

MINUTES
OF
ANNUAL GENERAL MEETING
IN
ADEVINTA ASA

The Annual General Meeting of Adevinta ASA, org. number 921 796 226, was held on 5 May 2020 at 11:00 a.m. at the premises of Schibsted ASA in Akersgata 55 in Oslo.

Lars Knem Christie opened the General Meeting and informed about attendance. 569,150,289 shares, equalling 83.09% of the company's shares, were represented. A list of attending shareholders, together with voting results for the respective agenda items, is included in Attachment 1.

Rolv Erik Ryssdal (CEO) was present, and Orla Noonan (Board Chair) and Fernando Abril (Chair of the Audit & Risk Committee) attended the General Meeting by telephone.

The company's auditor Ernst & Young was also present, represented by Kjetil Rimstad.

The meeting had the following agenda:

Item 1. Approval of the notice and agenda of the annual General Meeting

The notice and agenda were approved.

Item 2. Election of chairperson for the meeting

Lars Knem Christie was elected as chairperson of the meeting.

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

Mari Vonen was elected to co-sign the minutes together with the chairperson of the meeting.

Item 4. Approval of the financial statements and the board of directors' report for 2019 for Adevinta ASA and the Adevinta group

Rolv Erik Ryssdal, the CEO, presented the financial statements of Adevinta ASA and the group for 2019.

Resolution:

"The General Meeting approved the financial statements and the Board of Directors' Report for 2019 for Adevinta ASA and the Adevinta Group."

MV LKC

Item 5. Consideration of report for corporate governance

The company's report on corporate governance was considered by the General Meeting. No comments or objections were presented.

Item 6. Approval of the board of directors' declaration of salary and other remunerations to the senior management

The chairperson of the meeting presented the proposal.

An advisory vote was held on the advisory guidelines for management remuneration. The General Meeting held a vote for the binding guidelines.

Resolution:

The General Meeting endorsed the advisory guidelines in the board of directors' declaration of salary and other remuneration to the senior management.

The General Meeting approved the binding guidelines in the board of directors' declaration of salary and other remuneration to the senior management."

Item 7. Approval of the auditor's fee for 2019

The chairperson of the meeting presented the proposal for auditor fees.

Resolution:

"The General Meeting approved the auditor's fee of €100,000 for the ordinary audit of Adevinta ASA."

Item 8. Approval of remuneration to the members of the board of directors

The chairperson of the meeting presented the proposal for remuneration of the board of directors.

Resolution:

"The General Meeting approved the following fees payable to the Board of Directors and the Board of Directors' committees for the period from the Annual General Meeting in 2020 to the Annual General Meeting in 2021:

a) Director's fee: Fee to the Board Chair of NOK 1,060,000 and NOK 497,000 for the other members.

Additional fee: Fee of NOK 50,000 for directors who reside outside the Oslo region, but in a Nordic country, and to NOK 100,000 for directors who reside outside the Oslo region and outside the Nordic region.

b) Fee to members of the Compensation Committee: Fee to the Compensation Committee's members of NOK 125,000 for the Committee Chair and NOK 81,000 for the Committee's other members.

c) Fee to members of the Audit Committee: Fee to the Audit Committee's members of NOK 184,000 for the Chairperson and NOK 113,000 for the Committee's other members."

Item 9. Election of members of the nomination committee, including approving fees and instructions for the Nomination Committee

The chairperson of the meeting presented the board's proposal for members, remuneration and instructions for the Nomination Committee.

Resolution:

"a) The General Meeting approved Trond Berger as Committee Chair and Mette Krogsrud and Chris Davies as members of the Nomination Committee for the period until the Annual General Meeting in 2022.

b) The General Meeting approved that members of the Nomination Committee shall receive NOK 138,000 for the Chairperson and NOK 85,000 for the other members as remuneration until the Annual General Meeting in 2021.

c) The General Meeting approved the proposed instructions for the Nomination Committee."

Item 10. Amendments to the articles of association regarding voting in advance

The chairperson of the meeting presented the proposal.

Resolution:

"The following is added as a new paragraph 7 in Article 8 of the Articles of Association:

7. The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the General Meeting insofar as the board of directors finds that this can be done using adequately secure methods to authenticate the voter. The board of directors may establish further guidelines for such advance voting which shall be outlined in the notice of the General Meeting."

Item 11. Authorisation to the board of directors to increase the share capital

The chairperson of the meeting presented the proposal.

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 13,698,970. This authorisation and the authorisation to issue convertible loans as set out in item 13 of the minutes from the Annual General Meeting held 5 May 2020, shall, however, be restricted so that they cannot be utilised to issue shares and convertible loans that in the aggregate would exceed 10% of the Company's share capital at the time of the resolution to issue shares and based on the assumption that 100% of the outstanding convertible loans would be converted into equity.

(ii) The authority shall remain in force until the Annual General Meeting in 2021, but in no event later than 30 June 2021.

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

(iv) The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company,



ref. § 10-2 of the Public Limited Liability Companies Act. The authority covers 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."

