de ønsker meldinger fra selskap elektronisk i investortjenester, vil i tillegg få tilsendt pr. post deres referansenummer og PIN-kode sammen med innkallingen fra selskapet. (på registrerings blankett)

Forvalterregistrerte aksjeeiere: Aksjer som er holdt på en forvalter konto (nominee), må overføres til en segregert konto i den reelle eiers navn for å ha stemmerett på generalforsamlingen. Når aksjer overføres til den segregerte kontoen dannes det Ref.nr og PIN-kode for denne kontoen. Vennligst kontakt din forvalter om du ønsker ytterligere informasjon om dette.

HVORDAN AVGI STEMME

AVSTEMMING

Når saker er tilgjengelig for avstemming kan du stemme på alle saker så raskt du ønsker. Saker lukkes etter hvert som generalforsamlingen behandler de. Saker vil skyves til din skjerm. Klikk på AVSTEMMING om du klikker deg bort fra avstemmingen

For å stemme, trykk på ditt valg på hver av sakene. FOR, MOT eller AVSTÅR. Når du har avgitt stemme vil du se at ditt valg er markert. Du får også et valg hvor du kan stemme samlet på alle saker. Bruker du dette valget kan du fortsatt overstyre valget på enkelte saker om ønskelig.

For å endre din stemme, klikk på et annet valg. Du kan også velge å kansellere. Du kan endre eller kansellere din avgitte stemme helt fram til møteleder avslutter avstemmingen på de enkelte sakene. Ditt siste valg vil være gjeldende.

NB: Innloggede aksjonærer som har forhåndsstemt eller gitt fullmakt, vil ikke få muligheten til å stemme, men kan følge med og skrive meldinger om ønskelig.



SPØRSMÅL TIL GENERALFORSAMLINGEN

MELDINGER

Spørsmål eller kommentarer om sakene på agendaen kan sendes inn av aksjonærene under hele generalforsamlingen, så lenge møteleder holder åpent for dette.

For å se publiserte spørsmål fra andre aksjonærer, eller dersom du selv ønsker å stille spørsmål eller gi kommentar til noen av sakene på agendaen, velg meldingsikonet.

Skriv inn spørsmålet eller kommentaren din i meldings boksen der det står «Still et spørsmål». Når du har skrevet ferdig, klikk på send knappen.

Spørsmål sendt inn online vil bli moderert før de går til møteleder. Dette for å unngå gjentakelse av spørsmål samt fjerning av upassende språk.

Alle aksjonærer som sender inn spørsmål eller kommentarer vil bli identifisert for andre aksjonærer ved navn, men ikke aksjebeholdning.

Adevinta

Adevinta Remuneration Policy 2023



Introduction

This remuneration policy (the “Policy”) was approved by the Adevinta ASA board of directors (the “Board”) on 8 June 2023.

This Policy describes the different components of the Adevinta ASA (“Adevinta” or the “Company”) remuneration for its leading people, defined as the Executive Management Team (“Executives” or the “Executive team” or “AdEx”). This Policy has been prepared with reference to the provisions in the Norwegian Public Limited Liability Companies Act (Section § 6-16 a) including ancillary regulations.

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The Policy is designed to support the Company's business strategy and to promote long-term interests and financial sustainability. Remuneration is one of the key instruments for the Company to align its interests and those of its leading people and therefore it is important that the Policy is to be determined in an appropriate manner by competent bodies within the Company, proposed by the Board after consultation with the Remuneration Committee and with approval by the Company's shareholders.

The regulatory parameters for executive remuneration at Adevinta are governed by the Norwegian Public Limited Liability Companies Act and ancillary regulations, which requires:

1. Shareholder approval of the Policy

The Board must prepare the Policy for salary and other remuneration for the Executive team which shall be presented to and approved by shareholders in a general meeting. The Policy presented to and approved by shareholders in a general meeting upon a material amendment at least every 4 years.

2. Report to shareholders on Executives' remuneration paid

The Board must provide an annual remuneration report with an overview of the Executive team remuneration (the "Remuneration Report") and present this to shareholders for an advisory vote at the general meeting. This enables shareholders to review how the Board has implemented and adhered to the approved Policy.

There is no legal limitation on the level of remuneration that can be granted to the executive officers – either in respect of share-based compensation or otherwise – provided that it falls within the approved Policy and general corporate limits.

The Policy has previously been approved by shareholders, most recently at the Annual General Meeting in 2022.

This Policy considers the following context of Adevinta's business and the external market of talent competition:

- Adevinta is a global classifieds specialist with market-leading positions in key European markets, Canada and Brazil.
- Adevinta's business model is moving from decentralised and predominantly brand driven to a central and vertical oriented operating model which requires a review of the organisational setup, ensuring we have the right talent in place to drive the transformation of the business accordingly.
- As Adevinta's business is evolving to follow a transactional model and to strengthen further the new verticalized business approach Adevinta continues to go through significant mergers, acquisitions, demergers and business review activities. Key divestitures have been the sales of the South African, Mexican and Australian businesses in 2022 with Hungary under review for 2023.
- Competition for talent increased and faces evolving challenges given continued recent global phenomena, such as the pandemic, increased remote and hybrid working & geo political issues.

Principles for Determination of Salary and Other Remuneration

The Board shall seek to ensure that the remuneration packages of the Executive team are appropriate, well balanced, and competitive in order to attract, retain and motivate key talent which is crucial to the business.

A competitive base salary forms the basis of the remuneration package (along with benefits and pension, where applicable). Individuals may also participate in short-term and long-term incentive schemes for which payments are subject to performance, aligning and motivating participants to drive business performance and value creation for shareholders and the Adevinta group as a whole. The remuneration of executives is regularly assessed taking into account, inter alia, market positioning, the scope and responsibilities of the role and performance in the role.

The Board has adopted the following principles when approaching executive remuneration. These principles are taken into account when setting executive remuneration to ensure alignment with Adevinta's values and culture overall.

These principles apply consistently across the organisation and so the pay and employment conditions of all employees of the Adevinta group were taken into account when establishing the Policy. For example, the Adevinta Variable Incentive does not use individual performance, but instead focuses on the group's culture to win together, for the Executive team as well as all other eligible employees.

Performance Driven

Incentive arrangements are intended to be designed to drive organisational short and long-term sustainable performance, ensuring that the interests of executives are closely aligned with the interest and success of shareholders.

Highly Competitive

Reward levels are intended to be highly competitive on a total remuneration basis in order to attract and retain top talent in a diverse global marketplace.

Fair and Equitable

Remuneration structures are intended to be sensitive to talent environment(s) in a diverse global marketplace. A consistent approach will be taken to remuneration internationally to ensure fair and equitable reward decisions across all countries, levels and job families within Adevinta, albeit that local custom and practice will be considered to ensure that reward practice remains relevant in each country or (where applicable) legal entity.

Simple and Measurable

We want to ensure that rewards products and policies are understood (and appreciated) by each employee and therefore can have the maximum impact on employees' experience. They are intended to be simple to explain, to administer, simple to run as processes, intuitive in application and easily measured.

Consistent

We strive for employees and line managers to have the same employee experience across Adevinta independent of their locations or legal entities. Where rewards structures vary across geographies, policies and processes shall be aligned where possible. By "thinking global" with each product that we newly create or modify as well as co-creating at a local level with the business, we ensure that programs can be efficiently managed across all Adevinta countries but stay relevant and compliant with local legislation.

Continuously evolving

In line with Adevinta's DNA is to continuously evolve, we want to ensure that our products stay relevant to the strategic business needs and market developments of Adevinta. Products and tools need to be designed in a way that allows for continuous review and enhancement.

Digital

To cater for and enable a fast moving and agile way of working within Adevinta, we strive to digitalize all rewards products and processes. This allows all Adevintans to be informed at all times about their compensation packages autonomously and to enable line managers to make autonomous and relevant decisions aligned with the business requirements.

Remuneration of Executives

The following items comprise the remuneration of the Executive team and detail the remuneration elements and their respective purposes, the operation of managing them and the maximum opportunities for each.

