

# Adevinta

## MINUTES FROM THE ANNUAL GENERAL MEETING ADEVINTA ASA

Thursday 29 June 2023 at 15:00 Oslo time

*These minutes have been prepared both in Norwegian and in English. In case of discrepancies between the two versions, the Norwegian version shall prevail.*

The Annual General Meeting of Adevinta ASA, org. no. 921 796 226 (the “**Company**”) was held as a virtual meeting on 29 June 2023 at 15:00 (Oslo time) via the LUMI-AGM solution.

Lars Knem Christie opened the meeting and DNB Bank ASA, Registrars department informed of the registered attendance of shareholders present and proxies, as listed in [Annex 1](#). No comments were made to the record of attendance. The voting by the class A shares for each item on the agenda is included in [Annex 2](#). The class B shares are not included in Annex 2, and where the class B shares shall be accounted for this is specified under each relevant item in these minutes.

Antoine Jouteau (CEO), Orla Noonan (Board Chair), Trond Berger (Chair of the Nomination Committee) and the Company’s auditor, Kjetil Rimstad (Ernst & Young) and represented shareholders attended the General Meeting.

The following matters were on the agenda:

### 1. Approval of the notice and agenda of the Annual General Meeting

The General Meeting made the following resolution:

*“The notice and agenda are approved.”*

The resolution was approved with sufficient majority.

### 2. Election of chairperson for the meeting

The General Meeting made the following resolution:

*“Lars Knem Christie is elected as Chair of the meeting.”*

The resolution was approved with sufficient majority.

### 3. Election of a person to co-sign the minutes

The General Meeting made the following resolution:

*“Antoine Jouteau is elected to co-sign the minutes together with the Chair of the meeting.”*

The resolution was approved with sufficient majority.

#### **4. Approval of the financial statements and the Board of Directors' Report for 2022 for Adevinta ASA and the Adevinta Group**

Antoine Jouteau, CEO, presented the financial statements of Adevinta ASA and Adevinta Group for 2022. The General Meeting made the following resolution:

*"The General Meeting approved the financial statements and the Board of Directors' Report for 2022 for Adevinta ASA and the Adevinta Group. A group contribution of NOK 585,858,120 shall be paid to Adevinta Finance AS, a group contribution of NOK 46,546,847 shall be paid to Adevinta Ventures AS, and group contribution of NOK 24,392,441 shall be paid to Marketplaces Austria Holding AS."*

The resolution was approved with sufficient majority.

#### **5. Consideration of report for Corporate Governance**

The board's statement of corporate governance was considered. No resolutions were made under this agenda item.

#### **6. Approval of the Board of Directors' declaration of salary and other remunerations to the senior management**

The General Meeting made the following resolution:

*"The General Meeting approved the Board of Directors' declaration of salary and other remuneration to the senior management."*

The resolution was approved with sufficient majority.

#### **7. Advisory vote on the Board of Director's remuneration report for the senior management**

The General Meeting made the following resolution:

*"The General Meeting endorsed the Board of Directors' remuneration report for the senior management."*

The resolution was approved with sufficient majority.

#### **8. Approval of the auditor's fee for 2022**

The General Meeting made the following resolution:

*"The General Meeting approved the auditor's fee of € 356,637.42 for the ordinary audit of Adevinta ASA."*

The resolution was approved with sufficient majority.

#### **9. Election of members to the Board of Directors**

The Chair of the Nomination Committee presented the proposal of the Nomination Committee regarding election of members to the Board of Directors to be voted on by the Annual General Meeting (i.e. not members of the Board

of Directors that are appointed pursuant to the Company's Articles of Association, Article 6 paragraph 2), as further described in the Nomination Committee's proposal. The General Meeting made the following resolution:

*"The General Meeting approved the proposal made by the Nomination Committee and the following persons are hereby elected by the General Meeting as members of the Board of Directors in Adevinta ASA for a duration of 12 months:*

*Orla Noonan (Chairperson of the board)*

*Fernando Abril-Martorell Hernandez*

*Aleksander Rosinski*

*Sophie Javary*

*Julia Jaekel*

*Michael Nilles."*

The resolution was approved with sufficient majority.