Item 12. Authorisation to the board of directors to buy back the company's shares

The chairperson of the meeting presented the proposal.

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 Adevinta ASA. The total nominal value of the shares acquired by the Company may not exceed NOK 13,698,970.

(ii) The authorisation is valid until the Annual General Meeting in 2021, but in no event later than 30 June 2021.

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

(iv) The Board of Directors 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."

Item 13. Authorisation to the board of directors to issue convertible loans

The chairperson of the meeting presented the proposal.

Resolution:

"(i) The Board of Directors is authorised to raise new convertible loans on one or several occasions up to a total amount of NOK 7,500,000,000 (or the equivalent in other currencies) ("convertible loans").

(ii) The share capital of the Company may be increased by a total of NOK 13,698,970 as a result of the convertible loans being converted into equity. This authorisation and the authorisation to issue shares as set out in item 11 of the minutes from the Annual General Meeting held 5 May 2020, shall, however, be restricted so that they cannot be utilised to issue shares and convertible loans that in the aggregate would exceed 10% of the Company's share capital at the time of the resolution to issue convertible loans and based on the assumption that 100% of the outstanding convertible loans would be converted into equity.

(iii) The shareholders' preferential rights to subscribe the loans pursuant to the Public Limited Companies Act § 11-4 cf. § 10-4 and § 10-5 may be set aside.

(iv) This authorisation shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until the Annual General Meeting in 2021, however not later than 30 June 2021."

There were no further items on the agenda and the meeting was closed. All resolutions were passed with necessary majority.

Only Norwegian version is signed

Lars Knem Christie

Only Norwegian version is signed

Mari Vonen

MV LKC

Totalt representert

ISIN: NO0010844038 ADEVINTA ASA
Generalforsamlingsdato: 05.05.2020 11.00
Dagens dato: 05.05.2020

Antall stemmeberettigede personer representert/oppmøtt : 1

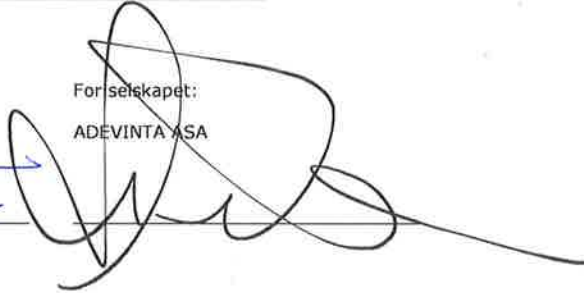
	Antall aksjer	% kapital
Total aksjer	684 948 502	
- selskapets egne aksjer	0	
Totalt stemmeberettiget aksjer	684 948 502	
Sum Egne aksjer	0	0,00 %
Representert ved fullmakt	13 532	0,00 %
Representert ved stemmeinstruks	569 136 757	83,09 %
Sum fullmakter	569 150 289	83,09 %
Totalt representert stemmeberettiget	569 150 289	83,09 %
Totalt representert av AK	569 150 289	83,09 %

Kontofører for selskapet:

DNB Bank ASA

For selskapet:

ADEVINTA ASA



Protokoll for generalforsamling ADEVINTA ASA

ISIN: NO0010844038 ADEVINTA ASA
 Generalforsamlingsdato: 05.05.2020 11.00
 Dagens dato: 05.05.2020

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1 Godkjenning av innkalling og dagsorden for generalforsamlingen						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 2 Election of chairperson for the meeting						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 3 Valg av person til å underskrive protokollen						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 4 Godkjenning av årsregnskap og styrets beretning for regnskapsåret 2019 for Adevinta ASA og Adevinta-konsernet						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 5 Vurdering av redegjørelse for eierstyring og selskapsledelse						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 6 Godkjenning av styrets erklæring om fastsettelse av lønn og annen godtgjørelse						
Ordinær	568 037 996	1 112 293	569 150 289	0	0	569 150 289
% avgitte stemmer	99,81 %	0,20 %		0,00 %		
% representert AK	99,81 %	0,20 %	100,00 %	0,00 %	0,00 %	
% total AK	82,93 %	0,16 %	83,09 %	0,00 %	0,00 %	
Totalt	568 037 996	1 112 293	569 150 289	0	0	569 150 289
Sak 7 Godkjenning av honorar til revisor for 2019						
Ordinær	569 080 129	70 160	569 150 289	0	0	569 150 289
% avgitte stemmer	99,99 %	0,01 %		0,00 %		
% representert AK	99,99 %	0,01 %	100,00 %	0,00 %	0,00 %	
% total AK	83,08 %	0,01 %	83,09 %	0,00 %	0,00 %	
Totalt	569 080 129	70 160	569 150 289	0	0	569 150 289
Sak 8 Godkjenning av godtgjørelse til styrets medlemmer						