1. Base Salary (Fixed Component)

Purpose

The foundation of the remuneration package shall reflect the individual's role, responsibilities, skills and impact on organisational success. A competitive base salary allows us to attract, retain and motivate high-calibre executives with the skills to achieve our key targets while managing costs wisely.

Operation

Base salaries are typically reviewed annually and set in January for the management team and latest by April for the rest of the organisation each year, although the Board may undertake an out-of-cycle review if it determines this to be appropriate.

When reviewing base salaries, the Board typically takes the following into account:

- The level of skill, experience and scope of responsibilities, individual and business performance, economic climate and market conditions.
- The upper quartile market pay in the context of companies of a similar size, complexity and (where relevant) industry to Adevinta.
- Ability to competitively attract and retain top talent in each local market.
- General base salary movements across the Adevinta group.

Maximum Opportunity

When determining salary, the Board will consider the factors outlined in the above 'Operation' section as well as the so called Compensation Pay Ranges (CPRs) that have been established in 2023 going forward for Executives. This enables a solid and tangible comparison with the market and amongst the peers using the 'compensation ratio'. This ratio compares the individual with the external market or CPR but can also be used to compare individual positionings against each other.

2. Adevinta Variable Incentive (AVI)

Purpose

The Executive team participates in the AVI. This is a cash-based incentive plan that is designed to drive organisational performance over a one-year period coinciding with Adevinta's financial year.

The plan is to incentivize the short-term (annual) performance of the Company by tying results to payouts for its leaders and all other eligible employees. Personal performance is not considered for the plan, in order to reflect the culture of winning together and losing together.

Operation

Payouts are based on the achievement of financial and strategic objectives which are set by the Board at the start of the financial year. The performance period is the same as the financial year.

The AVI 2023 plan has been designed as an interim plan to ease the transition towards our new operating model while working towards our long-term plan (LTP). A new AVI plan will be detailed in the Remuneration Policy 2024 in alignment with our verticalized organisation.

In the AVI 2023 plan, financial objectives make up 70% of the performance criteria for AdEx using key performance indicators of revenue and EBITDA. There is a focus to drive overall performance for the Company via group EBITDA and group revenue results.

In the AVI 2023 interim plan all employees and leaders, including the CEO and the AdEx have been attributed 35% group revenue and 35% group EBITDA. No local marketplaces performance is taken into account to foster a truly global mindset and to ensure the new verticalized cross-country/ cross-brand approach is embraced and supported by all.

These targets are set at the beginning of the year, and approved by the Board alongside the financial budget. Results are measured at the end of the year and approved by the Board.

Strategic objectives account for the other 30% of the performance criteria. These targets will consider the Group's business strategy, long-term interests and sustainability, the short-term strategic needs of a function, marketplace (only Canada and Hungary), and the interaction of targets across the AdEx. These targets can include operational measures of the business, measures on people and talent and measures on environment, social and governance initiatives.

A **financial underpin** is applied to the plan overall, by which the group EBITDA and group revenue need to reach a minimum threshold for any incentive to be payable to anyone eligible. This is to ensure results are achieved for the group and that individual marketplace success cannot come at the expense of the group.

Payouts and weightings are as follows:

(as % of target)	Weight	Performance	Payout
		< 90%	0%
		90%	50%
Financial	70%	100%	100%
		112.5%	150%
		> 112.5%	150%
Strategic	30%	< 80%	0%
		80 – 100%	80 – 100%
		> 100%	100%
Group Underpin		80% achievement of Adevința EBITDA & Revenue targets.	

For information on the ability of the Company to reclaim this award, see the section on Variable Remuneration Clawback.

Maximum Opportunity

The maximum payout shall be 135% against target. The target/maximum AVI opportunity for the AdEx are as follows:

- CEO: 65% target/maximum 87.75% of salary.
- Other Executive team members: 50% target/maximum 67.5% of salary.

3. Pension

Purpose

To support the Executive team in their retirement planning and to follow local results on pension, social security and taxation. This also ensures Adevința's executive packages remain competitive to be able to attract and retain talent to drive the long-term strategy of the business.

Operation

The Executive team may be eligible to participate in a defined contribution pension scheme or alternatively may receive cash in lieu of pension. Contributions to defined contribution schemes or cash in lieu of pension are linked to base salary only.

- In April 2022 the Chief Financial Officer started receiving a monthly cash payment in lieu for her pension scheme (equivalent to 15% of her salary) in replacement of a previous annual cash payment in lieu made in April each year.
- The cash payments and any accrued and vested pensions remain for the individuals upon termination.
- Other members of the Executive team do not currently receive pension contributions other than any applicable state pension contributions or local employees'/ executives' complementary pension plan in the applicable country. Any pension arrangements will be viewed in connection with the overall salary and employment conditions, and will be aligned with market practice in the relevant country. Local rules governing pension entitlement, social security entitlement and taxation are taken into account when designing individual pension plans.

4. Other Benefits

Purpose

The Executive team shall also receive other benefits in kind in line with Adevința's global and local practices for employees.

Operation

The Executive team is entitled to similar group insurances, supplementary healthcare and other benefits in kind offered to all employees of the same level in their jurisdiction.

Furthermore local legacy schemes for company cars or car allowances (incl. parking, fuel, maintenance) existing in Spain and France are applicable to executives in those locations and will be reviewed within the harmonisation journey.

Share Based Programs of Executives

The following items comprise the share based remuneration programs of the Executive team and detail the remuneration element and its purpose, the operation of managing it and the maximum opportunity.

The maximum number of shares vesting from Adevinta's equity-based incentive plans will not exceed 1% of the issued share capital per annum on the average over a rolling 3 year period (commensurate with the vesting term of our equity-based incentive schemes). For the avoidance of doubt, this will exclude awards which lapse where performance conditions have not been met and/or where the participants have left employment with Adevinta.

1. Long-term Incentive Plans

Purpose

These annually granted share based plans are to aid in the retention of the Executives and by aligning the financial sustainability and long-term interests of participants to those of the Company and its shareholders. The plan is to motivate and incentivise participants to deliver sustained business performance over the long term. Each member of the Executive team is eligible to receive an annual grant.

Operation

Awards will be governed by a set of plan rules, approved by the Board, which shall ensure fair and consistent governance of the plans. Awards over Adevinta shares may be granted each year in the form of performance stock units (which vest subject to the achievement of performance conditions), restricted stock units (which vest subject to continued employment), or a mixture of the two.

For **performance stock** units the proportion of the award which vest will depend upon the achievement of performance measures. The performance measures are determined and agreed upon with the Board at the time of the grant and measured over the performance period, usually 3 years. The measures can change upon a change to this Policy and approval by shareholders. The performance measure is fully weighted on total shareholder return ("TSR") compared to a peer group as follows:

- Below median performance – 0% of the award vests
- Median performance – 25% of the award vests
- Between median and upper quartile performance – straight line vesting between 25% and 100% of the award
- Upper quartile performance – 100% of the award vests

The peer group used is the companies in the STOXX Europe 600 index with a market capitalization of half to double that of Adevinta 30 days prior to the end of the calendar year.

For restricted stock units, the awards shall usually vest in equal instalments every 6 months over a 3 year period. These plans require an employee to be in active service only at the time of the vest.

Maximum Opportunity

Under these plans a total annual award is granted that is equivalent to a percentage of their base salary at the time of granting, subject to the limits as follows:

- CEO: maximum of 300% of base salary
- Other Adevinta Executive team: maximum of 175% to 300% of base salary
- Senior employees (Adevinta Leadership Community (ALC)) : 75% to 175% of base salary

2. Adevinta Share Purchase Plan

Purpose

All employees (except temporary staff and employees in joint – ventures) of the Adevinta group, including the Executive team, are eligible to participate in the share purchase plan that is intended to motivate and retain employees with the opportunity to acquire an ownership interest in Adevinta through the purchase of shares of Adevinta stock and matching shares. This aligns employee interest to the long-term interests and financial sustainability of the Company.

Operation

Shares are normally purchased quarterly on behalf of employees via a payroll deduction. The Company will match the purchased shares at the end of a two-year holding period, provided the employee is still employed by Adevinta and in ownership of the purchased shares.