#### **10. Approval of remuneration to the members of the Board of Directors**

The Chair of the Nomination Committee presented the proposal of the Nomination Committee regarding remuneration to the members to the Board of Directors. The General Meeting made the following resolution.

*"The General Meeting approved the proposal made by the Nomination Committee of remuneration to the members of the Board of Directors for the period until the annual general meeting in 2024:*

##### *Board of Directors*

*Chairperson: NOK 1,583,400*

*Other directors: NOK 819,000*

##### *Remuneration Committee*

*Chairperson: NOK 163,800*

*Other committee members: NOK 109,200*

##### *Audit & Risk Committee*

*Chairperson: NOK 245,700*

*Other committee members: NOK 152,880*

##### *Integration and Transformation Committee*

*Chairperson: NOK 245,700*

*Other committee members: NOK 152,880."*

The resolution was approved with sufficient majority.

## 11. Election of members to the Nomination Committee

The Chair of the Nomination Committee presented the proposal of the Nomination Committee regarding election of members to the Nomination Committee that shall be voted on by the Annual General Meeting (i.e. not members that are appointed pursuant to the Company's Articles of Association, Article 8 (3), as further described in the Nomination Committee's proposal. The General Meeting made the following resolution.

*"The General Meeting approved the proposal made by the Nomination Committee and Ole E. Dahl is hereby re-elected as a member of the Nomination Committee in Adevinta ASA for a term of two years."*

The resolution was approved with sufficient majority.

## 12. Approval of remuneration to the members of the Nomination Committee

The Chair of the Nomination Committee presented the proposal of the Nomination Committee regarding remuneration to members to the Nomination Committee. The General Meeting made the following resolution.

*"The General Meeting approves the remuneration for the Nomination Committee for the period until the annual general meeting in 2024:*

*Chairperson: NOK 172,536*

*Other committee members: NOK 114,660."*

The resolution was approved with sufficient majority.

## 13. Authorisation to the Board of Directors to increase the share capital

The General Meeting made the following resolution:

*"(i) The Board of Directors is authorised pursuant to the Public Limited Liability Companies Act § 10-14 (1) to increase the Company's share capital on one or more occasions by up to NOK 24,498,859 by the issue of shares in any or all share classes as may be issued at the time of the use of the authorisation.*

*(ii) The authority shall remain in force until the Annual General Meeting in 2024, but in no event later than 30 June 2024.*

*(iii) The shareholders' pre-emptive rights pursuant to § 10-4 of the Public Limited Liability Companies Act may be set aside.*

*(iv) The authority includes capital increases against contributions in cash and contributions other than in cash. The authority includes the right to incur special obligations for the Company, cf. § 10-2 of the Public Limited Liability Companies Act. The authority includes resolutions on mergers in accordance with § 13-5 of the Public Limited Liability Companies Act.*

*(v) Upon registration of this authorisation with the Norwegian Register of Business Enterprises, this authorisation replaces previously granted authorisation to increase capital."*

The resolution was approved with sufficient majority. The resolution was supported by the share capital represented by the class B non-voting shares.

## 14. Authorisation to the Board of Directors to buy back the Company's shares

The General Meeting made the following resolution:

*"(i) The Board of Directors is authorised pursuant to the Norwegian Public Limited Liability Companies Act to*

acquire and dispose of own shares in any or all share classes as may be issued at the time of the use of the authorisation in Adevinta ASA. The total nominal value of the shares acquired by the Company may not exceed NOK 24,498,859.

(ii) The authorisation is valid until the Annual General Meeting in 2024, but in no event later than 30 June 2024.

(iii) The minimum amount which can be paid for the shares is NOK 20 and the maximum amount is NOK 750.

(iv) The Board is free to decide on the acquisition method and possible subsequent sale of the shares.

