Adevinta

Annual Report 2023

Changing commerce *together*

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Snapshot of Adevinta

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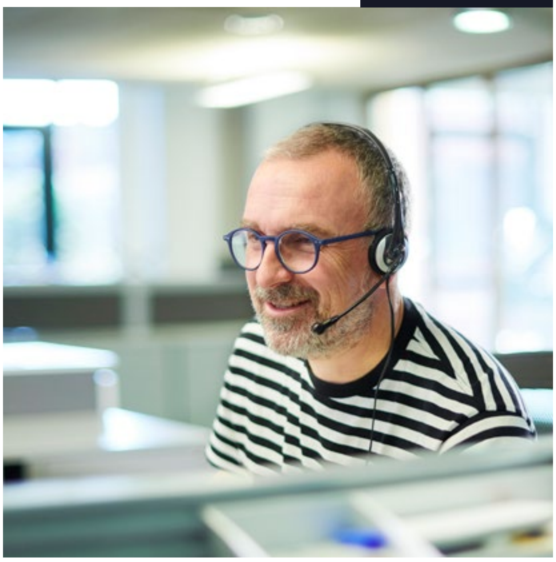

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We champion sustainable commerce

Adevinta is a leading online classifieds group and champion for sustainable commerce with a focus on Europe.

Our portfolio of 25+ digital marketplaces spans consumer goods, mobility, real estate, holiday rentals and jobs. Every month, our industry-leading technology enables more than 120 million people and over a million businesses across Europe to connect and trade. Loved local brands include leboncoin in France; mobile.de and Kleinanzeigen in Germany; Fotocasa and InfoJobs in Spain; Subito in Italy; Marktplaats in the Netherlands and the Canadian marketplace Kijiji.

Our international team of diverse individuals are united in their purpose to make a positive impact on the environment, the economy and society, every single day.

Adevinta – Changing commerce together.

Our vision

A healthy planet and society, shaped by sustainable commerce

Our purpose

To help everything and everyone find a new purpose

Our mission

By creating perfect matches through our locally loved, internationally connected marketplaces

We are a champion for sustainable commerce, making a positive impact on the environment, the economy and society.

Monthly visits

2.5 billion

Revenue FY2023

€1,826 million

EBITDA FY2023

€651 million

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Our marketplaces

We are a leading online classifieds group, operating digital marketplaces across Europe. With a presence in France, Germany, Spain, Italy and Benelux and beyond, our marketplaces span consumer goods, mobility, real estate and jobs.

Monthly visits

2.5 billion

Digital portfolio

25+

Countries

10

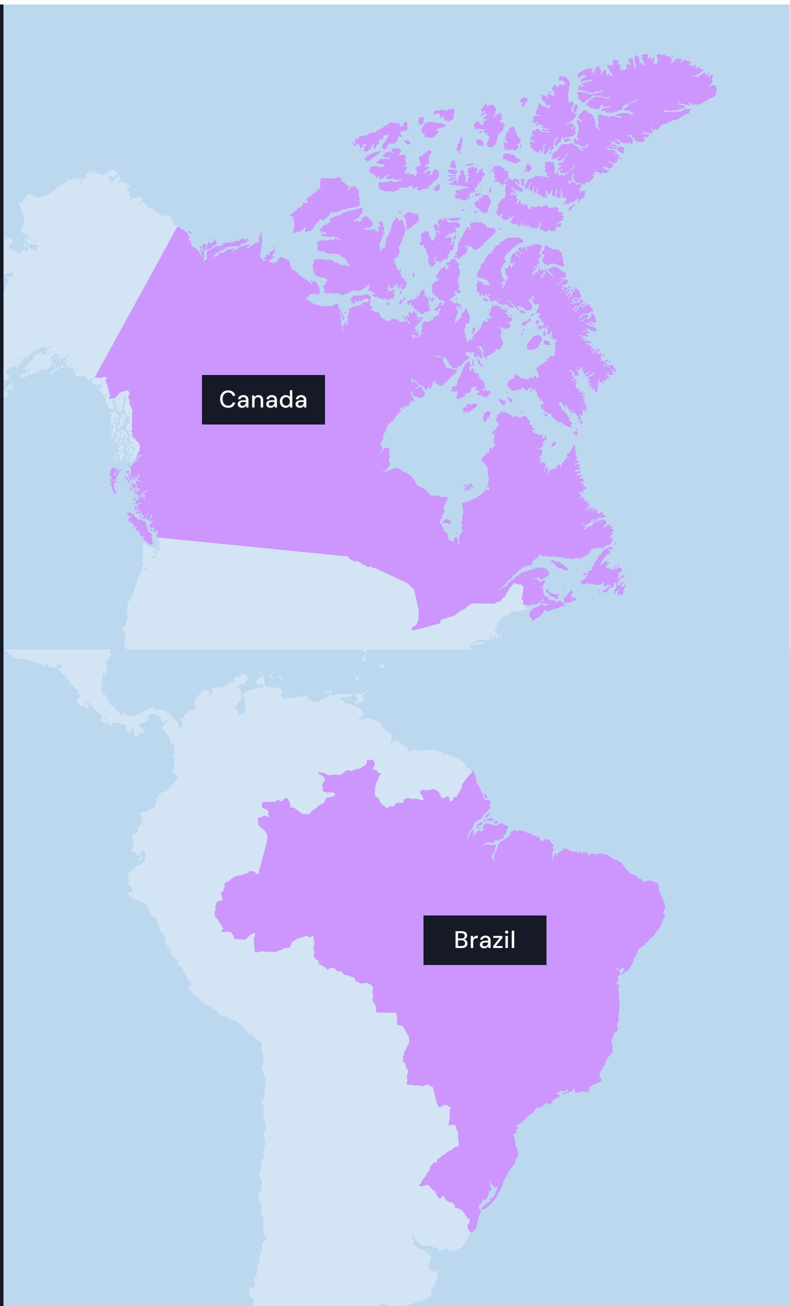
Employees (approx)

5,200[1]

[1] Excluding JVs and countries divested during 2023

Revenues (FY23)

€1.8 billion



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L'argus
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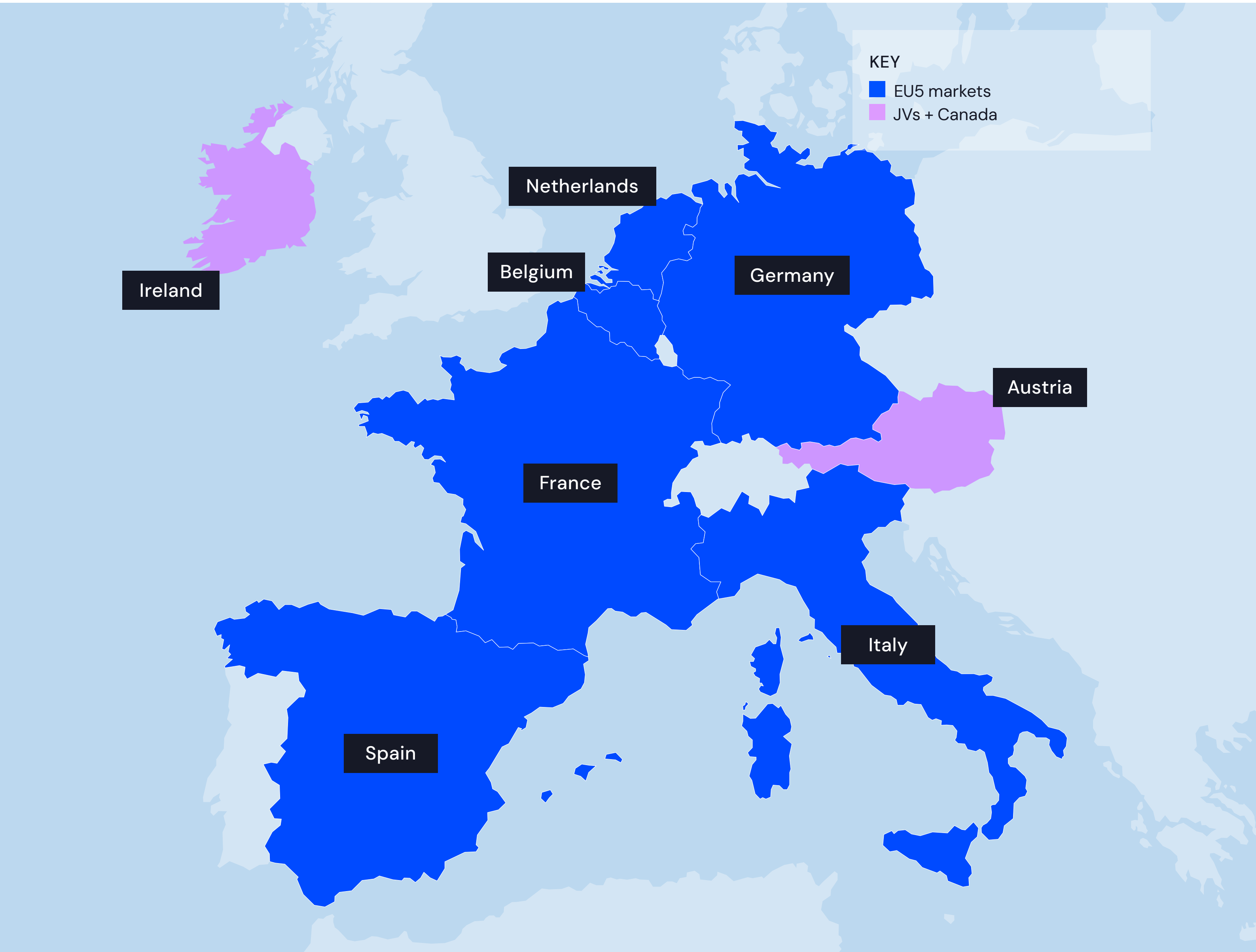

Our brands

Adverts.ie is an Irish mobile-first community marketplace for people to browse, buy and sell hundreds of thousands of items online.

Agriaffaires is the leading online marketplace dedicated to the purchase and sale of new and used agricultural machines and equipment, wine-growing, forestry and motorcycle equipment.

Automobile.it is one of the fastest growing marketplaces for buyers and sellers of vehicles in Italy for private customers, professional sellers and advertisers.

A Vendre A Louer is a real estate classifieds website in France that helps users find the perfect place to live or rent, whatever type of property they are looking for.

Coches.net is Spain's leading classifieds site for second-hand cars and takes pride in consistently improving the experience for customers and users.

Daft.ie is Ireland's number one destination for property searchers and aims to empower users through innovative product features and in-depth market analysis.

2dehands/2ememain is the Belgian market leader in online classifieds with cars, clothes, construction material and furniture as the most popular categories.

DoneDeal is Ireland's largest online classifieds site and the number one destination to buy and sell cars online for both private and professional users.

Fotocasa is one of the leading real estate portals in Spain with the objective to ensure users always feel safe when looking for a home.

Gumtree Ireland helps people find what they need most, affordably and locally.

Habitaclia aggregates and presents the best real estate in Spain online, to help people to find their perfect home.

InfoJobs Italy helps companies to attract the best talent while assisting jobseekers in finding the perfect job. Their goal is to become the market leader in online recruitment in Italy.

InfoJobs in Spain helps people find the best jobs and helps companies find the best talents, quickly becoming the market leader in online recruitment.

Kijiji Canada is like an online village, connecting you with neighbours to buy, sell and find apartments, jobs and services on a local level.

Kleinanzeigen is a free online classifieds marketplace that brings the joy of sustainable trade to everyone.

L'Argus is one of France's leading players in digital marketing services to the French automotive industry.

leboncoin

As one of the country's most visited websites, leboncoin is France's go-to destination for buying, selling and matching top talents with great companies.

Locasun

Locasun is a holiday rental and travel specialist based in France that focuses on B2C online reservations of holiday properties across Europe.

MachineryZone

The MachineryZone site specialises in the sale and purchase of used and new public works, transport and handling equipment in France.

Marktplaats

Marktplaats is the Netherlands' favorite online source for selling or buying anything you could possibly want, from boats and services to clothing and houses.

milanuncios

Milanuncios is a Spanish generalist online classifieds website and app, connecting buyers and sellers to make secure transactions.

mobile.de

The most popular marketplace for vehicles in Germany for both private and professional dealers, mobile.de also reaches international buyers and sellers.

motos.net

Motos.net simplifies the process of buying and selling motorbikes with a focus on the optimal user experience, making them the market leader in Spain year after year.

OLX

OLX is the market leader in generalist online classifieds in Brazil, reinventing the consumption model and particularly popular for cars and real estate.

subito

Subito is Italy's leading online classifieds service and is among the top ten most visited websites in Italy, as well as being the favorite app for buying products.

Truckscorner leboncoin

A classified ad portal specialising in the sale and purchase of used lorries and HGVs in France, Europe and on an international level.

WILLHABEN

Willhaben is Austria's biggest digital marketplace as a result of their large number of ads with a focus on delivering a great customer experience.

zap

Zap develops products, intelligence, services and information within the real estate market all over Brazil. Zap was formerly known as Grupo Zap.

VivaReal

VivaReal is an online real estate marketplace that connects buyers, sellers, and renters with properties in Brazil.

Photography: @Lea Crespi

Message from the CEO

2023 marked an important milestone for Adevinta. We made great strides in transforming our organisation and laying the foundations to accelerate our business growth.

Over the past year, we have made significant progress on redesigning our operating model, verticalising our organisation in line with our Growing At Scale strategy and successfully completing our portfolio optimisation. We have achieved strong financial and operational performance and continued to deliver against our targets, despite the tough macroeconomic environment.

Following the divestment of our Hungarian classifieds business, our portfolio is now centred around our core European markets of France, Germany, Spain, Italy and Benelux, complemented by Canada and our joint ventures. We are delivering significant growth in our Mobility, Re-Commerce and Real Estate & Emerging Verticals, substantiating our focus in these areas. As we progress on our Product and Tech convergence, while remaining focused on delivering operational excellence and financial discipline, our approach is starting to deliver tangible and promising results.

Operational and financial highlights

Total Revenue

€1,826 million

+11% year-on-year

Adevinta reported a strong 2023 financial performance, delivering on all its financial targets despite market headwinds and higher share-based compensation. Revenue growth was 14% for EU5 markets, and total revenues were up 11% year-on-year at 1,826 million euro. Group EBITDA reached 651 million euro, up 19% year-on-year, slightly higher than the full-year guidance, despite an additional 2 million euro charge on share-based compensation, as a result of the voluntary offer. Cash flow generation[1] for the period was also strong at 491 million euro, up 12% year-on-year.

Our Mobility business recorded an exceptional performance, with revenues up 20% year-on-year, spearheaded by our largest brand mobile.de in Germany. In Real Estate, we delivered a solid performance with revenues up 8% year-on-year, despite interest rate rises and a drop in transactions. In Re-Commerce, we continued to evolve our propositions into transactional user experiences and have recorded significant growth of more than 50% year-on-year in transactional revenue.

Our successful rebrand of Kleinanzeigen provides Adevinta with a strong presence in the competitive German market for online classifieds. Through this trusted and aspirational brand, we now provide new and improved functionality that caters to our customers' core needs and we have strong ambitions to become a full transactional leader in German Re-Commerce.

A valuable contribution

We aim to help our users to consume more responsibly by reusing, rather than adding to landfill. Our platforms contribute to a part of the circular economy and a more sustainable society, empowering people to make informed choices and reshaping the market for second-hand consumer goods, mobility, real estate and jobs.

We are also helping our users navigate the cost-of-living crisis with affordable alternatives to new products and income generated from sales. Adevinta's platforms increase purchasing power and help people find value, connecting them to the things they want and need. Our impact compounds as demand for our digital marketplaces continues to grow: in 2023, a record 120 million people used our marketplaces in Europe, taking advantage of our industry-leading technology to access tens of millions of products.

Our three verticals - Mobility, Re-Commerce, and Real Estate & Emerging Verticals - cater to different elements of everyday life for our users. Our Re-Commerce business in particular is playing a part in facilitating the shift to a more circular economy. By embracing second-hand markets, our users contribute directly to extending a product's lifespan, potentially reducing its environmental footprint and diverting items from landfill.

Their impact goes far beyond individual choices; choosing products that align with circular principles actively shapes our marketplaces, driving industries toward more resource-efficient practices.

[1] Net cash flow from operating activities adjusted for CAPEX and IFRS 16 lease payments

When it comes to sustainability, we want to make sure we lead by example, and we have introduced compensation linked to environmental, social and governance (ESG) metrics for Adevinta's management team.