Maximum Opportunity

The maximum contribution any employee may make each month is NOK 6,000 (converted into local currency) or an amount equal to 5% of gross salary, if lower.

3. Growth/Special Award

Purpose

The Growth Award and Special Award grant participants an award of Adevinta shares which vest subject to continued employment and the achievement of performance conditions over a period of 3 years (2023 – 2025) to drive future performance and delivery of the business strategy.



It is a one-off award during the transformative period for the Company, which will require significant discretionary effort from executives, and as well, support executive attraction and retention in an extremely competitive talent market. These challenges are being addressed through the award where in delivering significant growth on specific strategic long-term plan financial growth targets recipients are to be rewarded with significant long-term incentive payouts.

Operation

These two long-term one-off incentive plans have been granted once to key leaders, including the Executive team members and shall vest after a period of 3 years, and be delivered in Adevinata shares. The award shall be performance based where the amount of shares that vest for each individual will depend on the determined and agreed upon targets from the Board as connected to the long-term financial plan (LTP 2025 targets) and strategy, at the time of the grant. Members have Adevinata group targets and targets for the respective verticals for the vertical leads. The underpin for the Growth Award is to be consistent with the threshold performance level for the 2023 Performance Share Plan (PSP) awards. This means that the Growth Award will not vest (regardless of EBITDA or revenue performance) if Adevinata's TSR performance does not exceed the median of the subset of the STOXX Europe 600 Index. There will be no "good leaver" provisions for this award.

The following **design principles** have been used:

- Full openness and transparency for all award members to each others performance measures and targets;
- Alignment towards common goals in the performance measures and targets;
- Each AdEx member must be able to influence their own award as much as possible;
- Simple and straightforward;
- Well defined measures/specific/quantitative/robustness of numbers;
- Some insulation to further changes to the executive structure in the next 3 years

The **Performance Measures** are:

- 50% Group EBITDA less CAPEX (all participants)
- 50% verticalized revenue growth (for vertical leaders) across the 5 core markets*
- 50% group vertical revenue growth across the 5 core markets (for functional leaders)
- Targets to be based on the long-term plan per December 2022
- The performance period will end no earlier than December 2025.

Maximum Opportunity

The maximum opportunity for these 2 one-off awards will be determined as a pool of EUR 40 million that can cover up to 16 key roles (predefined) in Growth Award and additional 9 roles in Special Award and will be granted as performance share units of the Company.

- For Growth Award: Payouts for achieving the target goals would be half the maximum amounts. Payout for achieving the threshold goals would be a quarter of the maximum amounts. No payout would be given for achievements below the threshold goals.
- For Special Award: Payouts for achieving the target goals is 100% of the target amount (corresponding to the maximum payout of the plan). Payout for achieving the threshold goals is 50% of the target amounts. No payout would be given for achievements below the threshold goals.

*Vertical revenue growth numbers will be agreed by the board in summer 2023. For the first period of the plan the board will agree global targets applicable. On this basis the maximum of the plan will only pay out at the end of the plan.

Mandatory Shareholding Requirements

The Executive team is subject to the following shareholding requirements that are to be met within 5 years from attaining the executive position:

CEO

300%

of base salary

Other executive team members

200%

of base salary

Variable Remuneration Clawback

The share-based award plans include malus and clawback provisions (to the extent permitted by mandatory law) which permit Adevinta to cancel unvested shares and/or to require already transferred shares to be delivered back to the Company in the following circumstances:

- Discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts or the audited accounts of any group member;
- Action or conduct of a participant which, in the reasonable opinion of the Board, amounts to employee misbehaviour, fraud or gross misconduct;
- Agreements entered into with employees under previous plans (including those which transferred to Adevinta as part of the demerger process from Schibsted) will continue.

Remuneration on Recruitment

The Board shall apply the components set out in sections 3 and 4 of this Policy to determine the remuneration of newly appointed Executives. Base salary will be set at a level appropriate to the role and the experience of the individual being appointed. Where this is below the market level, it will be adjusted over time to align with the market level, subject to good performance. The incentive provision for a new Executive team member shall be in line with sections 3 and 4 of the Policy, including an AVI and long term incentive awards. It may also be determined appropriate to honour prevailing contract commitments for an individual in the event they are promoted to an Executive team position.

In relation to appointees from outside the Adevinta group, where it is considered to be necessary to secure the appointment of the individual, the Board may authorise the grant one-off extraordinary awards, including sign-on and buyout awards as compensation for loss of benefits on resignation from a previous employer, such as loss of bonus and/or long-term share incentives. Buy-out awards

consider the value that is forfeited from the previous employer, looking to mirror it as closely as possible, considering approximate performance conditions and vesting.

Such awards will be determined by the Board and will be disclosed in the Company's annual Remuneration Report. However, in the case of an award to buyout awards forfeited from a previous employer on joining Adevinta, the value of the awards shall normally mirror the value of awards forfeited as closely as possible, taking into account any performance conditions applicable to the award.

The Board may also make appropriate relocation payments in circumstances where the individual is required to relocate for the purpose of the role. Any such payments will be determined by the Board and will be disclosed in the Company's annual Remuneration Report.



Treatment of Pay on Termination

Notice periods for Executive team members are necessary to maintain business continuity and long-term stability in the business. The following notice periods will apply:

CEO, up to a

12 months

notice period

Other executive team members

6 months

notice period

Severance payments shall be determined on an individual basis at need based, taking into consideration local statutory and market requirements among other things. These arrangements shall be detailed annually in the Remuneration Report.

Leaver Rules, Clawback and Penalties

Adevinta's variable pay plans (cash and share-based awards) are governed by a set of plan rules, approved by the Board, which shall ensure fair and consistent governance of the plans. The rules include change of control and "good leaver"/"bad leaver" provisions.

- The plans shall also include malus and clawback provisions which permit Adevinta to cancel unvested shares and/or to require already transferred shares to be delivered back to the Company in the following circumstances:
- Discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts or the audited accounts of any Adevinta group member;
- Action or conduct of a participant which, in the reasonable opinion of the Board, amounts to employee misbehaviour, fraud or gross misconduct;
- Agreements entered into with employees under previous plans (including those which transferred to Adevinta as part of the demerger process from Schibsted) will continue.

Deviations to the Remuneration Policy

The Board may in special, temporary circumstances deviate from all or parts of this Policy, if such deviation is deemed necessary to serve and/or safeguard the long-term interests and sustainability of the Company as a whole or assure its viability, including related to special events including divestments and acquisitions and resulting business transformations as well as for reasons concerning the competitive external talent market and remuneration practices.

Any such deviation must be discussed in the Remuneration Committee who shall provide a substantiated recommendation to the Board. Any deviation from this Policy or a change to any strategic remuneration component will be described and explained in the Remuneration Report.

Review, Approval and Publication

The Board, with support from the Remuneration Committee, is responsible for compliance with this Policy and for completing an annual review of this Policy. Accordingly, the Board must keep within the current Policy when determining salary and other remuneration to its executives, unless and until such time as a new Policy has been approved by the Adevinta shareholders.

The general meeting shall consider and approve this Policy in the event of any significant change and at least every four years. The guidelines are binding on the Company. Both the Policy and the result of the general meeting's voting shall be available on the Company's website.

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Adevinta



Adevinta
Remuneration
Report 2022

Introduction

This remuneration report (the “Remuneration Report”) on the Adevinta ASA (“Adevinta” or “the Company”) salary and other remuneration for its Executive Management Team (the “Executive Management” or “the AdEx”) is prepared pursuant to Section 6-16 b of the Norwegian Public Limited Liability Companies Act including ancillary regulations.

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The purpose of the Remuneration Committee

The [Remuneration Committee <<LINK TO COMMITTEE CHARTER>>](#) ("RemCo") has been established by the Board of Directors of Adevința (the "Board") to assist the Board in determining the remuneration policy for the Executive Management prepared pursuant to Section 6-16 a of the Norwegian Public Limited Liability Companies Act (the "Remuneration Policy" or the "Policy") and practices of the Company, with particular emphasis on remuneration for senior management and employee share participation schemes, having regard to statutory and regulatory requirements.