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
Ordinær	568 890 632	259 657	569 150 289	0	0	569 150 289
% avgitte stemmer	99,95 %	0,05 %		0,00 %		
% representert AK	99,95 %	0,05 %	100,00 %	0,00 %	0,00 %	
% total AK	83,06 %	0,04 %	83,09 %	0,00 %	0,00 %	
Totalt	568 890 632	259 657	569 150 289	0	0	569 150 289
Sak 9.a Valg av medlemmer til valgkomiteen - Trond Berger (leder)						
Ordinær	568 886 076	259 115	569 145 191	5 098	0	569 150 289
% avgitte stemmer	99,95 %	0,05 %		0,00 %		
% representert AK	99,95 %	0,05 %	100,00 %	0,00 %	0,00 %	
% total AK	83,06 %	0,04 %	83,09 %	0,00 %	0,00 %	
Totalt	568 886 076	259 115	569 145 191	5 098	0	569 150 289
Sak 9.b Valg av medlemmer til valgkomiteen - Mette Krogsrud						
Ordinær	568 957 251	187 940	569 145 191	5 098	0	569 150 289
% avgitte stemmer	99,97 %	0,03 %		0,00 %		
% representert AK	99,97 %	0,03 %	100,00 %	0,00 %	0,00 %	
% total AK	83,07 %	0,03 %	83,09 %	0,00 %	0,00 %	
Totalt	568 957 251	187 940	569 145 191	5 098	0	569 150 289
Sak 9.c Valg av medlemmer til valgkomiteen - Chris Davies						
Ordinær	569 073 773	71 418	569 145 191	5 098	0	569 150 289
% avgitte stemmer	99,99 %	0,01 %		0,00 %		
% representert AK	99,99 %	0,01 %	100,00 %	0,00 %	0,00 %	
% total AK	83,08 %	0,01 %	83,09 %	0,00 %	0,00 %	
Totalt	569 073 773	71 418	569 145 191	5 098	0	569 150 289
Sak 9.4 Godtgjørelse til valgkomiteens medlemmer						
Ordinær	568 885 534	264 755	569 150 289	0	0	569 150 289
% avgitte stemmer	99,95 %	0,05 %		0,00 %		
% representert AK	99,95 %	0,05 %	100,00 %	0,00 %	0,00 %	
% total AK	83,06 %	0,04 %	83,09 %	0,00 %	0,00 %	
Totalt	568 885 534	264 755	569 150 289	0	0	569 150 289
Sak 9.5 Instruks til valgkomiteen						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 10 Endringer av vedtekter angående forhåndsstemming						
Ordinær	569 150 289	0	569 150 289	0	0	569 150 289
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	83,09 %	0,00 %	83,09 %	0,00 %	0,00 %	
Totalt	569 150 289	0	569 150 289	0	0	569 150 289
Sak 11 Fullmakt til styret til å forhøye aksjekapitalen						
Ordinær	546 614 906	22 535 383	569 150 289	0	0	569 150 289
% avgitte stemmer	96,04 %	3,96 %		0,00 %		
% representert AK	96,04 %	3,96 %	100,00 %	0,00 %	0,00 %	
% total AK	79,80 %	3,29 %	83,09 %	0,00 %	0,00 %	
Totalt	546 614 906	22 535 383	569 150 289	0	0	569 150 289
Sak 12 Fullmakt til styret til tilbakekjøp av selskapets egne aksjer						
Ordinær	568 689 651	446 395	569 136 046	14 243	0	569 150 289
% avgitte stemmer	99,92 %	0,08 %		0,00 %		
% representert AK	99,92 %	0,08 %	100,00 %	0,00 %	0,00 %	

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
% total AK	83,03 %	0,07 %	83,09 %	0,00 %	0,00 %	
Totalt	568 689 651	446 395	569 136 046	14 243	0	569 150 289
Sak 13 Fullmakt til styret til å ta opp konvertible lån						
Ordinær	559 749 136	9 401 153	569 150 289	0	0	569 150 289
% avgitte stemmer	98,35 %	1,65 %		0,00 %		
% representert AK	98,35 %	1,65 %	100,00 %	0,00 %	0,00 %	
% total AK	81,72 %	1,37 %	83,09 %	0,00 %	0,00 %	
Totalt	559 749 136	9 401 153	569 150 289	0	0	569 150 289

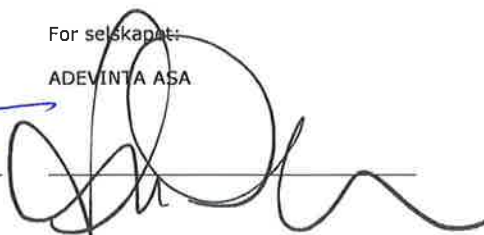
Kontofører for selskapet:

DNB Bank ASA



For selskapet:

ADEVINTA ASA


Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	684 948 502	0,20	136 989 700,40	Ja
Sum:				

§ 5-17 Almennelig flertallskrav

krever flertall av de avgitte stemmer

§ 5-18 Vedtektsendring

krever tilslutning fra minst to tredeler så vel av de avgitte stemmer som av den aksjekapital som er representert på generalforsamlingen