Our peer-to-peer platforms are open to all, helping to make our society more just and inclusive. Our range of business services also fuel growth for our professional clients and advertisers, and our trusted brands boost local economies and support small businesses.

A new direction

To maintain our position as a market leader, we continued to evolve our business during 2023. We have clarified our vision around our identity, redesigned the operating model and created a robust structure organised by verticals. The integration of our established brand portfolio enables us to build market share across all areas of our business.

We are also investing in our risk and governance approaches, and are continuing to focus on financial discipline in our ongoing transformation. In September, we welcomed Elisabeth Peyraube as Adevinta's new Chief Financial Officer. Elisabeth adds strong digital consumer and media platform expertise, combined with extensive experience leading finance transformations. I am confident that her leadership skills and focus on driving growth will help us meet our future ambitions.

Focus on technology and innovation

By putting technology and product at the heart of the company, we are making it easier for people to change the way they buy and sell goods online. We want to make second-hand the first choice for our users, creating a ripple effect to shift broader consumption habits. We're investing in propositions, partnerships and technology that support seamless trading experiences.

We were happy to appoint Julien Jouhault as our Chief Product and Technology Officer in April this year, after covering the role on an interim basis since November 2022, to spearhead our technology efforts. Combining our product and technology capabilities and tapping into the expertise of our colleagues across both disciplines, will further drive our ambitions.

Collaborating across borders and marketplaces, our main focus this year has been the creation of a multi-tenant platform by our well-versed team of technical professional experts. We are building shared capabilities across automation, cloud, data, IT enterprise services and cybersecurity, accelerating the delivery time of new solutions, enhancing user experience and creating customer value, while driving growth and revenue.

By scaling the best elements of each marketplace across all our platforms, we will quickly deliver new solutions and present our users with better experiences, providing high-value deals on trusted platforms, supported by secure transactions and easy access to services such as shipping and financing.

Built by our people

Behind all these initiatives, we champion our own people. They define who we are and are key to our success. Adevinta is built on diverse communities, and we take pride in fostering an inclusive culture and environment. I know that we have asked a lot from our people, especially this year during our ongoing transformation, and I'm immensely proud of the work that we do together. I want to thank each and every one of our employees for their contribution to Adevinta's success in 2023.

Belonging to Adevinta means striving for a positive impact in everything we do. I'm particularly proud of the work being done by our Women in Tech communities across the company. This key initiative addresses major challenges in our industry, such as underrepresentation and bias, and shines a light on the successes of women working in technology.

Our journey to net zero

In 2023, we took important steps to better track and eventually reduce our environmental impact over time. We have expanded our sustainability programme by establishing a baseline for Greenhouse Gas (GHG)

Growing at Scale Strategy

1.	2.	3.	4.
Focus on our five core geographic markets	Concentrate on high-quality verticals markets	Become fully transactional in Re-Commerce	Leverage technology and transform our advertising markets

emissions and strengthening our sustainability team, as well as starting a Double Materiality Assessment to review the key sustainability issues we face.

Next year, we look to formalise our efforts with clear sustainability targets and an Environmental Policy. When it comes to sustainability, we want to make sure we lead by example, and we have introduced compensation linked to environmental, social and governance (ESG) metrics for Adevinta's management team. Read more about our approach in the Sustainability section.

Corporate activity

On 21 November 2023, a voluntary offer was announced by Aurelia Bidco Norway AS (the "Offeror") to acquire all issued and outstanding ordinary A shares (the "Shares") in Adevinta. The cash consideration for Shares tendered in the offer was NOK 115 per Share, corresponding to an equity value of Adevinta of approximately NOK 141 billion. The offer period under the offer expired on 9 February 2024. Upon expiration, the Offeror had, pursuant to a stock exchange announcement published on 22 February 2024, received acceptances under the offer for approximately 94.8% of the Shares, when taken together with the Shares to which the Offeror is conditionally entitled. Subject to the remaining closing conditions for the Offer, it is expected that the Offer will be completed in the second quarter of 2024, following receipt of the necessary regulatory approvals and clearances.

Outlook

We continue to see various value accretive opportunities across all our businesses, especially in our core verticals Mobility and Real Estate. This is where a large monetisation runway exists, with the potential to expand throughout the transactional value chain with new business models and a largely untapped second-hand commerce pool. Our long-term ambition for EU5 markets remains strong, with FY 2023–2026 annual revenue growth between 11% and 15%, and an EBITDA margin between 40% and 45% from 2026.

Adevinta has proven its resilience in an important year for our business. Not only have we successfully built the structure for Adevinta's future, but we have also continued to deliver exceptional value and trusted services to our customers and users. We have proven Adevinta's capacity to grow in the most challenging circumstances, transforming the organisation while delivering strong financial results.

After reorganising the company to be more efficient and effective, we start 2024 with the right foundation in place. Next year, we will focus on delivering our Growing at Scale strategy at speed and scale, while continuing to add value for our customers and users. I am excited to bring our new vertical structure to life across the business, implement new ways of working and help our marketplaces achieve their full potential.

Of course, we continue to innovate and adapt to meet ongoing challenges, including high inflation and strong competition. I have full faith in the ability of Adevinta's people to rise to the occasion. The talent and agility of our teams provides stability for the whole organisation; this is what makes us successful and what will continue to drive the business forward.

Antoine Jouteau
CEO Adevinta

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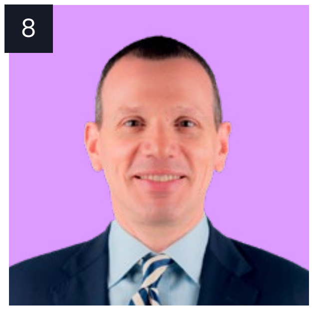

1

Orla Noonan

Board Chair

Orla Noonan has been Chair of the Board of Directors of Adevinta since 2018. She began her career in investment banking at Salomon Brothers in London, where she worked from 1994 to 1996. She then spent more than two decades working in content and media at Groupe AB in Paris, holding various management positions, including Vice President and Company Secretary, responsible for finance, M&A and regulatory affairs. She was CEO of Groupe AB from 2014 to 2018. Orla Noonan was an independent Board member at Iliad for 12 years between 2009 and 2021, and at Schibsted Media Group from 2017 to 2019. She has been an independent Board member at SMCP since 2017; Agence France Presse (AFP) since 2019; Believe since 2021; and TF1 since 2022. She is a graduate of HEC Paris and has a BA in Economics from Trinity College, Dublin.

Shares held in Adevinta: 20,030

2

Fernando Abril-Martorell Hernández

Board member

Fernando Abril-Martorell Hernández is currently the CEO of Urbaser, a world leader in environmental solutions. He has held various leadership positions in industrial and financial companies, and from 2015 to May 2021 was Chair and CEO of Indra Sistemas. He was CEO of Grupo Prisa (2011 to 2014); CEO of Credit Suisse in Spain and Portugal (2005 to 2011); and served as CFO and then CEO of Grupo Telefónica (1996 to 2003). His earlier experience includes ten years in different positions at JP Morgan. He has been a member of the Board of Directors of Ence Energía y Celulosa, S.A. since 2007. Fernando graduated in Law and Business Administration from ICADE (Madrid).

Shares held in Adevinta: 23,000

3

Sophie Javary

Board member

Sophie Javary has over 35 years of experience in investment banking, both within M&A and Equity Capital Markets (ECM). She is currently Vice Chair CIB EMEA at BNP Paribas. Her previous roles at BNP Paribas include Head of Corporate Finance, EMEA (2014 to 2018) and Senior Banker (2011 to 2013). Previously, she spent 16 years at Rothschild & Co (1994 to 2011), where she was appointed General Partner in 2002. Sophie was Director, Head of ECM origination at Baring Brothers France from 1993 to 1994 and held various positions at Banque Indosuez (1989 to 1992) and at Bank of America (1981 to 1986). Sophie Javary is a Director of Turenne and a member of the Board of Directors of the NGO Europa Nova. She was a Director of the Elior Group from 2015 to 2022 and of Euroclear from 2019 to 2022. She has been awarded the French Légion d'Honneur. Sophie is a graduate of HEC Paris with a certificate from the international management programme, following six months at the Fundação Getulio Vargas of São Paulo, Brazil, and six months at the New York University Graduate School of Business Administration.

Shares held in Adevinta: 0

4

Michael Nilles

Board member

Michael Nilles has been the Chief Digital and Information Officer of Henkel since 2019. Michael brings more than 20 years of experience spearheading digital innovation and large-scale transformations for multi-billion dollar global businesses and has extensive knowledge in building asset-light digital business models and platform businesses. Prior to his current role, he was a member of the Group Executive Board and Chief Digital Officer for Schindler, as well as the CEO of Schindler Digital Business. Prior to Schindler, Michael held various international leadership positions at Mannesmann and Bosch Rexroth in China, the US and Europe. He began his career as a software engineer and consultant at SAP. Michael has extensive experience serving on public and private Supervisory Boards including Deutsche Lufthansa, Lufthansa Technik, FogHorn Systems or Predikto.

Shares held in Adevinta: 30,000

5

Julia Jäkel

Board member

Julia Jäkel is an Executive with over 25 years' experience in media and tech industries and currently serves as a non-executive director and advisor. She is also a member of the Supervisory Board of the Holtzbrinck Publishing Group and the European Advisory Board of Google Cloud. Julia has held various leadership positions in Bertelsmann SE & Co and has served as a member of Bertelsmann's Group Management Committee since 2013. From 2012 to 2021, Julia Jäkel was CEO of Gruner + Jahr, one of Europe's leading media and publishing companies. In addition, she was Chair of the Bertelsmann Content Alliance (2019–2021), which coordinates the Bertelsmann content activities in Germany (Mediengruppe RTL, UFA, Penguin Random House, Gruner + Jahr and the music company BMG). Julia Jäkel is particularly engaged in the intersection between business, politics and society. She serves as a member of the Supervisory Board of the German Press Agency DPA and the Hamburg Elbphilharmonie, is member of the Board of Trustees of the University Medical Center, Hamburg-Eppendorf (UKE), and of the DFL Foundation (German Football League). She currently chairs the "Zukunftsrat", the Council for the Reform of the German Public Broadcasting system. Julia holds an MPhil in International Relations from the University of Cambridge.

Shares held in Adevinta: 0

6

Kristin Skogen Lund

Board member

Kristin Skogen Lund has been the Group CEO of Schibsted since December 2018.Her previous positions include Director General of the Confederation of Norwegian Enterprise (NHO) from 2012 to 2018, EVP of the Nordic region and Digital Services at Telenor, and CEO of the Schibsted companies Aftenposten, Scanpix and Scandinavia Online. Previously, she held several roles at the Coca-Cola Company, serving as Director from 1997 to 1998, as well as at Unilever and the Norwegian Embassy in Madrid. Kristin has also served as a member of the Boards of Ericsson and Orkla, among others. Since 2015, she has been a member of the Global Commission on the Economy and Climate, and the ILO Global Commission on the Future of Work. She is also Chair of the Board at Oslo-Filharmonien and on the Board of Mozilla Corporation. Kristin has an MBA from INSEAD and a BA in International Studies and Business Administration from the University of Oregon.

Shares held in Adevinta: 0

7

Aleksander Rosinski

Board member

Aleksander Rosinski has held the position of Vice President and Senior Advisor at Schibsted since September 2019. Over the past two decades, he has accumulated experience in online marketplaces management, including in his roles as Vice President at Telenor, where he oversaw online classifieds investments in Asia and South America, Vice President of Vacation Rentals at TripAdvisor, and Managing Director of Travel and General Goods at FINN.no. Aleksander previously served on the Boards of several companies including Inkclub, Blocket.se and OLX Brasil. He holds a master's degree in International Business from the Gothenburg School of Economics.

Shares held in Adevinta: 0

8

Mark Solomons

Board member

Mark Solomons currently serves as Vice President, Strategic Investments at eBay. Since joining eBay in February 2016, his roles have included overseeing eBay's acquisitions, investments, acquisition integration and business development activities. Mark is also a Board member of Apollo Korea Inc. (trade name – Gmarket Korea). Prior to joining eBay, Mark spent approximately 20 years as an investment banker at Morgan Stanley and J.P. Morgan. Mark's most recent role at Morgan Stanley was Head of West Coast Technology M&A, based in Menlo Park, California. Prior to his investment banking career, he worked for Deloitte in various positions for three years. Mark has a Bachelor of Commerce in Economics from the University of Melbourne (Australia) and was admitted as a member of the Institute of Chartered Accountants in Australia. He is currently completing a master's degree in Behavioral Science at the London School of Economics. Mark also served in the Australian Army Reserve from 1991 to 1993.

Shares held in Adevinta: 0

9

Dipan Patel

Board member

Dipan Patel is the Global Head of Consumer Group at the British global investment firm Permira. He serves on both the Permira Investment Committee and Executive Committee. He is also a Board member of Axiom, Boats Group, Catawiki, LegalZoom and The Knot Worldwide. Prior to joining Permira, Dipan worked for the private equity fund Gores Group and Lehman Brothers. Dipan holds a degree in Economics from Cambridge University, England.

Shares held in Adevinta: 0

10

Julie Simpson

Board member

Julie Simpson currently serves as Vice President, Head of Internal Audit and Chief Audit Executive at eBay, where she oversees three critical risk management and control functions (Internal Audit, Sarbanes-Oxley and Enterprise Risk Management), as well as several of eBay's finance leadership development programmes. Julie is also on the Board of the eBay Foundation. Prior to joining eBay, Julie spent over 20 years in a variety of risk, controls, accounting and finance management roles at Yahoo!, PayPal, Visto and 3Com. She started her career at Arthur Andersen, a public accounting firm, working in the Los Angeles and San Jose, California offices. Julie has a Bachelor of Arts in Economics with an emphasis in Accounting from the University of California, Santa Barbara and is a licensed Certified Public Accountant.

Shares held in Adevinta: 0

Accelerating towards a bright future

In 2023, Adevinta completed an important chapter in its transformation into a fully integrated business set up for long-term profitable growth. The Group has proved its resilience in turbulent macroeconomic conditions, with the execution of the Growing at Scale strategy continuing at pace and already contributing to increased Group profitability.

A transformational year

The year marked an important milestone in the Group's evolution from a portfolio business to a fully integrated company. Adevinta has the necessary scale to become even more of a leading force in European re-commerce, and the verticalisation of our operations sets the stage for leveraging that scale to the benefit of the company, its shareholders and customers.

Over the course of the year, the Board has supported Antoine Jouteau in leading the company during his first full year since he was selected as CEO in August 2022. It has focused on enabling his rapid decision-making in facilitating the execution of Adevinta's strategy. We also welcomed Elisabeth Peyraube as Chief Financial Officer in September 2023, who brings deep expertise in the digital consumer sector and extensive experience in guiding companies through finance transformations. The Board also had two changes in June 2023, with Peter Brooks-Johnson departing and Julie Simpson replacing Marie Huber as one of eBay's representatives.

Significant progress on the execution of the Group's Growing At Scale strategy under Antoine's leadership is already showing clear results: profitability has grown during a challenging year, demonstrating the resilience of Adevinta's business model and its talented employees. The vertical organisation that Adevinta designed and started implementing in 2023 includes a new Adevinta Executive structure, dedicated to defining our new ways of working, while ensuring that we are in the best position to collaborate across teams and functions.

Adevinta's trusted brands have leading market positions that can capitalise on strong underlying growth trends in the second-hand market. The Board is extremely confident about the Group's growth prospects, and the Leadership team's ability to continue to drive the strategy forward.

Engaging with purpose

In addition to monitoring and facilitating Adevinta's ongoing transformation, the Board again placed significant emphasis on engaging with larger stakeholders, notably for key governance events such as the general shareholders' meeting, and by making themselves available to collect direct feedback upon request. During those interactions, the Board discussed, for example, the Group's capital structure, share overhang, capital allocation policy and other strategic topics. The Board has continued to demonstrate its commitment to best-in-class corporate governance practices.

In August 2023, Adevinta received an indicative non-binding proposal from Permira and Blackstone on behalf of funds advised by Permira Advisers LLP (together with the advised funds, "Permira") and funds advised by The Blackstone Group International Partners LLP (together with the advised funds, "Blackstone"), as well as General Atlantic and TCV (each an "Investor") relating to a possible tender offer for all shares in Adevinta (the "Offer").

Upon receipt of the indicative non-binding proposal, the Board formed a special committee (the "Special Committee"), consisting of the five independent Board members who are not representatives of eBay, Schibsted and Permira. This Special Committee actively engaged in the process leading up to the Offer that was announced on 21 November 2023, in line with

Adevinta's trusted brands have leading market positions that can capitalise on strong underlying growth trends in the second-hand market.

applicable regulations and corporate governance principles, including facilitating a confirmatory due diligence review and extensive negotiations with the Investors on commercial terms, structure and other aspects of an offer.