The Board determines the [Policy <<LINK TO POLICY>>](#) and, as required by statute, seeks shareholder approval for such a Policy on a periodic basis. The Policy is designed to support business strategy and promote long-term interests and sustainable success of the Company. The Policy does this by ensuring that the Company attracts and retains qualified people in governing and leadership roles to lead the Company in accordance with long-term strategies in a sustainable manner. This requires that the Company offers remuneration that is performance driven, highly competitive, fair and equitable, simple and measurable and flexible. The purpose of variable remuneration associated with the Company's financial and strategic objectives is to ensure that the remuneration scheme fosters performance that is consistent with the business strategy. The long-term and common interests of directors and shareholders are safeguarded through means that include shareholding requirements of the AdEx, the use of long-term share-based incentives that tie to Company performance and by keeping remuneration at a competitive level. The overall remuneration of the AdEx is based on an assessment of the individual's competence and personal suitability, relevant market conditions, the nature of the position and performance.

In the interest of increasing transparency around the remuneration offered to the Executive Management, the Board is committed to provide the information needed to explain how the remuneration is linked to performance and the overall strategy of Adevința. This information will be provided annually in the Remuneration Report, covering the total Executive Management remuneration from any undertaking of the Company, which is presented to the shareholders at the Annual General Meeting and is subject to an advisory vote.

Main Activities During 2022

During the past year, the Board and RemCo have engaged themselves in a number of activities in addition to its normal tasks, including:

- Launch the Performance Share Plan (PSP) awards for 2022. The Board determined that 30% of the award would be granted as restricted stock units (RSU) vesting subject to continued employment to vest date. The remaining 70% of the award is subject to relative total shareholder return (TSR) performance over a 3 year period, consistent with previous years.
- Progress on the harmonisation of our equity plan eligibility and annual bonus plan targets, which started in 2021 and will continue to 2024.
- Pursue the harmonisation of the portfolio, focusing on the investing and divesting parts of the acquisitions.
- There have been significant changes in the setup of the Adevința Executive Management team (AdEx):
 - Antoine Jouteau has been appointed as Global CEO of Adevința starting August 15, 2022
 - Rolv Erik Ryssdal stepped down from his former global CEO role as of August 15, 2022 remaining a Strategic advisor to the AdEx until March 2023
 - Alex Alexander has been appointed Chief Product and Technology Officer (CPTO) for the period April 19, 2022 till December 31, 2022
 - Renaud Bruyeron stepped down from his interim role as Chief Product and Technology Officer as of April 18, 2022
 - Ajay Bhatia joined Adevința as CEO of Mobile from August 1, 2022
 - Patricia Lobinger stepped down from her interim position as CEO Mobile as of July 31, 2022
 - Gianpaolo Santorsola and Zachary Candelario left the company as of December 31, 2022
 - Malte Kruger and Ovidiu Solomonov respectively stepped down from their AdEx responsibilities as of June 26, 2021 and October 26, 2021. They were no longer part of the company in 2022
 - Alexandre Collinet, Paul Heimann and Roman Campa were respectively nominated to their new roles of Chief Operating Officer, Vertical Lead ReCommerce and Vertical Lead Real Estate & Emerging Verticals in 2022, effective as of January 1, 2023
- Furthermore the pay mix and Adevința Avenues Levels (internal Adevința grades of roles) of all AdEx members have been reviewed and adjusted to:
 - Levels: All 19 or 20 (CEO 21)
 - Short-term incentive: 50% of base salary, applicable to all AdEx members from November 1, 2022
 - Long-term incentive: 240% of base salary for all

The next Remuneration Policy update is planned for 2023 to be voted on at the Annual General Meeting in June 2023.

Total Remuneration of our Executive Management

The remuneration paid to members of Executive Management consists of a fixed and a variable part in addition to non-monetary benefits. The fixed remuneration consists of a base salary, pension contribution and other benefits. The variable remuneration consists of short-term variable pay (the Adevinata Variable Incentive, an annual cash bonus) and share-based pay (the Performance Share Plan (PSP)). Executive remuneration decisions

are determined based on external benchmark data of relevant international peers and are reviewed by the RemCo and approved by the Board annually.

For further details, reference is made to the Policy which sets out the principles for remuneration of the Executive Management.

Remuneration of Members of the Executive Management in 2022 and 2021 (in EUR x 1,000)

The following table reflects the information for the active members of the Executive Management in 2022.

None of the Executive Management was an employee representative during the reported period.

Member name and position	Year	Fixed remuneration			Variable remuneration			Total
		Base salary	Pension expense	Other benefits ⁽¹⁾	Short-term Variable Pay ⁽²⁾	Share-based Pay ⁽³⁾	Extraordinary items ⁽⁴⁾	
Antoine Jouteau, CEO ⁽⁵⁾	2022	499	8	37	309	554	–	1,407
	2021	355	8	42	505	437	–	1,347
Rolv Erik Ryssdal, (former) CEO ⁽⁶⁾⁽⁷⁾	2022	508	1549	20	258	583	–	2,918
	2021	523	347	26	1,048	689	–	2,633
Uvashni Raman, CFO	2022	580	65	4	286	749	–	1,684
	2021	462	–	3	743	528	–	1,736
Nicki Dexter, Chief People and Communications Officer ⁽⁷⁾	2022	290	15	4	129	301	–	739
	2021	294	12	4	333	202	–	845
Ajay Bhatia, CEO Mobile.de ⁽⁸⁾	2022	208	3	310	112	1,699	–	2,332
Alex Alexander, CPTO ⁽⁹⁾	2022	294	–	137	149	–	–	580
Gianpaolo Santorsola, EVP European Markets ⁽¹⁰⁾	2022	420	33	31	206	777	–	1,467
	2021	367	–	61	457	447	–	1,332
Zachary Candelario, EVP International Markets ⁽¹¹⁾	2022	397	–	19	575	673	–	1,664
	2021	200	–	249	82	404	–	935
Renaud Bruyeron, (former) Chief Product and Technology Officer ⁽¹²⁾	2022	72	–	4	207	76	–	359
	2021	240	–	11	456	167	–	874
Patricia Lobinger, (former) CEO Mobile.de ⁽¹³⁾	2022	119	5	5	97	31	–	257
	2021	32	1	0	21	53	–	107
Total	2022	3,387	1,678	571	2,328	5,443	0	13,385
	2021	2,473	368	396	3,645	2,927	0	9,809

⁽¹⁾ Other benefits relate mainly to car and lunch allowances, private insurance allowance and relocation costs.

⁽²⁾ Short-term Variable Pay is the accrued and paid amounts for 2022 (and not exceeding one year) including annual cash bonus from the Adevinata Variable Incentive plan and profit sharing equivalent amount cash payment for Antoine Jouteau for 2022.

⁽³⁾ Shared-Based payment is the accrued amounts related to 2022 (the amounts do not necessarily reflect actual shares transferred or cash payments) for the Adevinata Transition Awards, PSP 2020, 2021 and 2022, LEP, Integration and Merger Awards. For further guidelines and details on costs, valuation and more see note 10 of the Annual Report 2022.

⁽⁴⁾ No extraordinary items were paid in 2022.

⁽⁵⁾ Antoine Jouteau remuneration as CEO France is from January 1, 2022 to August 14, 2022. Antoine has been appointed as Global CEO of Adevinata from August 15, 2022. His corresponding remuneration reflected in the table is covering the whole year. Short-term variable pay is higher in 2021 as retention bonus was included in 2021 numbers. No retention bonus has been paid in 2022.

⁽⁶⁾ Rolv Erik Ryssdal remuneration is from January 1, 2022 to August 14, 2022. Base salary has gone down only due to the EUR/ NOK fx rate impact between 2021 and 2022. Short-term variable pay is higher in 2021 as retention bonus was included in 2021 numbers.

⁽⁷⁾ Some of the members receive salaries in currencies other than EUR. Average annual exchange rates are used to translate the numbers in the table above in EUR. Short-term variable pay is higher in 2021 as retention bonus was included in 2021 numbers. The local currency exchange rate against euro also explains a decrease in the base salary amounts in some cases.