(v) Shares acquired may be used in relation to incentive schemes for employees of the Adevinta Group, as consideration in connection with acquisition of businesses and/or to improve the Company's capital structure.

(vi) Upon registration of this authorisation with the Norwegian Register of Business Enterprises, this authorisation replaces previously granted authorisation to acquire the Company's shares."

The resolution was approved with sufficient majority. The resolution was supported by the share capital represented by the class B non-voting shares.

## 15. Amendments to the Company's articles of association

The General Meeting made the following resolution:

*"The Articles of Association § 9, sub-section two, which currently reads: "The Company may in the notice of the general meeting give a deadline for the announcement of attendance, which cannot expire earlier than 5 days prior to the general meeting.", is deleted in its entirety".*

The resolution was approved with sufficient majority. The resolution was supported by the share capital represented by the class B non-voting shares.

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There were no other matters on the agenda and the meeting was closed.

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[Only Norwegian version is signed]

By: \_\_\_\_\_

Name: Lars Knem Christie

By: \_\_\_\_\_

Name: Antoine Jouteau

**Attendance Summary Report**

**Adevinta ASA**

**AGM**

**29 June 2023**

<b>Registered Attendees:</b>	<b>28</b>
<b>Total Votes Represented:</b>	<b>970,351,615</b>
<b>Total Accounts Represented:</b>	<b>473</b>
<b>Total Voting Capital:</b>	<b>1,157,658,759</b>
<b>% Total Voting Capital Represented:</b>	<b>83.82%</b>
<b>Total Capital:</b>	<b>1,165,686,913</b>
<b>% Total Capital Represented:</b>	<b>83.24%</b>
<b>Company Own Shares:</b>	<b>8,028,154</b>
<b>Non voting B-shares</b>	<b>59,256,068</b>

<u>Capacity</u>	Sub Total:	<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Shareholder (web)		1	0	344,803,374	1
Guest		0	24		
Styrets leder med fullmakt		1	0	2,043,974	16
Styrets leder med instruksjoner		1	0	112,286,084	446
Forhåndsstemmer		1	0	511,218,183	10

Freddy Hermansen  
DNB Bank ASA  
Utsteder Service

**ADEVINTA ASA GENERAL MEETING 29 JUNE 2023**

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 29 June 2023, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 1,157,658,759

	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES MOT / AGAINST</b>	<b>%</b>	<b>VOTES AVSTÅR / ABSTAIN</b>	<b>VOTES TOTAL</b>	<b>% ISSUED VOTING SHARES VOTED</b>	<b>NO VOTES IN MEETING</b>
1	970,351,615	100.00	0	0.00	0	970,351,615	83.82%	0
2	970,351,615	100.00	0	0.00	0	970,351,615	83.82%	0
3	970,351,615	100.00	0	0.00	0	970,351,615	83.82%	0
4	970,331,935	100.00	19,680	0.00	0	970,351,615	83.82%	0
6	920,066,038	95.08	47,634,438	4.92	2,651,139	970,351,615	83.82%	0
7	880,572,693	90.75	89,777,521	9.25	1,401	970,351,615	83.82%	0
8	970,183,756	99.98	166,459	0.02	1,400	970,351,615	83.82%	0
9	922,928,039	96.38	34,686,821	3.62	12,736,755	970,351,615	83.82%	0
10	933,082,137	97.28	26,045,167	2.72	11,224,311	970,351,615	83.82%	0
11	933,213,536	97.26	26,264,790	2.74	10,873,289	970,351,615	83.82%	0
12	933,082,144	97.29	26,022,691	2.71	11,246,780	970,351,615	83.82%	0
13	968,836,323	99.84	1,513,891	0.16	1,401	970,351,615	83.82%	0
14	969,940,214	99.96	390,080	0.04	21,321	970,351,615	83.82%	0
15	970,350,215	100.00	0	0.00	1,400	970,351,615	83.82%	0

Freddy Hermansen  
DNB Bank ASA  
Utsteder Service