Following detailed work on valuation, the Special Committee communicated to the Investors that the cash consideration should be increased in order for the Board to give a positive recommendation.

The Special Committee also requested that the Investors would commit not to waive the closing condition relating to minimum acceptance in an offer unless, at least, a majority of the minority shareholders in Adevinta accept the offer. Although the Investors chose not to increase the cash consideration, or accept a limitation in the right to waive the closing condition relating to minimum acceptance, considering that the cash consideration represented a premium to trading prices, considering the fairness opinions received, and considering that under Norwegian law and corporate governance principles the Board should not obstruct a bona fide takeover offer and should facilitate that the shareholders are enabled to themselves consider the exit opportunity an offer represents, the Board concluded that Adevinta's shareholders should have the opportunity to take their own individual view on the merits of the offer. Based on this, on 21 November 2023 the Company entered into a transaction agreement with, among others, Aurelia Bidco Norway AS, being the offeror under the offer (the "Offeror"), setting out the terms and conditions upon which the Offeror would make the offer to Adevinta's shareholders.

The offer document for the Offer was published by the Offeror on 22 December 2023, which also included the Board's statement on the offer. The offer document was made available on www.abgsc.com.

Upon the expiry of the offer period 9 February 2024 at 16:30 (CET), the Offeror had received acceptance under the offer from approximately 94.8% of the total issued and outstanding share capital and voting rights in Adevinta, thus fulfilling the closing condition relating to "minimum acceptance". Subject to the remaining closing conditions for the Offer, it is expected that the Offer will be completed in the second quarter of 2024, following receipt of the necessary regulatory approvals and clearances.

Championing sustainability

As a champion for more sustainable commerce, Adevinta plays an important role in promoting sustainable consumption. By facilitating trade in second-hand goods, Adevinta's platforms directly incentivise people to reuse and change their consumption habits in the long term, cutting significant amounts of waste and resources.

Adevinta's sustainability strategy has already borne several important initiatives, including tying management bonuses to environmental, social and governance (ESG) metrics and setting a baseline for clear emissions reduction targets. Adevinta has developed a roadmap to deliver its sustainability strategy with an objective-based approach covering key ESG issues, as well as initiating a Double Materiality Assessment to identify issues from both a financial and impact perspective. Adevinta is looking forward to embedding sustainable principles more deeply into its business strategy, and ensuring they are a central component of Adevinta's daily operations.

Embracing future technologies

In a constantly changing environment, Adevinta needs to be able to capture opportunities to develop its market-leading offering, in line with best practices around emerging technology. Generative artificial intelligence (AI) will bring major changes in many industries and Adevinta and its brands are well-positioned to leverage these opportunities.

The Board is engaging with the various options presented by AI and assessing the best strategic fit with Adevinta's assets, given AI's potential to both improve productivity and offer promising new solutions to improve the customer experience. AI can be a crucial tool to help potential users find Adevinta's platforms and content, facilitate their interactions on its marketplaces, optimise our operations and support employees in building our products. Adevinta's Product teams are being trained on the usage of generative AI.

Looking ahead

The Board feels confident that Adevinta has all the ingredients to continue to grow profitably over the long term, independent from whether it remains publicly listed or becomes private. Adevinta's focus on well-established brands in EU5 markets has solidified its position as a European technology champion with strong roots in local communities. The sale of the Hungarian online classifieds business in September 2023 furthers Adevinta's portfolio strategy as well as its operational focus on EU5 markets in Europe. It has also navigated and managed the shift in dynamics in Germany's evolving competitive market situation.

With an experienced and driven leadership team, ready to seize the benefits of the deep improvements made across the business, Adevinta is well-positioned for the next chapter in its transformation, leveraging scale to deliver strong growth and drive sustainable change.

The Group's financial results

Consolidated revenues in 2023 amounted to €1,826 million compared to €1,644 million in 2022, an increase of 11%, led by growth in online classifieds and by strong growth from transactional services, while advertising continued to be impacted by the overall weaker advertising market.

Consolidated EBITDA amounted to €651 million (compared to €548 million in 2022), an increase of 19% compared to 2022 (see the section on each business area for more detail).

Depreciation and amortisation amounted to €(300) million (€(300) million in 2022), mainly driven by the amortisation of intangible assets acquired as part of the eCG acquisition in June 2021.

Share of profit of joint ventures and associates improved from €(121) million in 2022 to €(108) million in 2023, mainly due to a decrease in deferred tax assets amounting to €(16) million after reassessing their recoverability in 2022 and improved results in 2023 (€7 million), partially offset by higher impairment loss in 2023 (€(90) million compared to €(80) million in 2022).

Impairment loss in 2023 was €(147) million (€(1,722) million in 2022) and was mainly attributable to Canada (€(146) million), as a result of an updated estimate of the expected growth trajectory, with the loss being distributed to the trademark. Adevinta acquired the businesses in Canada as part of the eCG acquisition in June 2021.

In 2023, the Group's other income and expenses amounted to €(117) million (€(112) million in 2022). This is primarily due to integration-related costs, mainly arising from the acquisition of eCG, Aurelia offer – related costs, verticalisation project costs and rebranding costs.

Operating profit in 2023 amounted to €(21) million (€(1,707) million in 2022).

Financial position and cash flow

The carrying amount of the Group's assets decreased by €(386) million to €11,598 million during 2023, mainly due to the depreciation and amortisation (€(300) million), impairment of other intangible assets (€(147) million), the share of profit (loss) of joint ventures and associates (€(108) million) and the decrease in receivables related to the sale of subsidiaries (€(40) million).

These were partially offset by capitalised expenses (€120 million), the increase in right-of-use assets (€31 million) and the exchange gain in the period driven by the appreciation of the exchange rate of the BRL against the EUR, increasing both the investments in joint ventures and associates (€17 million) and the value in EUR of the loan in BRL (increase of €7 million) granted by Adevinta Finance AS to Bom Negócio Atividades de Internet Ltda (OLX Brazil joint venture). Also contributing was the interest accrued in relation to this loan (€23 million).

The carrying amount of the Group's liabilities decreased by €(253) million to €3,183 million during 2023, mainly due to the repayment of the EUR Term Loan B (€(150) million) and USD Term Loan B (€(237) million) as well as a decrease in deferred tax liabilities (€(101) million), mainly due to amortisation of intangible assets and impairment of intangible assets. This was partially offset by an increase in other current liabilities amounting to €258 million, mainly due to an increase in the corporate income tax liability (€77 million), share-based compensation liabilities (€43 million), other accrued expenses of (€56 million), mainly due to Aurelia offer-related costs (€22 million), and trade payables of €25 million.

The Group's equity ratio was 73% as at 31 December 2023, compared to 71% as at 31 December 2022.

The Group had, at 31 December 2023, net interest-bearing debt of €1,809 million and €507 million total liquidity available. Management considers Adevinta's liquidity and refinancing risk to be acceptable considering the cash generation projections as well as the cash conversion rate of the business.

Net cash flow from operating activities was €467 million for the year, compared to €352 million in 2022. The increase is, primarily, related to an increase in gross operating profit. Net cash flow from investing activities was €(64) million for the year, compared to €(92) million in 2022. The decrease in cash outflow is mainly due to an increase in proceeds received from the disposal of subsidiaries (net of cash sold) in 2023 partly offset by an increase in the development and purchase of intangible assets and property, plant and equipment. Net cash flow from financing activities was €(416) million for the year, compared to €(429) million in 2022. The decrease in cash outflow is, primarily, due to no purchase of treasury shares during 2023, partially offset by higher repayment of interest-bearing loans during 2023.

Voluntary offer to acquire all issued and outstanding ordinary Class A shares in Adevinta ASA

On 21 November 2023, a voluntary offer (the "Offer") was announced by Aurelia Bidco Norway AS (the "Offeror") to acquire all issued and outstanding ordinary A shares (the "Shares") in the Company. The Offer was announced by Permira and Blackstone on behalf of funds advised by Permira Advisers LLP and funds advised by The Blackstone Group International Partners LLP, as well as General Atlantic and TCV. Pursuant to the Offer, the consideration for Shares tendered will, at the election of accepting shareholders, be settled with NOK 115.0 per Share in cash, in depository receipts with indirect exposure to the Offeror, or as a combination of cash and such depository receipts, subject to certain limitations. The complete terms and conditions of the Offer are set out in an Offer document published by the Offeror and approved by the Oslo Stock Exchange on 22 December 2023. For further information on the outcome of the Offer, please refer to Events after the balance sheet section below or visit www.abgsc.com.

The Company has considered the implications of the Offer on its outstanding debt. The Offeror has, in the Stock Exchange Announcement dated 21 November 2023 announcing the voluntary offer, disclosed that it, following completion of the Offer and subject to satisfaction of the closing conditions, intends to redeem the outstanding notional of the Company's €660 million senior secured notes due 2025 and €400 million senior secured notes due 2027 and repay and cancel the outstanding notional of the Company's €761 million senior facilities due 2028, plus accrued interest. Otherwise, the Company has sufficient liquidity and credit availability to meet its upcoming debt obligations.

Due to the Offer, the expected manner of settlement has changed from shares to cash on a pro-rata basis for most of the Company's share-based awards, resulting in an increase in liabilities of €43 million with a corresponding increase in personnel costs of €(2) million and decrease in equity of €41 million.

Group Performance (on a combined basis)

Group

Adevinta reported a strong 2023 financial performance, delivering on all its financial targets despite market headwinds and higher share-based compensation. Revenue growth was 14% for EU5 markets, and total revenues were up 11% year-on-year at 1,826 million euro. Group EBITDA reached 651 million euro, up 19% year-on-year, slightly higher than the full year guidance, despite an additional 2 million euro charge on share-based compensation, as a result of the voluntary offer. Cash flow generation[1] for the period was also strong at 491 million euro, up 12% year-on-year.

France

Leboncoin, France's largest site for second-hand sales, is a leader in the automotive and real estate markets and a key player in the employment and holiday rental markets. More than 72 million ads are constantly online on the platform, which attracts more than 28 million unique visitors every month[2]. Leboncoin ranks second among overall ecommerce platforms in France and was chosen as France's favourite second-hand and Real Estate brand[3&4]. Leboncoin subsidiaries include Agriaffaires (agricultural equipment), MachineryZone (construction equipment), Truckscorner (trucks), A Vendre A Louer (real estate), Locasun (B2C vacation rentals) and L'argus (cars).

In 2023, overall revenue increased by 11%, benefitting from double-digit growth in online classifieds and the continued strong ramp-up of transactional solutions. Advertising revenues were down 7% compared to the year before, due to the impact of reduced activity from media agencies and programmatic. EBITDA was up 6% year-on-year and EBITDA margin decreased by two percentage points, mainly reflecting the evolution of the business mix with an increasing share of transaction services and a decreasing share of highly profitable advertising revenues.

Mobile.de

Mobile.de is the biggest vehicle marketplace and market leader in Germany[5]. Mobile.de has around 40,000 dealer customers in Germany and beyond, with 1.3 million average live listings and an average of 107 million visits per month. The site features the largest range of cars, commercial vehicles and motorcycles in Germany and provides easy access to all relevant ownership models, from buying to financing to leasing. In 2023, mobile.de launched two platform updates with various innovations, including a new communications centre to direct offers and better data access. In addition, mobile.de has introduced a new packaging structure that is better tailored to the needs of its commercial customers.

In 2023, mobile.de overall revenue increased by 26%, mainly benefiting from the recovery in dealer listings through the year, the successful implementation and execution of the dealer price adjustments in April 2022 and 2023, including increasing value for customers, and the strong performance in upselling. Mobile.de's revenues also benefited from the good dynamic of private sellers, while advertising revenues were down year-on-year. EBITDA was up 42% year-on-year, and EBITDA margin improved by five percentage points, driven by the positive top-line development and operating leverage, partly offset by an increase in personnel costs, as a result of the annualisation of investments in product enhancements and in sales and customer support operations.

European Markets

Adevinta's European Markets comprise a portfolio of European online classifieds sites with well-recognised brands across Germany (Kleinanzeigen), Benelux (Marktplaats, 2ememain and 2dehands), Spain (InfoJobs, Coches, Motos, Fotocasa, habitaclia and Milanuncios), Italy (Subito, Infojobs and Automobile.it), Austria (willhaben) and Ireland (Daft, DoneDeal and Adverts). Adevinta exited Hungary (Használtautó.hu, Jófogás and Autónavigátor) in September 2023.

With more than 50 million live ads and more than 35 million unique users per month, Kleinanzeigen (formerly eBay Kleinanzeigen) is one of the leading online classifieds markets and among the most visited websites in Germany. It is a leader in generalist online classifieds in terms of both awareness and usage, spanning consumer goods, jobs, real estate and more.

The Group's business in Spain is one of the country's largest online classifieds businesses based on revenues and audience, and comprises a group of complementary online classifieds sites. These include jobs vertical InfoJobs, motors vertical coches.net, real estate portals Fotocasa and habitaclia, as well as Milanuncios, one of the largest general classifieds sites in Spain and a source of listings for real estate and motor vehicles. In Spain, the Group is one of the largest providers of cars, job listings, real estate and consumer goods.

[1] Net cash flow from operating activities adjusted for CAPEX and IFRS 16 lease payments
[2] Médiamétrie NetRatings March 2023
[3] France FEVAD ranking
[4] French Favourite Brand® ranking for second-hand and real estate sites 2023
[5] Based on 1.4m listings; (mobile.de); (Feb 2024). Visits on mobile.de are around 3.3x higher than visits on Autoscout24; Similarweb (www.similarweb.com), Feb 2024

Benelux comprises the Netherlands (with Marktplaats), and Belgium (with 2dehands/2ememain). With over 8 million unique visitors each month and 350,000 new ads per day, Marktplaats is one of the largest online trading platforms in the Netherlands for private and business sellers of used and new products. It successfully launched transactional services in 2017 and has continued to improve with the launch of shipping in 2019 and the launch of buyer protection, as well as the integration of a second shipping company in 2022. In 2023, the platform expanded its shipping services by adding home shipping for a second carrier, which increased shipping adoption among users. The Group's operations in Belgium are the leading generalist classifieds in both the Flemish regions (2dehands) and the Walloon regions (2ememain), with over three million people who buy and sell on the Belgian platforms every month (with an average of 70,000 new listings per day).

The Group carries out its operations in Italy through a group of complementary classifieds sites. These include Subito, the second largest e-commerce platform in Italy[6], the country's leading online classifieds service, InfoJobs, and Automobile.it, which is one of the leading marketplaces for buyers and sellers of vehicles.

In Austria, the Group operates willhaben, a 50/50 joint venture that was founded by Schibsted and Styria Medien AG in 2006. Willhaben is a fast-growing generalist classifieds site, as well as a market-leading operator in motors and real estate verticals.

In Ireland, the Group operates three classifieds sites as part of Distilled SCH: DoneDeal is a generalist online classifieds site with a strong presence and is part of our Mobility vertical; Daft is a market leader in our Real Estate vertical; and Adverts is a generalist classifieds site with a strong market position, particularly in the Dublin area.

In 2023, European Markets[7] revenue increased by 11% year-on-year (excluding Hungary and Kufar), supported by double-digit growth in Benelux, Italy and Ireland. EBITDA was up 11% year-on-year, while EBITDA margin increased by half a percentage point despite the revenue mix evolution.

International Markets

International Markets comprises online classifieds assets in Canada and Brazil. The Group operates in Canada through Kijiji Canada, a leading generalist classifieds platform that enables millions of Canadians to make money and shop deals in their communities. Kijiji has strengths in motors and real estate, and spans more than 400 categories in total. Kijiji is one of the most visited automotive marketplaces and the largest site for real estate rentals in Canada.

The Group's online classifieds in Brazil consist of OLX Group, which is one of the market leaders in real estate, autos and second-hand, with 50 million monthly users trading on the platforms in 2023. In October 2020, OLX Brazil acquired Grupo Zap, including the ZAP and VivaReal brands, a key player in the nation's online real estate classifieds market.

In 2023, International Markets[8] (Canada) revenue, at constant scope, was down 17% year-on-year, driven by currency impact and continued contraction in vibrancy impacting both online classifieds and advertising performance. EBITDA was down 13% year-on-year and EBITDA margin improved by five percentage points.