⁽⁸⁾ Ajay Bhatia remuneration is from August 1, 2022 to December 31, 2022. His share-based pay includes a sign-on bonus corresponding to the buyout of his previous equity.

⁽⁹⁾ Alex Alexander remuneration is from April 19, 2022 to December 31, 2022.

⁽¹⁰⁾ Gianpaolo Santorsola receives a cash payment equal to 8% of his salary in lieu of pension.

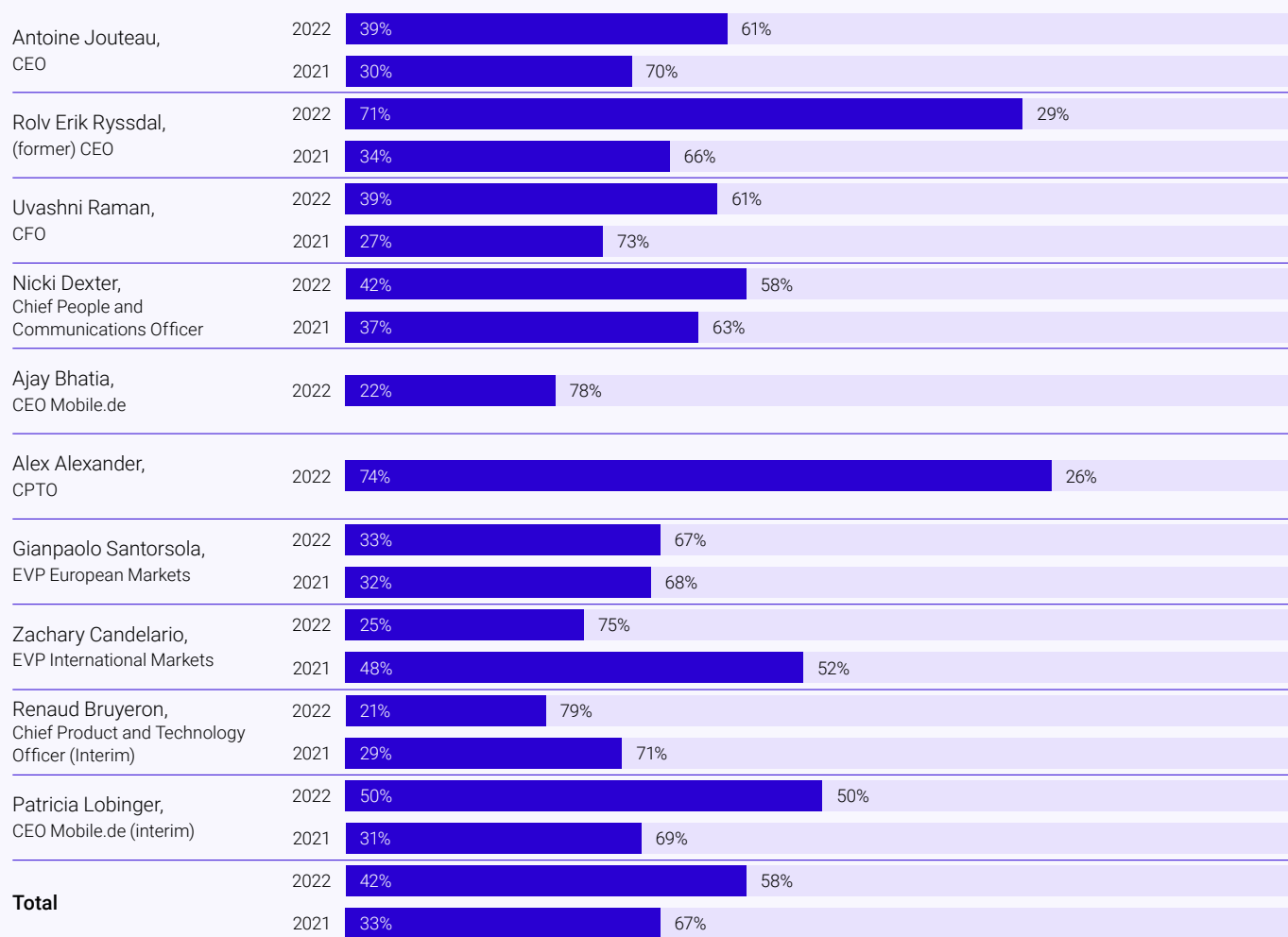
⁽¹¹⁾ Zachary Candelario 2021 remuneration is from June 26 to December 31.

⁽¹²⁾ Renaud Bruyeron remuneration is from January 1, 2022 to April 18, 2022.

⁽¹³⁾ Patricia Lobinger remuneration is from January 1 to July 31, 2022. 2021 remuneration is from October 26 to December 31.

Pay Mix of Members of the Executive Management in 2022 and 2021

■ Fixed ■ Variable



Share-Based Remuneration of our Executive Management

The Company grants awards that are related to shares and the development of the share price. The following information gives an overview of share-based awards over the year. This information shows how these awards relate to the Company's long-term financial performance of the Company, as well as how the share-based remuneration is set-up and awarded.

The annually granted share based plans aid in the attraction and retention of the Executive Management and support the long-term

financial performance and sustainability of the Company and its shareholders to the incentives and therefore interests of the Executive Management. The plans motivate and incentivise the participants to deliver sustained business performance. Each member of the Executive Management is eligible to receive an annual grant. For information on each award including the set up, settlement of rights, vesting periods, other conditions and cost see Note 10 of the Annual Report 2022.

Shares held by Executive Management

Overview of shares held by the Executive Management

The table below shows a reconciliation of the unvested share awards of Adevința held by the Executive Management as of December 31, 2022.

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period
Antoine Jouteau, CEO											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	54,813	0	40,013	14,800	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	27,407	0	20,007	7,400	0	0	0
	11 Apr. 2019 to 31 Dec. 2021	11 Apr. 2019	31 Dec. 2023	31 Dec. 2023	27,406	0	0	7,400	0	20,006	0
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	45,588	0	22,794	22,794	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	22,793	0	0	22,793	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	22,794	0	0	22,794	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	52,151	0	0	52,151	52,151	52,151
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	0	65,875	0	0	65,875	65,875	65,875
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	17,384	0	0	0	17,384	17,384
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	0	28,233	0	0	0	28,233	28,233

Main terms and conditions of share award plans					Information regarding reported fiscal year							
					Opening Balance	During the Year			Closing Balance			
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period	
Rolv Erik Ryssdal, (former) CEO												
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	80,024	0	58,418	21,606	0	0	0	
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	40,011	0	29,208	10,803	0	0	0	
	11 Apr. 2019 to 31 Dec. 2021	11 Apr. 2019	31 Dec. 2023	31 Dec. 2023	40,012	0	0	10,803	0	29,209	0	
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	64,014	0	32,007	32,007	0	0	0	
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	32,007	0	0	32,007	0	0	0	
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	32,007	0	0	32,007	0	0	0	
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	98,383	0	0	98,383	98,383	98,383	
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	0	126,409	0	0	126,409	126,409	126,409	
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	32,795	0	0	0	32,795	32,795	
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	0	54,176	0	0	0	54,176	54,176	
ASPP	n.a.	13 Feb. 2020	13 Feb. 2022	n.a.	154	0	154	0	0	0	0	
	n.a.	4 May. 2020	4 May. 2022	n.a.	95	0	95	0	0	0	0	
	n.a.	6 Aug. 2020	6 Aug. 2022	n.a.	54	0	54	0	0	0	0	
	n.a.	29 Oct. 2020	29 Oct. 2022	n.a.	58	0	58	0	0	0	0	
	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	0	65	0	0	0	65	0	
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	0	63	0	0	0	63	0	
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	0	48	0	0	0	48	0	
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	0	60	0	0	0	60	0	
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	0	87	0	0	0	87	0	
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	0	123	0	0	0	123	0	
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	0	143	0	0	0	143	0	
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	0	126	0	0	0	126	0	
	n.a.	31 Dec. 2022	31 Dec. 2024	n.a.	0	104	0	0	0	104	0	