[6] Source: Casaleggio Associati - E-commerce Italy ranking 2024
[7] The numbers presented in this section do not include willhaben (50/50 joint-venture, not consolidated)
[8] The numbers presented in this section do not include OLX Brazil (50/50 joint-venture, not consolidated)

Investing in technology

Adevinta's product and technology specialists are dedicated to providing customer-centric and best-in-class products and services for users. They strive to address customer needs quickly and efficiently, while being proactive and vigilant when it comes to data privacy and protection.

In 2023, Adevinta's Product and Technology team significantly shifted its approach to building marketplaces. Historically, the team's focus was on consolidating enabling capabilities such as cloud and data, and overarching elements such as chat and moderation. However, the compelling case for stronger consolidation prompted a change in this strategy. The core rationale lies in a pronounced overlap in customer needs across all of Adevinta's markets and the technical complexity inherent in expected user experiences.

Rather than individually addressing local market customer needs — such as the full transactional journey, AI-assisted search and modern approaches to first-party advertising and personalised marketing — the team has opted to avoid duplicating these investments to unlock and dedicate more capabilities to innovate. In collaboration, Kleinanzeigen, leboncoin and global teams embarked on transforming the two platforms into a unified global platform to support Adevinta's generalist marketplaces. Throughout 2023, significant progress was made and the team is actively working to present the results to Adevinta's users and customers.

Simultaneously, engineering teams were restructured to align with Adevinta's target objectives. The teams plan to continue accelerating progress on all of these efforts in 2024.

Generative AI

In 2023, Adevinta initiated extensive exploration of generative AI at scale. This encompassed activities ranging from raising awareness through large-scale in-house hackathons and workshops (17 held in 2023), to acclimatising our engineers to the application of generative AI and its paradigms and architectures. It also included prioritising product enhancements, such as the AI-assisted placement of ads on Adevinta marketplaces, improvements in SEO, improving the efficiency and relevancy of our customer relationship and the generation of job descriptions. The team also invested in improving productivity with generative AI, including through assisted coding and automated code documentation. Adevinta plans to intensify investments in AI in 2024.

Cloud and infrastructure

Cloud and infrastructure continue to be a major focus amid the consolidation of Adevinta's infrastructure landscape to a single public cloud vendor for our EU5 businesses, and the move towards becoming 100% cloud-native by 2025. In 2023, the team successfully moved most of the EU5 on-premise platforms to Amazon Web Services and the Canadian business to Google Cloud Platform. In the process, the team set up the foundational components of a shared internal developer platform. In 2024, it plans to close three of four data centre footprints, onboard most product platforms onto Adevinta's common internal development platform and accelerate innovation in engineering productivity. With the first generative AI use cases applied to engineering productivity in production, the Group is already seeing the value benefits of its cloud strategy at scale.

Enterprise platforms and technology operations

In 2023, the team established the technical foundations for a centralised IT organisation, focusing on internal users and functions. They consolidated systems of record into a global portfolio supporting standardised functional operating models. Costs for IT services in the portfolio are at, or below, industry benchmarks. Adevinta's technology-related risk posture is robust, achieving 90% effectiveness in internal IT controls (internal control over financial reporting), while addressing the remaining 10% throughout 2024.

In 2024, the team aims to elevate operational maturity, collaborating with core functions and enhancing the user experience through global standard tools and processes. The team's refined mission is to "turn our internal users into our biggest fans", driving efficiency and user satisfaction using a product mindset, AI, and process automations, measured against defined KPIs. With the recent consolidation of sales technology departments and local IT assets, enterprise platforms and technology operations now govern the entire internal tooling portfolio, facilitating further simplification and rationalisation in 2024.

Data and analytics

As part of Adevinta's data strategy, the team increased the adoption of global data capabilities from 43% to 87% in 2023, which has helped to optimise cloud costs, deliver synergies and increase the effectiveness of data users. It has also aligned KPIs and metric definition for verticals to accelerate decision making, focused on supporting discovery and implementation of generative AI use cases, and assisted regulators with input on foundational models and user profiling for upcoming AI regulations.

In 2024, the team will focus on maximising value out of data by fostering autonomy in data ownership and value extraction across all Adevinta teams, and continue the journey to become an AI-native company. In particular, it will focus generative AI acceleration efforts on three pillars:

- How users find and access our marketplaces: through AI assistants, AI SEO content engine to enhance buyers' guidance
- The way Adevinta's users use marketplaces: customer service, ad insertion automation, AI-assisted search
- The way Adevinta's marketplaces are built and run: internal AI Assistants to reduce lead time of internal processes, engineering productivity, marketing and advertising content generation and personalisation

Risk overview

Adevinta operates in a highly dynamic environment with exposure to a wide range of operational, strategic and external risks. Adevinta's Enterprise Risk Management (ERM) Framework enables the identification of threats and opportunities and the appropriate response.

Our ERM Framework helps senior management within the organisation to make risk-informed decisions aligned with our strategic objectives. Through a combined top-down and bottom-up risk assessment process, the ERM Framework supports the identification and mitigation of the most significant risks that could hinder the achievement of these objectives.

Roles and responsibilities

Our Board holds responsibility for the oversight of the Adevinta ERM Framework. The Board delegates authority to the Audit and Risk Committee (ARC) to oversee risk management activities on its behalf. On at least a bi-annual basis, the ARC receives a risk report that highlights the principal risks that could have the biggest impact on Adevinta and details how they are trending and where they sit within our risk appetite.

Specific principal risks undergo a deep dive assessment that brings together information from across the risk management cycle to provide confidence about how the risk is being managed. A calendar for deep dives is agreed upon with the ARC on an annual basis and the assessments are presented to the ARC by the risk owners with the support of the Risk team.

All leaders, at all levels, are responsible for risk management within their respective areas, ensuring that risks are identified, captured and monitored as part of the risk assessment process. Their roles and responsibilities include monitoring exposure against the principal risks; reviewing risk assessments and providing input into the top-down risk process; using risk information to inform strategy development; and ensuring the risk landscape is appropriately monitored.

The central Risk team is responsible for facilitating the risk management process and maintaining an appropriate framework. The Risk team reports to our Chief Financial Officer.

ERM Framework

The ERM Framework was developed to set out a holistic and coordinated approach to manage risks within the organisation. The framework supports the risk assessment process within the organisation and helps drive consistency between top-down and bottom-up risk data. The framework and its related procedures are available for all employees on Adevinta's intranet.

Adevinta identifies three main risk categories:

- Strategic risks – risks that may impact the strategic vision or ability to execute key strategic objectives and investments
- External risks – external environment risks that the business is exposed to, e.g. macroeconomic/geopolitical risks or competition
- Operational/functional risks – risks that may impact the day-to-day operations of the marketplaces and corporate functions

The impact of the Aurelia Bidco Norway takeover from a risk and opportunity perspective, including the impact on our people and regulatory implications, will be fully factored into Adevinta's risk landscape in the next risk assessment (H1 2024), once the offer is completed.

Adevinta Principal Risks

Risk Category	Risk and Risk Elements	Risk Mitigation
Strategic	**Execution Risk** ↘ Inability to execute on key elements of Adevinta's strategy	↘ Strong governance over key transformation programmes ↘ Measure and monitor progress against business goals
	ESG Strategy Implementation ↘ Failure to deliver on ESG strategy, as a result of an inability to meet the needs of its stakeholders ↘ Failure to develop a sustainability culture ↘ Lack of appropriate governance around ESG	↘ Dedicated sustainability function and sustainability strategy ↘ Processes to improve data accuracy and availability in relation to sustainability ↘ Explore incorporating green tech into products and internal operations
External	**Macroeconomic and Competition Risk** ↘ Widespread changes in the political, social or macroeconomic landscape ↘ Competition from established industry players ↘ New trends and business models	↘ Monitor key changes at a marketplace and group level ↘ Diversify offerings to respond to changes and remain competitive ↘ Consider broader impacts of macroeconomic and geopolitical events (e.g. cybersecurity)
Operational/ Functional	**Legal and Regulatory Risk** ↘ Legal compliance breaches ↘ Speed of regulatory change ↘ Compliance with new regulations	↘ Legal function coordinates activity across regulatory domains ↘ Representation in each vertical ↘ Dedicated resource for key focus areas, e.g. data privacy or antitrust ↘ Strong relationships with external counsels and regulators
	Information and Cybersecurity Risk ↘ Cyber attacks ↘ Exposure to IT security breaches ↘ Lack of or ineffective IT controls and governance	↘ Awareness campaigns across the business, e.g. on phishing ↘ Monitor performance against the cybersecurity strategy ↘ Policies rolled out across key areas in line with the NIST cybersecurity framework ↘ Security guardrails
	Talent Access and Retention Risk ↘ Limited resources to meet the expectations of today's workforce ↘ Competitive advantage of other companies in terms of accessing talent ↘ Understanding and forecasting talent needs in a reactive manner ↘ Compromising the level of talent acquired as a result of the speed of recruitment to fulfil Adevinta's growth targets and mitigate attrition levels	↘ Improve employee data access and accuracy to support decision making and improve talent/retention risk management activities ↘ Monitoring the external environment to continue being competitive as an employer ↘ Identifying training and development opportunities to develop employees internally and empower new leadership
	Operational Risk ↘ Governance, focus and capital allocation ↘ Lack of appropriate process controls and ethics and compliance framework ↘ Management of third parties ↘ Data risk	↘ Introduce new frameworks, policies and procedures, including training to support roll-out ↘ Align annual budgeting, review and decision-making processes to the operating model and delegation of authority ↘ Key policies in place to support supplier risk management ↘ Personal data breach playbook, policies and data governance function
	Financial Risk ↘ Liquidity risk ↘ Foreign exchange risk ↘ Interest rate risk	↘ Continuously monitor financial risks through the Corporate Finance function ↘ Policies and frameworks to support key mitigation activity e.g. hedging

Financial risk management

Through its international operations, Adevinta is exposed to fluctuations in the exchange rate of a basket of currencies, which include the Brazilian real (BRL), Canadian dollar (CAD), Norwegian krone (NOK), pound sterling (GBP) and United States dollar (USD). On a consolidated basis, the currency risk is considered low. Adevinta monitors this exposure by minimising the build-up of foreign currency cash and matching cash inflows with cash outflows in the same currency wherever operationally possible. Adevinta also makes use of financial derivatives to mitigate transactional and translational currency risk.

Adevinta's credit risk is considered low as trade receivables are diversified through a high number of customers, customer categories and markets. Moreover, a considerable portion of Adevinta's sales is through prepaid subscriptions or advertisements with credit card payments made on the purchase date. Liquidity risk associated with cash flow fluctuations is also considered low as Adevinta has adequate equity and committed credit facilities.

For more details on currency, credit, interest-rate and liquidity risk, please refer to note 7 (Financial risk management) of the consolidated financial statements.

Statement of Corporate Governance

Adevinta's approach to corporate governance is based on the Norwegian Code of Practice for Corporate Governance. In accordance with section 3-3b of the Norwegian Accounting Act, an annual statement on corporate governance is included as a separate section of this annual report, and is an integral part of the Board of Directors' report.

Sustainability Statement

In accordance with section 3-3c of the Norwegian Accounting Act, Adevinta has prepared a sustainability statement that sets out Adevinta's approach to sustainability. The statement includes information about the working environment, injuries, accidents, sickness absence, equality and non-discrimination, as well as Adevinta's social and environmental impact. The statement is included as a separate section of this annual report, and is an integral part of the Board of Directors' report.

Insurance policy

The Directors and officers of Adevinta ASA and its subsidiaries are covered by Directors and Officers liability insurance (D&O insurance) placed with a number of international reputable insurers. The insurance provides insurance cover for claims brought against Directors, officers and other individuals that can incur personal liability (individuals) in their managerial position at Adevinta ASA or in any of its subsidiaries. In certain cases, persons engaged by Adevinta ASA or any of its subsidiaries, for example, to serve on the Board of Directors of an affiliated company, are also covered by the policy.

Adevinta ASA

Adevinta ASA is the Parent Company of the Group and is located in Oslo, Norway. Adevinta ASA incurred a loss after tax of €(36) million (€(2,523) million in 2022) mainly due to expenses related to operating activities, the Aurelia offer and taxes partly offset by net financial income (€(2.544) million due to impairment loss in 2022). As at 31 December 2023, Adevinta ASA had total assets of €9,541 million and the equity ratio was 81%. The Board of Directors has adopted a dividend policy that allows for development of Adevinta's business and further growth. The Company's eventual aim is to pay a stable and growing dividend going forward while maintaining flexibility to invest in growth. The focus in the medium term remains on deleveraging. The Company does not expect to pay any dividend related to the financial year 2023. The Board of Directors proposes that the loss after tax of €(36) million is transferred to other equity. As at 31 December 2023 Adevinta ASA had total equity of €7.755 million and the Board of Directors has determined that Adevinta ASA has adequate equity and liquidity.

Outlook

We continue to see value-accretive opportunities across all our businesses. In our core verticals Mobility and Real Estate where a large monetisation runway exists, with the potential to expand throughout the transactional value chain with new business models and a largely untapped second-hand commerce pool. Our long-term ambition for our EU5 markets remains strong with 2023–2026 annual revenue growth between 11% and 15%, and an EBITDA margin between 40% and 45% from 2026.

Our strategy builds on our unparalleled scale, leadership positions and technology to accelerate sustainable growth. It is underpinned by the following key priorities:

- Focusing the portfolio, by investing in and growing our EU5 markets of Germany, France, Spain, Benelux and Italy
- Concentrating on high-quality verticals: Mobility and Real Estate, which present a significant opportunity to increase monetisation
- Becoming fully transactional in consumer goods, expanding into a growing and profitable online commerce market
- Leveraging technology and transforming advertising to preserve revenue and adapt to the evolving market

Adevinta continues to operate in a challenging market environment with high inflation and interest rates, coupled with low consumer confidence. Overall, our strategic pillars – Mobility, Real Estate and transactional businesses – are performing well despite the broader macroeconomic context, demonstrating the robustness of their business models, while the advertising market tends to be more volatile.

The integration and transformation of the businesses is progressing well and, together with our strong focus on operational excellence and cost discipline, is delivering further results.

Going concern

Based on Adevinta's long-term strategy and forecasts, and in accordance with section 3-3a of the Norwegian Accounting Act, the Board of Directors confirms that the prerequisites for the going concern assumption exist and that the financial statements have been prepared on a going concern basis.

Events after the balance sheet date

Voluntary offer to acquire all issued and outstanding ordinary Class A shares in Adevinta ASA

On 21 November 2023, a voluntary offer (the "Offer") was announced by Aurelia Bidco Norway AS (the "Offeror") to acquire all issued and outstanding ordinary A shares in Adevinta. The offer period under the Offer expired on 9 February 2024. The Offer was, pursuant to stock exchange announcements on 12 and 22 February 2024, announced as accepted for a total of 238,577,833 Adevinta shares, which, taken together with the 885,909,719 Adevinta shares (incl. the class B shares) to which the Offeror is conditionally entitled, equals approximately 94.8% of the total issued and outstanding share capital and voting rights in Adevinta on a fully diluted basis, thus fulfilling the closing condition in the Offer relating to "minimum acceptance". Subject to the remaining closing conditions for the Offer, it is expected that the Offer will be completed in the second quarter of 2024, following receipt of the necessary regulatory approvals and clearances.

Other than the matters described above, no further matters have arisen since 31 December 2023 which have significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial periods.

Adevinta ASA's Board of Directors (signatures)

Orla Noonan
Board Chair

Fernando Abril-Martorell Hernández
Board member

Kristin Skogen Lund
Board member

Antoine Jouteau
CEO

Sophie Javary
Board member

Julia Jäkel
Board member

Aleksander Rosinski
Board member

Julie Simpson
Board member

Mark Solomons
Board member

Dipan Patel
Board member

Michael Nilles
Board member

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CEO statement

Antoine Jouteau
CEO Adevinta

Photography: @Lea Crespi

Adevinta is built on sustainability: our marketplaces encourage reuse and are an instrumental tool in the shift to a circular economy, leading to less waste and more responsible commerce. This purpose directs our strategy and touches every area of our business.

In 2023, we focused on embedding our sustainability approach across our own operations. We strengthened the systems that underpin all of our sustainability efforts by developing our methodologies, improving data gathering and bolstering reporting. We created a more accurate and comprehensive baseline for our greenhouse gas (GHG) emissions, adding granularity to our accounting and reporting process to better understand where our GHG emissions come from and how best to address them. We will use this to set effective targets and chart our journey for reducing our Scope 1, 2 and 3 GHG emissions.

We have placed transparency at the heart of our approach to sustainability, adopting a more conservative methodology for calculating our avoided emissions and taking a more nuanced view of what motivates consumers to shop second-hand, instead of purchasing new products. To increase transparent reporting capabilities, and drive greater adoption of sustainable initiatives across the company, we have strengthened our sustainability team, with additional expertise in environmental engineering and reporting.

As well as rolling out our overall Growing At Scale Strategy, we added an additional layer to our sustainability strategy providing a clear roadmap for Adevinta to focus our actions. Basing our sustainability strategy on objectives and key results will improve our clarity and flexibility, and empower our employees to initiate new projects that meaningfully contribute to our various initiatives.

We also developed a new green tech strategy which will help us adopt more sustainable design rules across the company and reduce our indirect emissions in the future, for example, from third-party data centres. Due to our work in 2023, our technology team can now start monitoring the estimated carbon emitted by their operations. We intend to adopt best practices around green tech developed by our team at leboncoin into our overall product and tech strategy in 2024.

We were not part of the Dow Jones Sustainability Index in 2023. We recognise that we are on a journey and continue to work on improving our environmental data quality; strengthening and promoting our sustainability strategy and deepening our engagement with various stakeholders to build sustainable practices.

This year, we included questions on sustainability in our employee survey for the first time, and will use the results to track our progress on employees' engagement with sustainability initiatives going forward. We have already started training employees on the global impact of climate change and how we can expand sustainability at Adevinta, and will continue to build on these initiatives to raise internal awareness.

We continued to focus on building a strong inclusive culture by supporting employee networks such as Adevinta for Everyone (A4E), our grassroots diversity, equity and inclusion (DEI) movement. In 2023, we also made several changes in response to the findings of our gender audit, updating relevant policies, launching workshops and putting in place further programmes to support women leaders at Adevinta. We now have targets to increase diversity at senior leadership and middle management level, as well as within the product and technology team.

As a company built around the digital economy, we take our responsibility to protect our customers and end users very seriously. This not only improves their day-to-day experience on our platforms, but also protects our platforms' reputation as some of the world's most trusted marketplaces. We continue to invest in expertise and technology to provide best-in-class capabilities that protect against fraud and address data privacy and cybersecurity challenges. In 2023, we grew our data privacy team, which enabled us to accelerate our Privacy Programme and Global Privacy Framework.

Sustainability is an important part of our work at Adevinta. Championing the circular economy means we aim to help our users become better consumers with each purchase they make, driving lasting change. Adopting environmental, social and governance principles will ensure that we embrace this mission across every aspect of our business. For the first time, we have integrated environmental, social and governance (ESG) metrics into our short-term management incentive plans, ensuring this process starts at the top.

In the following pages, we have detailed our progress over 2023 as we continue to build a more sustainable business that aligns with our core purpose.

Materiality analysis

We seek to create a positive impact on the lives of our employees, customers, users and communities.

Our materiality matrix represents material topics for both Adevinta and our stakeholders, with the most significant issues located in the top right corner of the map. Our latest revision was in 2021 following the completion of our acquisition of eBay Classifieds Group. Since our last revision, the following topics are considered to have become more material due to changes in context and stakeholders' expectations:

- **Transparent compliance – good corporate governance:**
  Upcoming regulations on ESG reporting, including the CSRD (Corporate Sustainability Reporting Directive) and the EU Taxonomy for Sustainable Activities, require companies, including Adevinta, to increase data and transparency around their impacts, supported by a structure for data governance to ensure traceability.

  Our response
  We recognise that we need to develop our data collection and its transparency. In 2023, we put together a roadmap with clear stages for compliance with CSRD and the EU taxonomy, and have started to implement it.

  We initiated a new Double Materiality Assessment in the last quarter of 2023 to align with the new regulatory framework and the CSRD. More information on our "CSRD Journey" is on page 41 and in the "EU Taxonomy" on pages 45-47.

- **GHG emissions and energy use:**
  The disclosure of Scope 1, 2 and 3 GHG emissions will become mandatory under CSRD reporting. The EU's upcoming Corporate Sustainability Due Diligence Directive (CSDDD) will also introduce an obligation to address climate-related impacts.

  Our response
  We need to ensure we are complying with CSRD and CSDDD reporting and develop our emissions data. We have established a robust baseline for calculating our own carbon footprint in 2023 and will set meaningful carbon reduction targets in 2024.

We have reviewed our organisational and operational boundary and Scope 3 GHG emissions inventory to fully align with the GHG protocol. We have also improved data quality and traceability as part of our internal data collection process to ensure our emissions calculations are as representative, accurate and transparent as possible (see "Environment information" on pages 48-50 for more detail).

- **Circular economy – promote responsible consumption:**
  The European Union (EU) is developing several directives and regulations aimed at increasing circularity, while avoiding misinformation and greenwashing, including the Sale of Goods Directive, the Empowering Consumers Directive and the Packaging and Packaging Waste Directive.

  Our response
  We are developing initiatives to extend the product lifecycle beyond reselling, in line with our sustainability strategy. Our digital marketplaces are also analysing how they can further contribute to the circular economy, such as refurbishment business models via partnerships for specific product categories, and increasing user awareness of the environmental impact of their consumption.

- **Diverse and inclusive workforce:**
  We acknowledge that creating a more inclusive environment at Adevinta will enhance employee engagement and foster a sense of belonging. We also recognise that our customer pool is incredibly diverse, and we need to cater to its different needs by developing accessible products.

  Our response
  Our DEI team collaborates with internal grassroots communities that focus on gender equity, LGBTQ+ rights, women in tech and a vast range of DEI-related matters. Our "North Star" is increasing female representation across the business, as we operate in an industry that has, traditionally, attracted less women. In 2023, we aimed to attract more women to key management positions, with initiatives such as our Women in Leadership (WIL) programme.

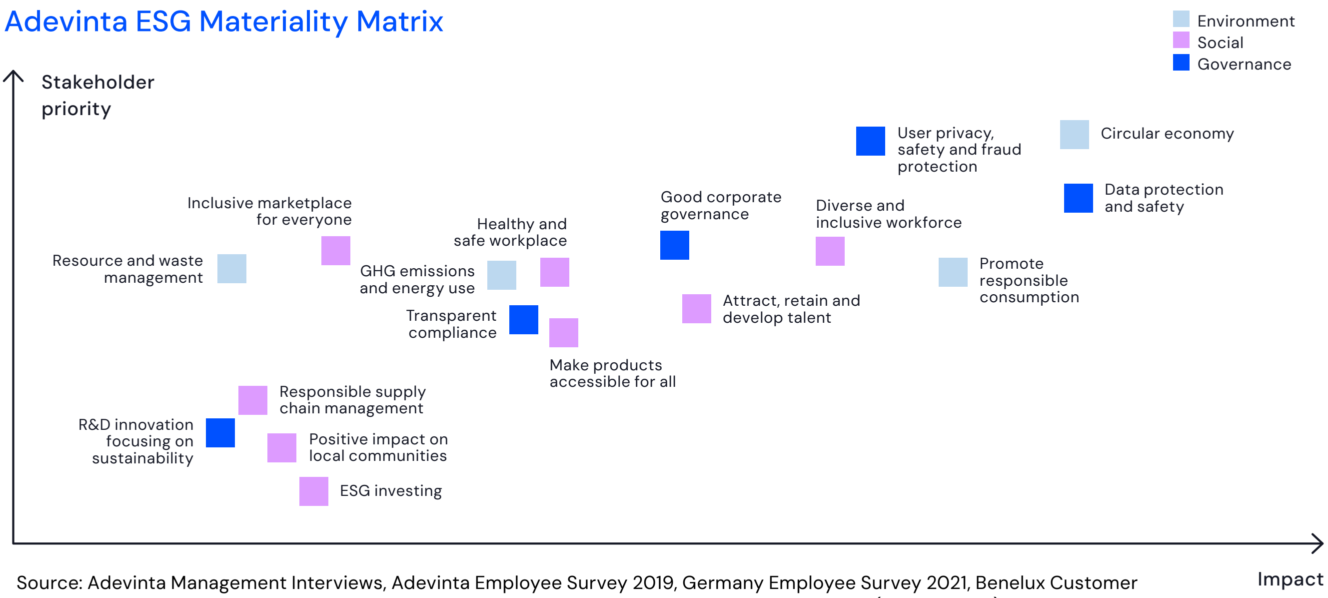
↘ **Data protection and safety – user privacy, safety and fraud protection:**
We have different mechanisms to understand customer satisfaction. Trust between buyers and sellers was a key theme for users in our marketplaces in 2023.

Our response
We recognise that the issues around data privacy and protection present major industry challenges. Our data protection as well as our trust and fraud protection teams focused on ensuring our users felt safe on our platforms throughout 2023. More information is in the "data privacy" and "trust and fraud protection" sections on pages 71 and 78-79.

Stakeholder involvement

Who we spoke to	How we spoke to them	What matters most to them	
Users	User surveys Market research Social media	↘ Circular economy ↘ Make products accessible for all	↘ User privacy, safety and fraud protection ↘ Data protection and safety
Employees	Interviews Employee surveys	↘ GHG emissions and energy use ↘ Resource and waste management ↘ Responsible supply chain management ↘ Inclusive marketplace for everyone	↘ Circular economy ↘ Attract, retain and develop talent ↘ R&D innovation focusing on sustainability ↘ Data protection and security
Management	Interviews Surveys	↘ Circular economy ↘ Data protection and safety ↘ User privacy, safety and fraud protection ↘ Promote responsible consumption	↘ Attract, retain and develop talent ↘ Diverse and inclusive workforce ↘ Good corporate governance
Investors and ESG analysts	Interviews Surveys Enquiries analysis	↘ Good corporate governance ↘ GHG emissions and energy use ↘ Data protection and safety ↘ User privacy, safety and fraud protection	↘ Diverse and inclusive workforce ↘ Attract, retain and develop talent ↘ Healthy and safe workplace
European legislators	Desktop analysis	↘ Sustainable investments and ownership ↘ User privacy, safety and fraud protection ↘ Fair business practices	

Adevinta ESG Materiality Matrix



Source: Adevinta Management Interviews, Adevinta Employee Survey 2019, Germany Employee Survey 2021, Benelux Customer Survey 2021, Sustainability Accounting Standards Board, Investor Survey 2021, Expert Interviews, (Press search).

Sustainability strategy

Our sustainability strategy is centred around our goal of becoming a European champion in the circular economy. Our five pillars to secure sustainable change are:

1.	2.	3.	4.	5.
Define a clear strategy	Focus on key results and objectives	Measure our data accurately	Bring all our stakeholders along	Put people first

Our Sustainability Roadmap will deliver our sustainability strategy. For each objective, the sustainability team has a three-year plan to deliver key activities using a "definition and execution" approach.

Our Sustainability Roadmap covers four key objectives:

1. Everyone is on deck

Ensure our people understand the implications of the environmental crisis, starting with climate change, and the impact of these global challenges on their lives and our business. We believe this will foster management accountability and broader sustainability awareness among all our employees.

2. Our house is in order

Set clear ESG strategies, policies and processes to hit our sustainability targets, including clear targets for reducing our carbon footprint.

3. Our house is safe

Ensure we are aware of and compliant with new European regulations, and follow best practices for ESG disclosure.

4. Our house helps other houses

Create a broader positive impact on our wide stakeholders and communities; for example, helping our users to reduce their own carbon footprint.

We have increased internal communications with our employees to better explain how we are embedding sustainability throughout the company, with initiatives such as:

- **Sustainability Bytes:** An ongoing series of events ran throughout 2023 on Adevinta's sustainable approach, featuring presenters on key areas of interest, including in-house GHG footprint calculations, the environmental impact of digital technologies and Adevinta's role, and our sustainability strategy and Sustainability Roadmap.
- **Adevinta Insider articles:** The Insider is a weekly newsletter for our employees. Sustainability stories this year covered our carbon offsetting procedures, our ESG metrics linked to our variable incentive programme, and our plan for reducing our company's carbon footprint.
- **Quarterly meetings:** In 2023, we started hosting quarterly meetings with sustainability representatives from our marketplaces to update on key projects, creating better relationships with our local sustainability representatives.
- **Webpage updates:** We have updated our intranet Wave, and our external webpage to provide more transparency on our sustainability efforts.
- **Engagement Survey:** In 2023, we included sustainability-related questions in our Annual Engagement Survey for the first time to measure our progress in embedding sustainability within Adevinta. Results showed that our employees believe sustainability should become a bigger part of our leadership team's decision-making process. Employees also want increased support from managers to integrate sustainability within their work. We are developing programmes to address both of these issues. For more information about our Engagement Survey, see "Employee wellbeing" on page 64.

While we have made progress in implementing our sustainability strategy across the company, we recognise that we can do more to align all our local marketplaces with our new approach.

Our sustainability strategy focuses mainly on environmental impact, which could affect how we focus on our social and governance issues. In 2024, we plan to address this by better coordinating our DEI strategy, cybersecurity strategy and data privacy strategy with our overall Sustainability Framework.

Once we have completed our Double Materiality Assessment as part of our CSRD compliance (see page 41 for more details), we will also update our Objectives and Key Results Framework.

CSRD journey

We welcome the implementation of the EU’s regulatory framework for sustainability reporting, but we also face the challenges of complying with new regulations and directives that form part of the European Green Deal. Approved in 2020, this set of policy initiatives by the European Commission aims to support the EU in becoming climate neutral by 2050.

The CSRD is designed to transform organisations to make progress on material ESG impacts, risks and opportunities.

CSRD requires an unprecedented level of transparency, which we need to incorporate. In 2023, we started a company-wide project to implement CSRD in line with EU deadlines. We started training our teams to prepare key departments for CRSD compliance. Training has taken the form of presentations to the CFO, public affairs, investor relations, risk and compliance and data teams.

Adevinta's roadmap to Compliance
The road to CRSD compliance has several stages:

- **Scoping:** Assess which Adevinta entities fall within the scope of CSRD and the applicable reporting deadlines. As the Group's parent company, Adevinta ASA, is a public interest entity listed on the Norwegian Stock Exchange, we also had to review the intended amendments to the Norwegian Accounting Act in order to adopt the CSRD reporting requirements.
- **Double Materiality Assessment (DMA):** Identify and assess impacts, risks and opportunities throughout our own operations and value chain. We have completed our DMA in Q1 2024.

  We have examined the materiality of each ESG topic across two dimensions:

  a. Impact materiality: The impact of the business on people and the environment (the inside-out perspective)

  b. Financial materiality: Sustainability matters that trigger material financial effects on the company (the outside-in perspective)
- **Gap analysis:** Review the alignment of our existing processes and systems with the European Sustainability Reporting Standards that apply to Adevinta under the CSRD. To be completed in 2024.
- **Action plan:** Eliminate the identified gaps and work on the requirements of data automation and digital tagging. We will allocate the necessary internal resources in order to achieve compliance by the time the CSRD takes effect on Adevinta. To be completed in 2024.

What is Double Materiality?

An ESG topic meets the criterion of 'double materiality' if it is material from, either, the impact perspective or the financial perspective or both. Double Materiality Assessment is a core compliance requirement of the European Sustainability Reporting Standards (ESRS) and helps us to determine which ESRS we need to disclose, dictating the content of our sustainability strategy.

The CSRD will become the key framework to further drive and deploy our ESG transformation. We are committed to reporting the impacts of our climate-related risks and opportunities, as defined by the Task Force on Climate-Related Financial Disclosures (TFCD), aligned with CSRD requirements.