Share-Based Remuneration of our Executive Management continued

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period
Uvashni Raman, CFO											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	59,030	0	43,092	15,938	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	29,514	0	21,545	7,969	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2023	31 Dec. 2023	29,515	0	0	7,969	0	21,546	0
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	49,094	0	24,547	24,547	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	24,547	0	0	24,547	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	24,547	0	0	24,547	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	78,930	0	0	78,930	78,930	78,930
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	0	103,264	0	0	103,264	103,264	103,264
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	26,311	0	0	0	26,311	26,311
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	0	44,247	0	0	0	44,247	44,247
ASPP	n.a.	13 Feb. 2020	13 Feb. 2022	n.a.	244	0	244	0	0	0	0
	n.a.	4 May. 2020	4 May. 2022	n.a.	168	0	168	0	0	0	0
	n.a.	6 Aug. 2020	6 Aug. 2022	n.a.	92	0	92	0	0	0	0
	n.a.	29 Oct. 2020	29 Oct. 2022	n.a.	99	0	99	0	0	0	0
	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	86	0	0	0	0	86	0
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	99	0	0	0	0	99	0
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	77	0	0	0	0	77	0
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	85	0	0	0	0	85	0
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	98	0	0	0	0	98	0
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	0	166	0	0	0	166	0
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	0	161	0	0	0	161	0
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	0	143	0	0	0	143	0
	n.a.	31 Dec. 2022	31 Dec. 2024	n.a.	0	122	0	0	0	122	0

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period
Nicki Dexter, Chief People and Communications Officer											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	20,687	0	15,102	5,585	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	10,343	0	7,550	2,793	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2023	31 Dec. 2023	10,343	0	0	2,793	0	7,550	0
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	19,615	0	9,807	9,808	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	9,808	0	0	9,808	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	9,807	0	0	9,807	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	32,169	0	0	32,169	32,169	32,169
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	0	43,583	0	0	43,583	43,583	43,583
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	10,723	0	0	0	10,723	10,723
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	0	18,679	0	0	0	18,679	18,679
ASPP	n.a.	13 Feb. 2020	13 Feb. 2022	n.a.	184	0	184	0	0	0	0
	n.a.	4 May. 2020	4 May. 2022	n.a.	135	0	135	0	0	0	0
	n.a.	6 Aug. 2020	6 Aug. 2022	n.a.	73	0	73	0	0	0	0
	n.a.	29 Oct. 2020	29 Oct. 2022	n.a.	79	0	79	0	0	0	0
	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	87	0	0	0	0	87	0
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	83	0	0	0	0	83	0
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	65	0	0	0	0	65	0
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	98	0	0	0	0	98	0
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	142	0	0	0	0	142	0
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	0	194	0	0	0	194	0
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	0	240	0	0	0	240	0
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	0	207	0	0	0	207	0
n.a.	31 Dec. 2022	31 Dec. 2024	n.a.	0	91	0	0	0	91	0	

Share-Based Remuneration of our Executive Management continued

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period
Renaud Bruyeron, (former) Chief Product and Technology Officer											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	18,201	0	13,287	4,914	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	9,100	0	6,643	2,457	0	0	0
	11 Apr. 2019 to 31 Dec. 2021	11 Apr. 2019	31 Dec. 2023	31 Dec. 2023	9,100	0	0	2,457	0	6,643	0
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	19,253	0	9,626	9,627	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2023	31 Dec. 2022	9,626	0	0	9,626	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2024	31 Dec. 2022	9,626	0	0	9,626	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2023	0	22,551	0	0	22,551	22,551	22,551
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2024	0	20,348	0	0	20,348	20,348	20,348
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2023	0	7,518	0	0	0	7,518	7,518
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2024	0	20,348	0	0	0	20,348	20,348
ASPP	n.a.	13 Feb. 2020	13 Feb. 2022	n.a.	244	0	244	0	0	0	0
	n.a.	4 May. 2020	4 May. 2022	n.a.	168	0	168	0	0	0	0
	n.a.	6 Aug. 2020	6 Aug. 2022	n.a.	91	0	91	0	0	0	0
	n.a.	29 Oct. 2020	29 Oct. 2022	n.a.	100	0	100	0	0	0	0
	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	105	0	0	0	0	105	0
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	99	0	0	0	0	99	0
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	77	0	0	0	0	77	0
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	94	0	0	0	0	94	0
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	98	0	0	0	0	98	0
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	0	185	0	0	0	185	0
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	0	231	0	0	0	231	0
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	0	206	0	0	0	206	0
	n.a.	31 Dec. 2022	31 Dec. 2024	n.a.	0	140	0	0	0	140	0

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period
Gianpaolo Santorsola, EVP European Markets Gianpaolo Santorsola, EVP European Markets											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	54,813	0	40,013	14,800	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	27,407	0	20,007	7,400	0	0	0
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2023	31 Dec. 2023	27,406	0	0	7,400	0	20,006	0
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	45,588	0	22,793	22,795	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	22,793	0	0	22,793	0	0	0
	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	31 Dec. 2022	22,794	0	0	22,794	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	56,379	0	0	18,827	37,552	37,552	37,552
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	73,353	0	0	48,947	24,406	24,406	24,406
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	18,793	0	0	10,410	0	8,383	8,383
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	31,438	0	0	27,913	0	3,525	3,525
ASPP	n.a.	13 Feb. 2020	13 Feb. 2022	n.a.	186	0	186	0	0	0	0
	n.a.	4 May. 2020	4 May. 2022	n.a.	126	0	126	0	0	0	0
	n.a.	6 Aug. 2020	6 Aug. 2022	n.a.	70	0	70	0	0	0	0
	n.a.	29 Oct. 2020	29 Oct. 2022	n.a.	75	0	75	0	0	0	0
	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	78	0	0	0	0	78	0
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	75	0	0	0	0	75	0
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	57	0	0	0	0	57	0
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	69	0	0	0	0	69	0
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	98	0	0	0	0	98	0
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	0	133	0	0	0	133	0
n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	0	168	0	0	0	168	0	
n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	0	150	0	0	0	150	0	

Share-Based Remuneration of our Executive Management continued

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares at the beginning of the year	Shares awarded	Shares vested	Shares lapsed	Shares subject to a Performance Condition	Shares awarded and unvested at year end	Share subject to a holding period
Alexandre Collinet, COO											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	n.a.	30,217	0	22,058	8,159	0	0	0
PSP 2020	1 Jan. 2020 to 31 Dec. 2022	1 Jan. 2020	31 Dec. 2022	n.a.	25,957	0	6,489	19,468	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	n.a.	0	23,491	0	0	23,491	23,491	23,491
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	n.a.	0	21,195	0	0	21,195	21,195	21,195
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	0	7,831	0	0	0	7,831	7,831
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	0	21,196	0	0	0	21,196	21,196
Ajay Bhatia, CEO Mobile.de											
Spot Awards 2022	n.a.	1 Aug. 2022	1 Aug. 2022	n.a.	0	0	130,233	0	0	0	0
	n.a.	1 Aug. 2022	1 Aug. 2023	n.a.	0	130,233	0	0	0	130,233	130,233
	n.a.	1 Aug. 2022	1 Aug. 2024	n.a.	0	130,233	0	0	0	130,233	130,233
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Aug. 2022	31 Dec. 2024	31 Dec. 2026	0	15,455	0	0	15,455	15,455	15,455
PSP New joiner 2022	n.a.	1 Aug. 2022	1 Aug. 2023	n.a.	0	6,624	0	0	0	6,624	0
Zachary Candelario, EVP International Markets											
ELEP	25 Jun. 2021 - 31 Mar. 2022	25 Jun. 2021	31 Mar. 2022	n.a.	0	22,578	5,645	16,933	0	0	0
	25 Jun. 2021 - 31 Mar. 2023	25 Jun. 2021	31 Dec. 2022	n.a.	0	34,458	7,396	27,062	0	0	0
	25 Jun. 2021 - 31 Mar. 2024	25 Jun. 2021	31 Dec. 2022	n.a.	0	19,207	2,401	16,806	0	0	0
	25 Jun. 2021 - 31 Mar. 2025	25 Jun. 2021	31 Dec. 2022	n.a.	0	3,830	0	3,830	0	0	0
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2022	n.a.	0	43,172	0	43,172	0	0	0
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2022	n.a.	0	58,916	0	58,916	0	0	0
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2022	n.a.	0	14,391	9,594	4,797	0	0	0
EMA 2022	n.a.	1 Jan. 2022	31 Dec. 2022	n.a.	0	25,250	8,416	16,834	0	0	0

The Company's right to reclaim variable remuneration (clawback)

The share-based award plans include malus and clawback provisions (to the extent permitted by mandatory law) which permit Adevința to cancel unvested shares and/or to require already transferred shares to be delivered back to the Company, including in the following circumstances:

- Discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts or the audited accounts of any Adevința group member;
- Action or conduct of a participant which, in the reasonable opinion of the Board, amounts to employee misbehaviour, fraud or gross misconduct;
- Agreements entered into with employees under previous plans (including those which were transferred to Adevința as part of the demerger process from Schibsted) will continue.