Highlights in 2023

Environment

- GHG emissions accounting and reduction:
  - Updated internal GHG accounting and reporting system, eliminating gaps and improving data collection
  - Established GHG baseline emissions to guide material reduction targets
- Offset 2022 GHG emissions by purchasing 42,938 Gold Standard – verified carbon credits
- Embedded sustainability in our products and technology:
  - Developed and approved a green tech strategy, with objectives and key results to include in our product and technology strategy
  - Hosted workshops to improve internal awareness of climate change impacts and mitigation
  - Completed initial setup of Cloud Carbon Footprint tool
- Issued 2022 Second-Hand Effect Report

Social

- Updated policies and created new programmes in response to findings from our gender audit in 2022
- Reshaped structure and content of our Women in Leadership (WIL) Programme for relaunch in 2024
- Launched Adevinta Academy as one-stop learning platform, offering around 300 courses for employees
- Held second in-person A4E conference, focusing on microaggressions and micro-interventions
- Held Authentic Allyship workshops, involving more than 150 employees
- Provided six-month external coaching as part of our WIL Programme and expanded our Women in Tech communities

Governance

- Integrated ESG metrics related to the GHG emissions data collection process into short-term management incentive plans
- Integrated control and monitoring mechanisms into our Procurement Quality Governance Framework
- Completed ESG internal audit
- Created Ethics and Compliance Committee under Group Regulatory Compliance Framework
- Updated Speak Up and Investigations Policy to meet requirements under the EU Whistleblowing Directive
- Cybersecurity:
  - Defined a new 2024 global cybersecurity operating model
  - Extended global cybersecurity coverage in core European markets
  - Performed a Global Firewall audit
  - Assessed cybersecurity controls for all marketplaces
- Data privacy:
  - Expanded data privacy team to accelerate Privacy Programme and Global Privacy Framework
  - Launched training initiatives related to strategic plan and privacy-related risks
  - Hosted 50 privacy hour sessions and educated more than 500 employees on personal data and GDPR compliance

How to read this report

Objectives	Material Topics	Pages	Section
Everyone is on deck	Diverse and inclusive workforce	60-61	Social
	Attract, retain and develop talent	61-65	Social
Our house is in order	GHG emissions and energy use	48-51	Environmental
	Resources and waste management	48-51	Environmental
	Healthy and safe workplace	65	Social
	Responsible supply chain management	83-84	Governance
	R&D innovation focusing on sustainability	81	Governance
Our house is safe	Transparent compliance	73-75	Governance
	User privacy, safety and fraud protection	78-81	Governance
	Good corporate governance	73-75	Governance
	Data protection and safety	71	Social
Our house helps other houses	Positive impact on local communities	68-70	Social
	Promote responsible consumption	53	Environmental
	Circular economy	53	Environmental
	Make products accessible for all	60-61	Social
	Inclusive marketplace for everyone	60-61	Social
	ESG investing	81	Governance

Environmental information

1. EU Taxonomy

EU Taxonomy

With the implementation of the EU Taxonomy Regulation, Adevinta must disclose information about Turnover, capital expenditures (CapEx) and operating expenses (OpEx) related to its environmentally sustainable economic activities. The EU Taxonomy, established by the European Union, identifies and classifies these sustainable economic activities across six key objectives: mitigating climate change, adapting to climate change, sustainable management and protection of water and marine resources, transitioning to a circular economy, preventing and managing pollution, and conserving biodiversity and ecosystems.

The EU Taxonomy Regulation entered into force on 1 January 2023 in Norwegian law.

- For the economic activities included in the Climate Delegated Act, reporting on both eligibility and alignment (excluding amendments 2022/1214) is required in 2024 (FY 2023).
- For the economic activities included in the Environmental Delegated Act, reporting on both eligibility and alignment is voluntary in 2024 (FY 2023).

Adevinta decided to report on both delegated acts. As 2023 is the first year of EU Taxonomy reporting, no comparative figures for previous years are presented.

EU Taxonomy eligibility screening

Initially, the sustainability team screened all taxonomy-eligible activities corresponding to the six environmental objectives and shortlisted 14 economic activities for which Adevinta could potentially be eligible, based on relevant Turnover-generating business or company efforts. The sustainability team involved stakeholders from product and technology teams, our three vertical businesses, and the legal team to further assess the shortlisted activities. Based on the discussions and gathered data, we concluded the following:

- In the Climate Delegated Act, the economic activity **8.2 Computer programming, consultancy and related activities** from the environmental objective Climate Change Adaptation was identified as eligible, but deemed immaterial in relation to the total operations of the company. Therefore, Adevinta reports 0% eligibility for the objectives of the first Delegated Act. As this economic activity was deemed immaterial, we decided not to further assess its alignment with the EU Taxonomy criteria for substantial contribution and Do Not Significantly Harm (DNSH) criterias. Therefore, Adevinta also reports 0% alignment for the environmental objectives of the first Delegated Act.
- In the Environmental Delegated Act, one of our economic activities is eligible → **Circular Economy: Activity 5.6 Marketplace for the trade of second-hand goods for reuse.**

The economic activity contributes to the Circular Economy objective and in accordance with Article 5 of Delegated Regulation (EU) 2023/2486 of 27 June 2023, Adevinta voluntarily discloses the proportion of this taxonomy-eligible activity 5.6 in our total financial year 2023 Turnover, CapEx and OpEx (listed in the tables under About this Report), as well as the accompanying qualitative information in accordance with Section 1.2 of Annex I Delegated Regulation (EU) 2021/2178 (see below).

This year, we focused on Adevinta's relevant Turnover-generating economic activities. However, we have additionally identified some economic activities that could also become potentially eligible when considering our company's investments into eligible activities (CapEx and OpEx indicators). We intend to analyse these other possible eligible economic activities in the future in order to create more transparency about our sustainability efforts.

Scope identified EU Taxonomy - eligible economic activity

Transition to a circular economy: 5.6. Marketplace for the trade of second-hand goods for reuse (NACE codes J58.29, J61, J62 and J63.1.)

Adevinta operates several marketplaces for the trade of second-hand goods for reuse that have been assessed to be in scope of this EU Taxonomy description:

1. leboncoin (France)
2. Kleinanzeigen (Germany)
3. Marktplaats (Netherlands)
4. 2dehands – 2ememain (Belgium)
5. Subito (Italy)
6. Milanuncios (Spain)
7. Kijiji (Canada)

Important note on the Turnover, CapEx and OpEx allocation approach

With respect to Adevinta's financial KPIs it is important to note that:

- The EU Taxonomy description of activity 5.6 restricts the products to second-hand items manufactured by economic activities under a specific list of NACE codes only, whereas the Adevinta marketplaces in scope also involve the trade of new items and products not included in the NACE code list (for example second-hand vehicles).
- The financial KPIs (Turnover, CapEx, OpEx) required by the EU Taxonomy are not being tracked at product level on our marketplaces.

Consequently, we had to map the financial KPIs using an approach based on product analytics, insights and estimates in order to extract the part of the financial KPIs for 2023 that fully corresponds to the description of activity 5.6 in the EU Taxonomy and can therefore be considered an eligible activity.

Our funnelling approach is visually represented in the following figure and is described in more detail below.

Turnover analysis and calculation

The denominator in the Turnover proportion, i.e. net Turnover as defined in Article 2, point (5), of Directive 2013/34/EU, corresponds to the total revenue from Adevinta's group financial consolidation[1].

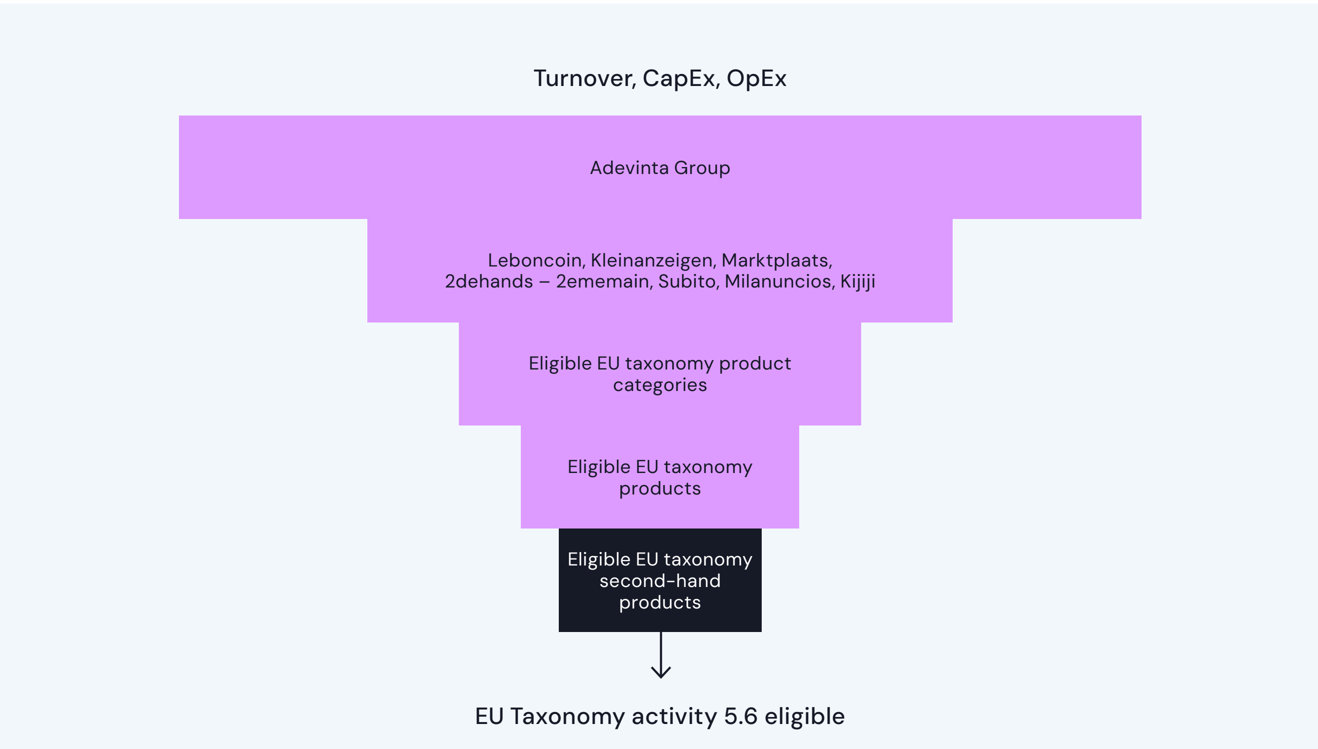
The numerator in the Turnover proportion should only include the revenue streams from the marketplaces within the scope of EU Taxonomy activity 5.6:

- Classifieds revenue: Insertion fees, such as fees paid to list or extend an ad; feature fees, such as optional fees paid for extra visibility; and subscription fees, such as what we charge to our car dealers and real estate agencies.
- Transactional revenue: Payment revenue (i.e. buyer fee), delivery revenue, and other transactional revenue.
- Advertising revenue: We sell space for advertisements to businesses looking to promote their products or services. Advertisers pay for exposure to the platform's audience.

To calculate the numerator of the Turnover for this category we followed the next approach:

1. We started with the consolidation of tracked revenue streams (classifieds, transactional and advertising) from the vertical "Consumer goods" and product L1 category "Motor parts and accessories" for each of the Recommerce marketplaces in scope (leboncoin, Milanuncios, Kleinanzeigen, Subito, Marktplaats, 2dehands-2ememain and Kijiji). Where no tracking was in place at L1 category level, we used an allocation approach based on pageviews.
2. Subsequently, we followed a step-wise approach to extract the EU Taxonomy-eligible part from this consolidated revenue:

- In order to only extract the revenues related to the second-hand products, we excluded the revenue streams from the professional sellers, based on the following assumptions:
  - Since no tracking was available on the type of products (new or second-hand) listed by professional sellers, we adopted a conservative approach assuming 100% new items, meaning no revenues from professional sellers were accounted towards eligibility.
  - Since revenues from private sellers are intrinsically associated with pre-owned products, 100% second-hand items were assumed, meaning the revenues from private sellers were fully accounted towards eligibility. As revenue split wasn't available



for all revenue streams at the time of the analysis, we extrapolated the split tracked within classifieds revenue to the remaining revenue streams (transactional and advertising).

- In order to only extract the revenues associated with the trade of second-hand products manufactured under the restricted NACE codes listed in the description of economic activity 5.6, we applied a conservative approach based on the available insights from product analytics:
  - Matching the product categories of our marketplaces with the NACE codes list of restricted second-hand products in the description of the EU Taxonomy activity 5.6.
  - Applying an overall applicability score to each assigned product category that corresponds to the degree of representativeness of the EU Taxonomy restricted products (on a scale of 0-5, where 5 means that all products listed in this category are part of the EU Taxonomy restricted products list).
  - Correction of revenues per product category according to the average weighted applicability scores based on our "pay-outs" proxy - the revenues from the second-hand products associated with an applicability score of 5 were fully counted towards eligibility, while all values below this were counted proportionally according to the applicability score.

Based on this approach, we determined that 6% of our 2023 Turnover can be classified as Taxonomy-eligible.

CapEx and OpEx analysis and calculation

The EU Taxonomy specifically defines **CapEx** as:

a. an aggregation of additions to property, plant and equipment; to internally generated intangible assets, including in a business combination or acquisition; to investment properties acquired or recognised in the carrying amount; and, where applicable, to capitalised right-of-use assets;

b. an aggregation of additions related to acquisitions through business combinations;

c. an aggregation of expenses incurred in relation to taxonomy-eligible economic activities and expenses incurred as part of a CapEx plan.

The denominator in the CapEx proportion corresponds to the total CapEx from Adevinta's group financial consolidation[2].

Since our 2023 CapEx is calculated on a consolidated basis at Adevinta Group level, we had to apply an allocation approach to calculate **the numerator**, representing the CapEx associated with the Recommerce marketplaces in scope (leboncoin, Milanuncios, Kleinanzeigen, Subito, Marktplaats, 2dehands-2ememain and Kijiji). This allocation was based on the share of the capitalised costs for the Recommerce marketplaces as part of the 2024 verticalized budget.

Based on this approach, we determined that 46% of our 2023 CapEx can be classified as Taxonomy-eligible.

The EU Taxonomy specifically defines **OpEx** as direct non-capitalized costs that relate to research and development, building renovation measures, short-term leases, maintenance and repairs, as well as other direct costs related to the day-to-day servicing of property, plant and equipment.

For Adevinta, the EU Taxonomy definition of OpEx for **the denominator** is different from the one corresponding to our group financial consolidation. Therefore the denominator only includes a part of our consolidated OpEx:

- OpEx related to Research and Development non-capitalized costs – in Adevinta's group financial consolidation[3].
- OpEx related to Rent, Maintenance, Office expenses and Energy costs – in Adevinta's group financial consolidation[4].

Since our 2023 OpEx has been calculated on a consolidated basis at Adevinta Group level, we had to apply an allocation approach to calculate **the numerator**, representing the OpEx associated with the Recommerce marketplaces in scope (leboncoin, Milanuncios, Kleinanzeigen, Subito, Marktplaats, 2dehands-2ememain and Kijiji). This allocation was based on the share of the operational costs for the Recommerce marketplaces as part of the 2024 verticalized budget.

Based on this approach, we determined that 46% of our 2023 OpEx can be classified as Taxonomy-eligible.

Key figures EU Taxonomy Reporting

Please refer to About this report to see our EU Taxonomy tables.

1 As disclosed in Note 6 Revenue recognition.
2 As disclosed in Note 19 Intangible assets (Additions and Acquired through business combinations), Note 20 Property, plant and equipment (Additions) and Note 28 Lease agreements (Additions).
3 As disclosed in Note 19 Intangible assets (Research and development expenses).
4 As disclosed in Note 13 Other operating expenses (Rent, maintenance, office expenses and energy).

2. Climate change

Measuring our carbon footprint

We are committed to managing our environmental impact and calculating, monitoring and reporting our carbon footprint, representing the total amount of GHG emissions our business emits (either directly or indirectly).

Adevinta has undergone several changes to its group structure since it was founded in 2019, resulting in many different enterprise resource planning (ERP) systems, policies and processes across the Group, often requiring a marketplace- or entity-specific data collection approach. In 2023, we started our vertical transformation programme to centralise our approach, with numerous operational implications that have challenged our GHG data collection.

In order to set 2023 as a baseline for our GHG emissions the following key updates and improvements were made to our GHG reporting in 2023:

- **Completeness and consistency** – Reviewed Adevinta's organisational and operational boundaries in line with the GHG protocol, eliminating detected data gaps
- **Accuracy** – Developed the internal data review process for data completeness and quality
- **Transparency** – Integrated a data traceability framework
- **Relevance** – Automated the centralised data collection process, aligned with our organisational transformation
- **Organisation** – Bi-annual data collection with allocated teams

Key take-aways

The big increase in our GHG emissions is mainly a consequence of the extended scope and better data coverage following the updates and improvements made to our GHG reporting in 2023. Our 2023 results therefore do not allow for year-on-year comparability.
Some key take-aways on our Scope 1, 2 and 3 emissions:

- Our **Scope 1 and 2** include emissions from our leased offices (26%), company leased/owned cars (11%) and on-premise data centres (63%). The increases compared to 2022 are mainly as a consequence of revisiting our operational and organisational boundaries:
  - Four new leased offices (Brussels, Shanghai, Berlin and Hamburg), one on-premise data centre (in France) and our leased car fleet from three additional countries (Italy, Spain, the Netherlands) have been added to the reporting scope.
  - Gas boilers and on-premise data centres, previously accounted for under Scopes 1 and 3 respectively, have now been corrected and accounted for under our Scope 2.
  - Leased cars that were previously accounted for under Scope 3 (business travel) have now been accounted for under Scope 1 (non-electric vehicles) and 2 (electric vehicles) respectively.

- Our main increase has been on our **Scope 3** emissions:

  Five new Scope 3 categories have been added (accounting for 20% increase of 2022 Scope 3):

  - Cat. 4 - Upstream Transportation and Distribution: Vehicle delivery service purchased by Adevinta for the online vehicle buying and selling service (Online-Kauf) from our mobile.de marketplace.
  - Cat. 8 - Upstream leased assets: Emissions from our leased coworking spaces (used as offices).
  - Cat. 9 - Downstream Transportation and Distribution: Transportation and packaging emissions from products transacted through Adevinta's Recommerce marketplaces.
  - Cat. 11 - Use of Sold Products: Emissions from the energy consumed by our users when accessing Adevinta's online marketplaces from their personal devices.
  - Cat. 15 - Investments: Emissions associated with Adevinta's joint ventures, associate companies and new investments made in 2023 by Adevinta's investment arm (Adevinta Ventures).

- The combined (more than 7-times) increase in our Purchased Goods and Services, Capital Goods and Business Travel categories, is expected to be a combination of the extended scope, improved data completeness and quality, but could also be partly explained due to our ongoing transformations and verticalization that might have increased the need for resources and business travel.
- The 81% decrease in Fuel and Energy-related activities is because the emissions from our cloud provider services have now been accounted for under Purchased Goods and Services.
- Our commuting impact has decreased by 61% because our calculation methodology has no longer assumed a 5-day commute, but was corrected for the actual commuting days based on survey results.
- The 4.6 – times increase in waste is due to the increased office scope (waste generation from 4 additional leased offices and coworking spaces accounted for) and improved data completeness, where estimations have been used in case of missing data.

Cat. 1 – Purchased Goods and Services remains the largest contributor (76%) to our Scope 3, followed by the newly added Cat. 9 – Downstream Transportation and Distribution (14%), Cat. 11 – Use of Sold Products (6%) and Cat.6 – Business Travel (1.6%). The remaining categories each have a contribution of less than 1%.

A more detailed explanation of our methodology and scope boundaries applied for calculating our carbon footprint for 2023, which will serve as the baseline for our future reduction targets, can be found under About this report.

Emissions Breakdown 2023

Total inventory emissions across scopes (Mt CO_2e)[1,2,3]	267,650	40,279	4,710	5,179
Scope 1	**2023**	**2022**	**2021**	**2020**
Total (Mt CO_2e)	484	196	12	2
Stationary Combustion	–	196	11	–
Mobile Sources	484	–	1	2
Fugitive Emissions	–	–	–	–
Scope 2	**2023**	**2022**	**2021**	**2020**
Total (Mt CO_2e)	1,795	1,991	2,612	3,976
Scope 2 Market-Based	1,795	854	1,187	1,953
Scope 2 Location-Based	4,016	1,137	1,425	2,023
Scope 3	**2023**	**2022**	**2021**	**2020**
Total (Mt CO_2e)	265,371	38,945	3,273	3,154
3.1 Purchased Goods and Services	202,184	24,879	–	–
3.2 Capital Goods	1,305	455	-	-
3.3 Energy-Related Activities Not in Scopes 1 and 2	1,151	5,017	2,144	2,188
3.4 Upstream Transportation & Distribution	52	–	–	–
3.5 Waste (Operations)	326	71	–	–
3.6 Business Travel	4,155	1,753	1,129	1,036
3.7 Employee Commuting	2,299	5,870	–	–
3.8 Upstream Leased Assets	642	–	–	–
3.9 Downstream Transportation & Distribution	36,181	–	–	–
3.11 Use of Sold Products	16,083	–	–	–
3.15 Investments	992	–	–	–

[1] Market-based Scope 2 has been used in total.
[2] Emissions of non-CO2 GHGs have been converted to CO2e using the conversion factors from the IPCC's Fifth Assessment Report.
[3] These figures have been rounded to the nearest whole number.

Energy consumption within Adevinta[1,2] (MWh)

	2023	2022	2021	2020
Fuel consumption from stationary combustion	1,063	1,417	59	–
Consumption of electricity, heating, cooling	14,196	15,583	5,389	6,596
of which renewable electricity	7,537	476	744	334
of which non-renewable electricity	4,610	12,833	2,956	2,896
of which heating	1,197	1,142	1,199	1,617
of which cooling	852	1,132	490	1,749
Total energy consumption[3]	15,259	17,054	5,448	6,596

Energy and GHG intensity

	2023	2022	2021	2020
GHG intensity (Scope 1 and 2), tonnes CO_2e emissions/turnover € million[4]	1.2	0.8	1.3	3
GHG intensity (Scope 1 and 2), tonnes CO_2e emissions/employees[5]	0.4	0.2	0.3	0.5
GHG intensity (Scope 3), tonnes CO_2e emissions/turnover € million	145.3	2.4	2.9	4.7
GHG intensity (Scope 3), tonnes CO_2e emissions/employees	50.9	6.8	0.6	0.8
Energy intensity, MWh/turnover € million	8.4	10.4	4.8	9.8
Energy intensity, MWh/employees	2.9	3.0	1.0	1.6

Waste generated within Adevinta (Mt)[2,6]

	2023	2022	2021	2020
Total weight of waste generated	314	–	–	–
of which hazardous waste	0	–	–	–
of which non-hazardous waste	314	–	–	–
Total weight of waste diverted from disposal	174	–	–	–
of which recycled	174	–	–	–
of which prepared for reuse	0	–	–	–
Total weight of waste directed to disposal	140	–	–	–
of which incinerated	102	–	–	–
of which landfilling	38	–	–	–

1 Numbers only include energy consumption from leased offices, cars and on-premise data centres accounted for under Adevinta's scope 2. Data was gathered according to the approach described under "About this report" on page 88. Net Calorific Values Defra 2023 were used to convert fuel consumption (litres) to kWh.
2 These figures have been rounded to the nearest whole number.
3 Figure calculated from rounded numbers (exact value: 15,258.30)
4 Turnover: 1,826 million €
5 Number of Adevinta employees (2023 average): 5,216
6 Waste numbers were gathered according to the approach described under "About this report" on page 90. Numbers exclude waste water.

Actions in 2024

Set GHG reduction targets: We will align our future targets as much as possible with science-based 1.5°C pathways. We will, periodically, review and update our GHG emissions inventory to ensure it remains accurate and relevant, and will track our progress in reducing GHG emissions using our 2023 baseline.

Establish Environmental Policy: To include our commitments to all material environmental impacts (including the circular economy and waste), embracing key environmental issues that are relevant to Adevinta and our stakeholders. As soon as we have a better understanding of the extent to which our activities can, potentially, impact the environment, we will be better positioned to develop a policy to minimise these impacts.

Create carbon and environmental roadmap: Lay out the steps to achieve our GHG reduction targets and to ensure we are working towards meeting our commitments in our new Environmental Policy.

ESG incentive

Our management team shapes our strategy, culture and decision-making processes. We recognise that tying management team bonuses to ESG outcomes ensures they consider sustainability in strategic decision making and day-to-day operations. Over time, we hope this contributes to a culture of sustainability led by the top, setting an example throughout Adevinta.

In 2023, our sustainability, compensation and benefits tams integrated ESG metrics into short-term management incentive plans for the first time. Our short-term 2023 incentive plans were tied to qualitative metrics related to setting a GHG baseline, since, without a current baseline, we have been unable to set quantitative metrics. They covered the emissions accounting process, specifically data collection and data quality assurance, which will inform future quantitative reduction targets. **Achieving these metrics was required to unlock 30% of the overall management bonus**. We look forward to our next stage of setting quantitative GHG reduction targets in 2024 and linking them to our company bonus system in 2025.

Green tech strategy

The global information and communication technology (ICT) industry contributes an estimated 2%–4% of global CO_2e emissions[1]. Adevinta's marketplaces process a significant volume of data, and the data centres that hold this information consume energy both during the use phase and their manufacturing, which, inevitably, has an environmental impact, forming part of our indirect carbon footprint.

In 2022, our leboncoin green tech team entered several projects for the Sustainable Digital Challenge, an international competition that teaches sustainable design, architecture and code, and won a gold prize. The team then created a repository of its best practices, prioritising a number for wider adoption across the Group. In 2023, we developed our green tech strategy and OKRs, which have now been presented to our Chief Product and Technology Officer (CPTO) and will be included in the Group product and technology strategy in 2024.

Green tech initiatives in 2023 included:

- **Climate Fresk:** To better understand climate change and its global impacts: 159 people attended; 17 individuals trained as facilitators
- **Digital Collage:** To focus on the environmental footprint of our digital world and the actions we could take to mitigate it: 127 participants; 8 trainers
- **Cloud Carbon Footprint tool:** Initial setup completed, integrating across all AWS and GCP resources and markets, allowing Adevinta's tech team to closely monitor the estimated carbon emitted by operations
- **Sustainable Challenge 2023:** A six-month programme, for teams to tackle hands-on issues in their tech stack to reduce environmental footprint

Actions in 2024

We plan to develop and implement a Discovery Framework to embed good practices in product and design. We will set up checklists to ease the adoption of sustainable design rules, both before and after the coding phase, and start expert training for our green tech ambassadors in areas including design, code and cloud, to ensure teams have access to in-house knowledge.

[1] The real climate and transformative impact of ICT: A critique of estimates, trends, and regulations, Charlotte Freitag et. al 2021.

Carbon offsetting

We are committed to transitioning to renewable energy to reduce our GHG emissions. In addition, we are investing in environmental projects to reduce or remove emissions elsewhere (carbon offsetting). Carbon offsetting allows us to compensate for carbon emissions that we are not yet able to reduce, ensuring that we take responsibility for our entire carbon footprint. We understand that investing in voluntary emissions reduction projects is only a temporary solution when it comes to minimising our environmental impact. We continue to prioritise actively reducing our carbon footprint and expect our dependence on offsets to shrink over time.

We first purchased offsets to compensate for our 2021 GHG emissions. In 2023, we purchased 42,938 Gold Standard-verified carbon credits to offset our Scope 1, Scope 2 and Scope 3 GHG emissions in 2022.

We select carbon offsetting programmes based on the following criteria:

- Certification (i.e. Gold Standard certification)
- Additionality (the project would not have gone ahead without our purchase)
- Longevity (i.e. continuity over time)
- Impact (supporting more than one Sustainable Development Goals (SDGs) and including social components)
- Location (based in a developing country)
- Scope (no involvement of renewable energy or industrial project)
- Avoidance of projects that are difficult to assess, such as avoided deforestation

Initiatives in this year's offset programme include:

- Clean drinking water for schools and households in Uganda
- Better life in indigenous villages in Bolivia due to solar and efficient cook stoves
- Biogas systems benefit Nepalese families
- Reduced consumption of firewood and charcoal through efficient cook stoves in Malawi
- Ibanda-Makera cookstove project in Rwanda

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Ibanda-Makera cookstove project

Fuel-efficient cooking stoves in use do not generate any smoke and, therefore, significantly improve indoor air quality for households compared to the traditional three-stone cooking stoves.

The regionally manufactured fuel-efficient cooking stoves are being distributed free of charge to the local community. The households provide support with the installation of the cooking stoves in their kitchen, i.e. encapsulation of the stoves by means of clay and mud.

3. Resource use and circular economy

Second-Hand Effect Report

The purchase of a second-hand item reduces carbon emissions and resources used for manufacturing a new item. Adevinta is at the forefront of efforts to cut waste and resource use by facilitating repurposing of products. Each time our users buy or sell something second-hand instead of buying a new item, they contribute to more sustainable consumption and circular economy. We call this the Second-Hand Effect.

In 2023, we published the Second-Hand Effect (SHE) Report, with data from 2022 showing potential savings in terms of GHG emissions and materials arising from buying and selling second-hand goods on our digital marketplaces:

- Spain: Milanuncios
- Italy: Subito
- France: leboncoin
- Benelux: Marktplaats, 2dehands/2ememain
- Germany: Kleinanzeigen

And our joint ventures:

- Austria: willhaben
- Brazil: OLX

In 2022, our method for calculating potential savings in GHG emissions and materials associated with our digital marketplaces was developed by consulting company Ethos in collaboration with IVL, the Swedish Environmental Research Institute. The methodology was based on the assumption of a 1:1 ratio (one second-hand product substitutes a first-hand product), but doesn't cater for other possibilities. For a more detailed description of this methodology, please refer to our 2022 Second-Hand Effect Report.

In Q4 2023, we refined our methodology to calculate the avoided emissions from buying second-hand products on our marketplaces in 2023. Our new approach aims to enhance transparency and accuracy of our calculated avoided emissions and is therefore expected to better reflect how our digital marketplaces contribute to a circular economy. Our updated methodology is aligned with the core academic frameworks to calculate avoided emissions: Guidance on Avoided Emissions, launched by the World Business Council for Sustainable Development; and the World Resources Institute Framework for estimating and reporting Avoided Emissions.

Potential resource savings

	This is what can potentially be manufactured with this volume of raw materials		
1.5m tonnes Plastic	28bn 2L PET bottles	or	91m plastic waste bins
	That is enough to make		
9.1m tonnes Steel	1,247 Eiffel Towers	or	358m bikes
	That's the same amount of aluminium used to make		
0.9m tonnes Aluminium	62m cans	or	30bn mobile phones

Social information

1. Our workforce

Ensure we are purpose-driven and inclusive for everyone

Our employees are the bedrock on which Adevinta is built, so we place people and culture at the heart of our business, knowing that supporting our teams and enabling them to grow, both personally and professionally, is fundamental to our success.

Over the year, we have made great progress in integrating our teams under our new vertical structure. We have implemented a new operating model that allows our local offices to leverage their strengths and work more efficiently beyond borders, and strengthened our training and development offerings to make sure every employee can benefit from our improved integration.

Throughout the year, we have, continually, engaged with our employees to guide them through the opportunities and challenges of our ongoing transformation.

A people-powered transformation

During the first half of 2023, we embedded a more global way of working for all our employees, creating a single, unified team that aligns our people-centric approach and purpose-driven culture. Increased integration allows us to better emphasise our core purpose as a champion of sustainable commerce.

We are building on our leadership capabilities to empower our managers to make informed decisions and inspire an engaging and collaborative culture across the business. Through initiatives, such as our Purpose Driven Leadership Programme, we aim to give our managers more autonomy, the confidence to lead with purpose and contribute to Adevinta's strategic objectives. Our work on leadership engagement is bearing fruit, with employees consistently ranking manager effectiveness at over 84% in our Annual Engagement Survey.

All our employees play a key role in shaping our transformation. We want everyone to feel supported and know that they have the opportunity to develop their full potential, and we have continued to expand our training and development programmes: from building change resilience to improving language capabilities in line with our globalised structure. We have strengthened our employee engagement networks and groups, including raising the profile of the Authentic Allyship community and, significantly, growing A4E, a grassroots movement within our company that aims to organise and build a more inclusive workplace. We have also started to address the findings of our recent gender audit, and have set targets over the next three years for increasing diversity to make Adevinta more inclusive.

Building on our key behaviours

Our key behaviours are embedded throughout our business (including our performance development process), so our employees can all contribute meaningfully to our long-term success.

- **Act for max impact:** Keeping the wider impact in mind results in better products for our communities.
- **Grow through different perspectives:** We approach situations with inclusivity, curiosity and humility.
- **Use your voice:** We want to foster an environment where everyone can speak freely and respectfully.
- **Win and lose together:** We have big ambitions and achieving them isn't a solo mission.
- **Experiment bravely:** Taking risks can be uncomfortable, but when we choose to experiment bravely, we have the chance to deliver the best solutions for our customers.

Our employees are our most important asset and a priority in all our decision making. Considering the pace of change at Adevinta, giving them a voice has never been more vital. Employee engagement is a key focus in these transformational times and we increased the participation in our engagement activities in 2023 with all our employees through different channels.

Adevinta Awards at Ignite

In June 2023, our Ignite employee recognition and awards event was held in Barcelona to recognise colleagues who live Adevinta's key behaviours every day, promote the brand, externally, or foster a supportive and inclusive work environment. Winners were selected based on employee and peer nominations and, in some cases, a voting poll. The event provided an opportunity for learning and growth through best-practice case studies, networking, team-building activities and professional development conferences.

In 2023, 29 employees out of 146 finalists across our marketplaces and global functions received an award for their contribution to our company culture. We also emphasised improving the event's sustainability and attendees were encouraged to use more sustainable travel, avoid single-use items and keep the event as paperless as possible.

Average number of Adevinta employees during 2023

5,216

Excludes Joint Ventures as well as all markets divested during 2023, such as Adevinta Hungary. Calculation is based on all employee types, including those with temporary contracts. In the following tables, we have used the total number of employees as at 31 December 2023.