No clawback provisions have been enacted for the Executive Management during the year.

Information on the remuneration guidelines and how performance criteria were used

The information describes how incentives were delivered to the Executive Management in 2022 and how they were determined versus performance.

AVI 2022 Performance Goal Information

The Executive Management participate in the AVI cash-based incentive plan, designed to drive performance over a one-year period coinciding with Adevința's financial year. Payouts are based on the achievement of financial, strategic and operational objectives which are set by the Board at the start of the financial year. The performance period is the same as the financial year. Personal performance is not considered for the plan, in order to reflect the culture of winning together and losing together.

AVI payouts are determined by:

Financial underpin

A threshold of 80% of budget Group EBITDA and Group revenue is applied, where a minimum performance is needed for any incentive to be payable to anyone eligible to ensure results are achieved for the group and that individual marketplace success cannot come at the expense of the group.

Financial objectives

70% is weighted to the key performance indicators of revenue and EBITDA. There is a focus to drive overall performance for the Company via group EBITDA results and to drive local performance via local marketplace revenue results. For leaders of global functions, including the CEO and the AdEx for Product and Technology, Finance and Legal and People and Communications, 35% is attributable to group revenue and 35% to group EBITDA. For all AdEx for marketplaces, including France, mobile, European

and International, 35% is attributable to local marketplace revenue and 35% to group EBITDA. These targets are set at the beginning of the year, and approved by the Board alongside the financial budget. Results are measured at the end of the year and approved by the Board.

Strategic and operational objectives

30% is weighted to targets for Group business strategy, long-term interests and synergy related for the short-term strategic needs of a function or marketplace, and the interaction of targets across the AdEx. These targets can include operational measures of the business, measures on people and talent and measures on environment, social and governance initiatives.

Payouts and weightings are as follows:

(as % of target)	Weight	Performance	Payout
		< 90%	0%
		90%	50%
Financial	70%	100%	100%
		112.5%	150%
		> 112.5%	150%
		< 80%	0%
Strategic	30%	80 – 100%	80 – 100%
		> 100%	100%
Group Underpin		80% achievement of Adevința EBITDA & Revenue targets.	

AVI 2022 Payouts for AdEx Leading Persons' Performance in the Reported Fiscal Year

Name of leading person, position	Description of performance criteria and type of applicable remuneration	Performance Outcome							
		Bonus Target	Relative weighting	Actual performance			Perf. Factor	Bonus Awarded	Bonus Amount (EUR)
				a) % goal	b) payout %	Total Award %			
Antoine Jouteau, CEO ⁽¹⁾	Group EBITDA	65%	35%	101.7%	106.7%	37.3%	99.1%	64.4%	170,908
	Group Revenue		35%	99.0%	95.1%	33.3%			
	P&T Target Operating Model Goals		5%	100.0%	70.0%	3.5%			
	Adevinta Global Synergy Goals		10%	100.0%	100.0%	10.0%			
	Adevinta Strategic Operational Goals		15%	100.0%	100.0%	15.0%			
Antoine Jouteau, (former) CEO Adevinta France ⁽¹⁾	Group EBITDA	50%	35%	101.7%	106.7%	37.3%	98.9%	49.5%	113,615
	France Marketplace Revenue		35%	98.9%	94.5%	33.1%			
	P&T Target Operating Model Goals		5%	70.0%	70.0%	3.5%			
	Adevinta Global Synergy Goals		10%	100.0%	100.0%	10.0%			
	France Marketplace Operational Goals		15%	100.0%	100.0%	15.0%			
Rolv Erik Ryssdal, (former) CEO	Group EBITDA	65%	35%	101.7%	106.7%	37.3%	97.6%	63.5%	258,151
	Group Revenue		35%	99.0%	95.1%	33.3%			
	P&T Target Operating Model Goals		10%	70.0%	70.0%	7.0%			
	Adevinta Global Synergy Goals		10%	100.0%	100.0%	10.0%			
	Adevinta Strategic Operational Goals		10%	100.0%	100.0%	10.0%			
Uvashni Raman, CFO	Group EBITDA	50%	35%	101.7%	106.7%	37.3%	98.6%	49.3%	285,940
	Group Revenue		35%	99.0%	95.1%	33.3%			
	P&T Target Operating Model Goals		5%	70.0%	70.0%	3.5%			
	Adevinta Global Synergy Goals		10%	100.0%	100.0%	10.0%			
	Finance & Legal Strategic Operational Goals		15%	96.7%	97.0%				
Nicki Dexter, Chief People and Communications Officer	Group EBITDA	45% 10 mo. / 50% 2 mo.	35%	101.7%	106.7%	37.3%	98.7%	45.2%	129,290
	Group Revenue		35%	99.0%	95.1%	33.3%			
	P&T Target Operating Model Goals		5%	70.0%	70.0%	3.5%			
	Group Synergy Goals		10%	100.0%	100.0%	10.0%			
	People & Communications Strategic Operational Goals		15%	97.0%	97.0%				
Ajay Bhatia, CEO Mobile.de	Group EBITDA	50%	35%	119.4%	106.7%	37.3%	107.4%	53.7%	111,854
	Marketplace Revenue		35%	104.9%	119.7%	41.9%			
	P&T Target Operating Model Goals		5%	70.0%	70.0%	3.5%			
	Adevinta Global Synergy Goals		10%	100.0%	100.0%	10.0%			
	Marketplace Strategic Operational Goals		15%	97.8%	98%	14.7%			

Name of leading person, position	Description of performance criteria and type of applicable remuneration	Bonus Target	Relative weighting	Performance Outcome			Perf. Factor	Bonus Awarded	Bonus Amount (EUR)	
				Actual performance						
				a) % goal	b) payout %	Total Award %				
Alex Alexander, CPTO ⁽²⁾	Group EBITDA	50%	35%	101.7%	106.7%	37.3%	99.1%	49.6%	148,750	
	Group Revenue		35%	99.0%	95.1%					33.3%
	P&T Target Operating Model Goals		5%	70.0%	70.0%					3.5%
	Group Synergy Goals		8.3%	100.0%	100.0%					8.3%
	Successful TSA Exits		8.3%	100.0%	100.0%					8.3%
	Integration budget		8.3%	100.0%	100.0%					8.3%
Gianpaolo Santorsola, EVP European Markets ⁽³⁾	Group EBITDA	50%	35%	101.7%	106.7%	37.3%	91.6%	45.8%	206,000	
	European Marketplace Revenue		35%	99.0%	95.1%					33.3%
	P&T Target Operating Model Goals		5%	70.0%	70%					3.5%
	Group Synergy Goals		10.0%	100%	100%					10.0%
	Transactions		7.5%	0%	0%					0.0%
	European Marketplace Strategic Operational Goals		7.5%	100%	100%					7.5%
Zachary Candelario, EVP International Markets ⁽⁴⁾	Group EBITDA	50%	35%	101.7%	106.7%	37.3%	95.4%	47.7%	178,495	
	International Marketplace Revenue		35%	99.0%	95.1%					33.3%
	P&T Target Operating Model Goals		5%	70.0%	70%					3.5%
	Group Synergy Goals		10%	100%	100%					10.0%
	International Marketplace Operational Goals		15%	75%	75%					11.3%
Renaud Bruyeron, (former) Chief Product and Technology Officer	Group EBITDA	40%	35%	101.7%	106.7%	37.3%	95.6%	38.2%	27,144	
	Group Revenue		35%	99.0%	95.1%					33.3%
	P&T Target Operating Model Goals		5%	70.0%	70.0%					3.5%
	Group Synergy Goals		10%	100.0%	100.0%					10.0%
	Product & Technology Strategic Operational Goals		15%	76.0%	76.0%					11.5%

⁽¹⁾ Antoine Jouteau AVI calculation relates to his role as CEO Adevința France from January 1, 2022 to August 14, 2022. From August 15, 2022, his AVI calculation is aligned with his new role of Global CEO.

⁽²⁾ Alex Alexander received an AVI payout at 100% for 2022 as approved by the Board.

⁽³⁾ Gianpaolo Santorsola received an AVI payout at 100% for 2022 as approved by the Board.

⁽⁴⁾ Zachary Candelario payment has been made according to forecast as of September 2022, subject to the original performance criteria.

PSP 2020 Vesting Performance Information

The Performance Target for the PSP award was not met over the Performance Period from January 1, 2020 until December 31, 2022 relative to a Comparator Group. Adevința's performance relative to the Comparator Group was at the 19th percentile, which falls below the median, not eligible for a payout (0%). As an exceptional measure the Board approved a one-off relief payment at an earlier vesting date in alignment with our retention strategy.

Executive Management received a 25% discretionary payout of the PSP 2020 plan on December 31. The remaining shares lapsed.

Final Vesting	Performance Range		Adevința Final
	Threshold (Median)	Maximum (Upper Quartile)	
TSR	-5.2%	21.9%	-38.6%
Percentile	50th	75th	19th
Vesting	25%	100%	0%

The shares used to vest this award were acquired from the market and were not new issues of Adevința shares.



Exceptions and deviations from the Remuneration Policy and the procedure for implementation

The Board may in special, temporary circumstances deviate from all or parts of this Policy, if such deviation is deemed necessary to serve and/or safeguard the long-term interests and sustainability of the Company as a whole or assure its viability, including related to special events including divestments and acquisitions and resulting business transformations as well as for reasons concerning the competitive external talent market and remuneration practices.

Any such deviation must be discussed in the RemCo who shall provide a substantiated recommendation to the Board.

For 2022, the following deviations have been made:

PSP 2020 payout

An accelerated vesting and a 25% discretionary payout have been approved by the Board for the entire plan to be vested as of December 31, 2022 without an additional holding period for AdEx members. This was to aid retention of key personnel in a critical year.

New AdEx members

3 new AdEx members have been announced as from January 1, 2023 and joined the Adevinta Executive Management team ("AdEx"): Alex Collinet (Chief Operating Officer) backdated to September 1, 2022, Paul Heimann (Vertical Lead ReCommerce), and Roman Campa (Vertical Lead Real Estate & Emerging Verticals), both backdated to November 24, 2022. Julien Jouhault took the interim role of CPTO from November 24, 2022.

Annual Changes in Remuneration and the Company's Results

The table below shows changes in received remuneration and company performance.

Annual Change in Executive Remuneration

Annualised change in total remuneration, including cash bonus and value of share options

	2022/2021	2021/2020	2020/2019 ⁽⁵⁾
Remuneration for Executive Management			
Antoine Jouteau	4%	43%	4%
Rolv Erik Ryssdal	11%	66%	-9%
Uvashni Raman	-3%	78%	19%
Nicki Dexter	-9%	83%	7%
Renaud Bruyeron ⁽¹⁾	-59%	60%	9%
Gianpaolo Santorsola	10%	37%	-20%
Zachary Candelario ⁽²⁾	78%	n/a	n/a
Alex Alexander ⁽³⁾	n/a	n/a	n/a
Ajay Bhatia ⁽³⁾	n/a	n/a	n/a

	2022/2021	2021/2020	2020/2019 ⁽⁵⁾
Company Results			
Revenue	8%	10%	-2%
EBITDA	7%	10%	-6%
Number of Employees	26%	34%	12%
Monthly Average Visits	15%	231%	-13%
Average remuneration on a full-time equivalent basis of Group Employees			
Employee Avg. Remuneration ⁽⁴⁾	11%	36%	-7%

⁽¹⁾ Renaud Bruyeron remuneration is from 1 January 1, 2022 to April 18, 2022.

⁽²⁾ 2022 remuneration is reflecting the full year while 2021 was a prorated amount.

⁽³⁾ Appointed in 2022.

⁽⁴⁾ Personal expenses and remuneration reported in note 9 of the Annual Report 2022 divided by the number of FTE as of December 31, 2022.

⁽⁵⁾ Only comparatives from 2019 have been included since the Company was established in that year.

Change of Policy

In 2022, there were no changes to the Remuneration Policy since the Annual General Meeting in June 2022. The remuneration policy first introduced and approved at the Annual General Meeting in June 2022 will be updated and proposed for approval in the June 2023 Annual General Meeting.

Information regarding shareholder vote

At the Annual General Meeting in 2022, the Remuneration Policy was adopted with 96.70% of the votes cast in favour. This Remuneration Report for the financial year 2022, as well as the Remuneration Policy, shall be proposed for approval at the Annual General Meeting in June 2023.

Other arrangements for senior executives

Pension Arrangements

To remain competitive and to encourage retirement planning, the Executive Management may be eligible to participate in a defined benefit or defined contribution pension scheme, or alternatively may receive cash in lieu of pension. Contributions to defined contribution schemes or cash in lieu of pension are linked to base salary only.

- The former CEO continues to participate in the Schibsted Pension Plan which entitles him to a disability pension, early retirement pension from the age of 60 to 62 and thereafter a lifelong retirement pension¹. This agreement was specific to Adevinta's spin-off from Schibsted at that time and is not intended to continue for a new CEO.
- The EVP European Markets receives a cash payment in lieu of pension 8% of salary.
- The Chief Financial Officer previously received a cash payment in lieu of pension (equivalent to 15% of the salary) and as of April 2022 she started to receive a monthly payment.
- Other members of the Executive Management do not currently receive pension contributions other than any applicable State pension contributions or local employees'/ executives' complementary pension plan in the applicable country. Any pension arrangements will be viewed in connection with the overall salary and employment conditions, and will be aligned with market practice in the relevant country. Local rules governing pension entitlement, social security entitlement and taxation are taken into account when designing individual pension plans.

¹ It has been agreed that the former CEO (Rolv Erik Ryssdal) has retired as of 1 March 2023. He will receive an early retirement pension from this point until age 67, at which point he will receive the lifelong retirement pension.

Management's statement on the Remuneration Report

The Board has today considered and adopted the Remuneration Report of Adevinta ASA for the financial year 2022. The Remuneration Report is prepared in accordance with Section 6-16b of the Norwegian Public Limited Liability Companies Act. The Remuneration Report is submitted to the General Meeting for an advisory vote.

Board of Directors

Orla Noonan, Fernando Abril-Martorell Hernández, Peter Brooks-Johnson, Kristin Skogen Lund, Sophie Javary, Michael Nilles, Julia Jakel, **Julie Simpson**, Aleksander Rosinski, Mark Solomns, Dipan Patel.

In Oslo, 6th June 2023

Orla Noonan

Chair of the Board

On behalf of Adevinta ASA Board of Directors

Independent Auditor's Report on Remuneration Report

Independent Auditor's Report on Remuneration Report

To the Shareholders of Adevinta ASA

To the General Meeting of Adevinta ASA

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REPORT ON SALARY AND OTHER REMUNERATION TO DIRECTORS

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Adevinta ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31. December 2022 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standards on *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* (ISQM 1) and *Engagement Quality Reviews* (ISQM 2) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying



regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 6 June, 2023
ERNST & YOUNG AS

Kjetil Rimstad
State Authorised Public Accountant
(This document is signed electronically)

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The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Kjetil Rimstad

Statsautorisert revisor

On behalf of: Ernst & Young AS

Serial number: 9578-5999-4-1044102

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