Number of non-employees

Outsourced workforce	1,636	Definition: Part of outsourcing suppliers delivering specific activites. Adevinta is buying services.
Consultants	549	Definition: A team part of a consultancy firm that will deliver a specific project. Adevinta is buying projects.
Contingent workers	407	Definition: Individual contractors hired via their own companies – freelancers – or via umbrellas or consultancies to perfom a role. Adevinta is buying people's time.
Total external workforce	**2,592**	

Employees by gender and age

	Female		Male		No data		Total	
Age group	**%**	**#**	**%**	**#**	**%**	**#**	**%**	**#**
20 and under	0%	0	0%	0	0%	11	0%	11
21–30	8%	407	10%	504	0%	1	18%	912
31–40	19%	998	29%	1,504	0%	1	48%	2,503
41–50	11%	558	17%	861	0%	1	27%	1,420
51–60	2%	122	4%	187	0%	0	6%	309
61–64	0%	10	0%	6	0%	0	0%	16
65 and over	0%	2	0%	1	0%	0	0%	3
Total	**41%**	**2,097**	**59%**	**3,063**	**0%**	**14**	**100%**	**5,174**

Employees by gender and country

	Female		Male		No data		Total	
Country	**%**	**#**	**%**	**#**	**%**	**#**	**%**	**#**
Belgium	70%	7	30%	3	0%	0	100%	10
Canada	38%	77	61%	124	1%	2	100%	203
China	53%	8	47%	7	0%	0	100%	15
France	43%	642	57%	855	0%	0	100%	1,497
Germany	36%	353	64%	629	0%	1	100%	983
Italy	43%	136	53%	167	3%	10	100%	313
Netherlands	33%	168	67%	338	0%	1	100%	507
Spain	43%	703	57%	930	0%	0	100%	1,633
United Kingdom	23%	3	77%	10	0%	0	100%	13
Total	**41%**	**2,097**	**59%**	**3,063**	**0%**	**14**	**100%**	**5,174**

Employees by gender and job level

Junior Managers: levels 11 and 12; Middle Managers: levels 13, 14 and 15; Top Managers: levels 16 and above

	Female		Male		No data		Total	
Job level	**%**	**#**	**%**	**#**	**%**	**#**	**%**	**#**
Adevinta Executives	33%	3	67%	6	0%	0	100%	9
Junior Managers	57%	94	43%	70	0%	0	100%	164
Middle Managers	34%	286	65%	545	0%	2	100%	833
Top Managers	36%	38	64%	68	0%	0	100%	106
Total	**38%**	**421**	**62%**	**689**	**0%**	**2**	**100%**	**1,112**

Employees by gender and contract type

	Female		Male		No data		Total	
Employee type	**%**	**#**	**%**	**#**	**%**	**#**	**%**	**#**
Intern (fixed term)	60%	15	40%	10	0%	0	100%	25
Regular	40%	2,002	60%	3,002	0%	10	100%	5,014
Regular remote	0%	0	100%	3	0%	0	100%	3
Substitute (fixed term)	45%	5	55%	6	0%	0	100%	11
Temporary (fixed term)	65%	50	30%	23	5%	4	100%	77
Trainee (fixed term)	0%	0	100%	1	0%	0	100%	1
Work student (fixed term)	63%	12	37%	7	0%	0	100%	19
Total	**40%**	**2,084**	**59%**	**3,052**	**5%**	**14**	**100%**	**5,150**

Management in revenue-generating functions

Share of women in management positions in revenue-generating functions (e.g. sales) as % of all such managers (i.e. excluding support functions such as human resources, information technology, legal, etc.)

Management level – All managers that are not executive level, meaning up to level 15

	Female		Male		No data		Total	
Job level	%	#	%	#	%	#	%	#
Junior Managers	52%	45	48%	41	0%	0	100%	86
Middle Managers	42%	113	58%	157	1%	2	100%	272
Top Managers	45%	9	55%	11	0%	0	100%	20
Total	**44%**	**167**	**55%**	**209**	**1%**	**2**	**100%**	**378**

Women in science, technology, engineering and mathematics (STEM) positions

Share of women in STEM-related positions (as % of total STEM positions)

Management level – All managers that are not executive level, meaning up to level 15

	Female		Male		No data		Total	
Job level	%	#	%	#	%	#	%	#
Adex	0%	0	100%	1	0%	0	100%	1
Junior Managers	46%	24	54%	28	0%	0	100%	52
Middle Managers	24%	109	76%	338	0%	0	100%	447
Not manager	27%	571	73%	1,553	0%	3	100%	2,127
Others	47%	7	53%	8	0%	0	100%	15
Top Managers	13%	4	87%	27	0%	0	100%	31
Total	**26%**	**715**	**74%**	**1,955**	**0%**	**3**	**100%**	**2,673**

Gender Pay indicators

Employee level	Average female salary	Average male salary	Indicator	Difference between men and women (%)
Executive level (base salary only)	166,840 EUR	186,583 EUR	Mean Gender Pay Gap	-16.72%
Executive level (base salary + other cash incentives)	219,826 EUR	248,384 EUR	Median Gender Pay Gap	-21.43%
Management level (base salary only)	71,569 EUR	86,191 EUR	Mean Bonus Gap	-17.48%
Management level (base salary + other cash incentives)	86,555 EUR	104,869 EUR	Median Bonus Gap	-16.54%
Non-Management level (base salary)	50,037 EUR	59,308 EUR		
Non-Management level (base salary + other cash incentives)	59,437 EUR	70,245 EUR		

CEO-to-employee pay ratio

2023 CEO total remuneration to the 2023 total remuneration average for Adevinta employees ➔ 39:1

Performance development

Our consistent, performance-driven culture ensures every employee understands their own contribution to Adevinta's overall success and what they need to do to be the best versions of themselves at work. Our "Be Your Best" approach, conducted biannually, underpins how Adevinta sets goals for employees and how we conduct performance and career development conversations throughout the year, with a focus on transparency and building awareness, commitment and a learning mindset to support overall development.

Performance by type

	No		Yes		Total	
Employee type	%	#	%	#	%	#
Regular	13%	656	87%	4,381	100%	5,037
Temporary	58%	45	42%	32	100%	77
Intern	88%	22	12%	3	100%	25
Work student	53%	10	47%	9	100%	19
Substitute	67%	8	33%	4	100%	12
Regular remote	100%	3	0%	0	100%	3
Trainee	100%	1	0%	0	100%	1
Total	**14%**	**745**	**86%**	**4,429**	**100%**	**5,174**

Performance by gender

	No		Yes		Total	
Gender	%	#	%	#	%	#
Female	17%	349	83%	1,748	100%	2,097
Male	13%	386	87%	2,677	100%	3,063
Others/No data	71%	10	29%	4	100%	14
Total	**14%**	**745**	**86%**	**4,429**	**100%**	**5,174**

Goals

Management by objectives: systematic use of agreed measurable targets by line superior

	No		Yes		Total	
Gender	%	#	%	#	%	#
Female	13%	273	87%	1,824	100%	2,097
Male	11%	347	89%	2,716	100%	3,063
Others/No data	64%	9	36%	5	100%	14
Total	**12%**	**629**	**88%**	**4,545**	**100%**	**5,174**

Diversity, Equity and Inclusion (DEI)

We understand that achieving true equality requires continuous dedication and vigilance in our everyday work. We invite all employees to join us as we strive for an inclusive workplace in which everyone thrives.

Gender audit

Our gender audit[1] in 2022 included a quantitative analysis of our workforce, a review of Adevinta's policies and programmes, individual interviews and focus groups and an employee survey. The audit focused on pay and benefits, employee development, workplace culture and leadership; these areas include phases of the employee life cycle where gender bias can be particularly present (and, therefore, contaminate processes related to compensation, promotions and professional development, for example).

Gender audit key findings:

Findings identified areas of success and where we can improve, and laid the foundations for our three-year DEI Action Plan to ensure we tackle key issues:

- We need more consistency and accessibility in the way we collect and share data.
- We need to revamp our WIL Programme, focused on sponsorship, mentorship and allyship.
- We need to identify and reduce biases throughout the employee lifecycle, with a focus on recruitment and a more diverse talent pool.

In 2023, we launched and adapted several initiatives in response to the audit findings, including new and updated policies, and workshops and employee programmes for women leaders. We have also set ambitious targets to increase diversity at senior leadership and middle management level, as well as within the product and technology team.

Authentic Allyship community

Authentic Allyship is about truly helping people with a marginalised background by going into the complexity of their marginalisation. We encourage all our colleagues to be an authentic ally, and more than 150 people joined our Authentic Allyship workshops in 2023, which will continue in 2024.

All participants are part of our Adevinta Allyship community, which meets virtually to discuss topics relevant to DEI. We are planning to equip more facilitators to deliver our workshops in 2024.

Women in Leadership (WIL)

Our WIL Programme is a core component of our DEI action plan. In 2023, we completed the latest cohort of WIL with a new initiative providing ongoing support. Our 22 participants had access to individual external coaching for six months to help them identify their next career steps and ongoing development needs.

From feedback on WIL, we are reshaping its structure and content and will launch a new version in 2024, with a particular focus on sponsorship, allyship and mentoring. To achieve a more inclusive, gender-balanced future, we need to raise awareness of the need to be heard by all genders. Making Adevinta an exceptional place for women to work is everyone's responsibility.

Empowering women

Our Women in Tech (WIT) communities operate across our different hubs and collaborate globally. Their joint mission is to shine a light on the successes and challenges experienced by women in the tech sector, where underrepresentation and bias are still tangible obstacles.

[1] A gender audit evaluates how well an organization promotes gender equality and tackles related issues. It aims to pinpoint inequalities, biases, and gaps in policies and practices that may hinder gender equality goals.

Adevinta for Everyone (A4E)

A4E is our internal grassroots movement that aims to build a more inclusive workplace, with more than 60 Adevinta members around the world. In 2023, we held the second in-person A4E Conference in Berlin, where we dove deep into the topic of microaggressions and micro-interventions. Following the conference, we started planning a global campaign to raise awareness on microaggressions, which will start in 2024. A4E has also hosted guest speakers to raise awareness on DEI-related topics, coinciding with occasions including International Women's Day, Pride Month and Black History Month.

Actions in 2024

We are planning to implement more DEI initiatives:

- Self-identification project to gather data on Adevinta's demographics on a voluntary basis
- Train the Trainer session on Authentic Allyship
- Inclusion survey
- Refugee traineeship pilot
- Training for Employee Resource Group (ERGs) leaders

Creating ERGs

In 2024, we will create the following ERGs:

1. Women @ Adevinta: Fostering gender equality, professional growth, fair representation and networking opportunities for women within our organisation
2. LGBTQIA+ @ Adevinta: Striving to create a safe, inclusive, and affirming environment for individuals who identify as LGBTQIA+
3. Neurodiversity @ Adevinta: Aiming to raise awareness on neurodiversity, promote acceptance and foster an accommodating environment for neurodivergent employees

Learning and development

We offer our employees a range of learning and development opportunities, aimed at different experiences and needs. Over 2023, we expected to progress faster in centralising our learning and development, giving our employees a clear end-to-end process to request training needs.

However, the implications of centralisation presented several challenges, as the end-to-end experience involves different teams and different countries, with different regulations.

Internal candidates (Workday recruit)

20%

of our hires were internal candidates in 2023

Average hiring cost (talent acquisition (TA) source)

€5,000[1]

per hire in 2023

[1] This cost includes the posting costs per hire and the recruitment for TA staffing. This information represents all hires with the exception of level AdEx and AdEx -1

Average hours per Full Time Employee (FTE) on training:

	Average hours per FTE
Type of training	
Mandatory	3.89
Voluntary	2.20
Function	
Administration and support	9.95
Finance, strategy, legal	6.50
General management	2.31
Marketing and communication	4.78
Operations	9.04
People	8.95
Product and technology	6.78
Sales and advertising	5.06
Age group	
20 and under	11.47
21–30	6.13
31–40	6.68
41–50	7.10
51–60	6.20
61–64	7.18
65 and over	5.79
Gender	
Female	6.28
Male	5.97
Management level	
Junior Managers	7.91
Middle Managers	8.11
Not manager	6.04
Others	13.40
Top Managers	4.83
Nationality	
Canada	5.58
France	4.05
Germany	6.18
Italy	7.84
Netherlands	6.12
Spain	7.37
Other nationalities	6.99

Adevinta Avenues
Our Global Career Framework, called Adevinta Avenues, identifies the core competencies and behaviours Adevinta requires to develop as a business, with the right employees possessing the right skills. We use Adevinta Avenues to develop our existing strong talent, as it provides the framework for annual career development conversations, allowing employees to plan their growth path, as well as setting compensation and benefits packages.

Adevinta Academy
Our internally created courses and leadership academies give our people the knowledge they need to contribute to our business success. In 2023, we launched Adevinta Academy, a learning platform for all our employees. With around 300 courses already available, including those on our Code of Ethical Conduct, cybersecurity and anti-harassment and discrimination, the Adevinta Academy is our one-stop shop for everything related to learning and development.

Adevinta Academy uses data to provide a personalised experience, adapting to different learning styles and needs and using analytics to make better decisions.

We aim to provide a learning platform where our employees can find courses and resources on a range of topics in different languages, including those hosted by our own subject matter experts as well as courses from our partner, LinkedIn Learning.

Early Careers Programme
Our Early Careers Programme helps junior talent – undergraduates, recent graduates or other candidates – to activate their careers and develop skills for success. It also creates a pipeline of future talent to support Adevinta's current and future talent needs, creates diversity within our teams and provides development opportunities for our current and aspiring managers.

Our Early Careers philosophy is that personal and professional development and growth motivates employees to remain with Adevinta and contributes to our long-term success. We combine on-the-job learning mentorship programmes and learning through teaching.

Our different business functions share all open projects for Early Careers participants to develop their skills as they go, and transfer competencies from one business function to the other.

Leadership essentials
We continue to equip our leaders with the best resources so that they can lead with purpose and develop to their full potential as we understand that leading people effectively is one of the most important factors in a thriving business. In 2023, we detailed the roles and responsibilities of our leaders at each part of the employee life cycle. In 2024, our leaders will have access to a range of development programmes, according to their experience and maturity as leaders.

Being a purpose-driven marketplace is a key part of the social component of our sustainability strategy. In 2023, we launched our purpose-driven leadership programme for our Adevinta Leaders community, with 95 leaders from all countries participating in this two-day programme.

Talent mobility
We need all of our talent to achieve our ambition and bring Adevinta's transformation to life. Our talent mobility process offers all employees new opportunities, ways of working and career paths through positions created as part of the transformation journey. We provide full support to our talent in securing a suitable career opportunity in our new organisation, and our highest priority is to ensure a fair, objective and transparent process for all employees.

Actions in 2024
We will finish the user case definition and the processes based on the input from people systems to start the new global centralisation experience in learning and development.

We will continue adding new learning modules, such as coach and share, which facilitate sharing and recommending courses and content; and a managers' module, which helps to visualise team progress and provides support. In addition, we will set up a training community by identifying employees who can support the Adevinta Academy's development and act as Learning Ambassadors. We will roll out the programme across the business, and selected senior leaders will train more people to deliver the programme to the rest of our managers.

Employee wellbeing

Annual Engagement Survey

Our employees' wellbeing is a priority for Adevinta and we prioritise understanding their needs through regular engagement throughout Adevinta, especially in our product and tech function.

Employee participation in our Annual Engagement Survey reached an all-time high of 79% in 2023 (69% in 2022). We added questions on sustainability and transformation for the first time. Based on our initial evaluation, our employees have a moderate level of understanding and engagement with sustainability initiatives and have significantly engaged in our business's transformation journey in 2023.

Other highlights revealed that the question "Does my manager genuinely care about my wellbeing?" scored 89%, and other areas, including workload (74%) and work-life balance (85%), also scored highly. Our employee engagement rate remained stable at around 63% as we embed our new strategy and verticalise the organisation.

Our 2023 baseline will serve as a benchmark for tracking progress in employee sustainability awareness and understanding going forward.

In 2023, we created the Change Champions Network, which runs initiatives and events organised by volunteer colleagues throughout Adevinta, covering topics including enhancing leadership engagement, building a clearer vision for specific departments, and scaling best practices.

Fair pay and rewards

We are committed to equality, fairness and inclusivity in every aspect of our organisation, and aim to foster an environment that rewards teamwork, celebrates diversity and provides equal pay.

As a pillar of our rewards strategy, we provide a competitive total rewards package to all employees, including cash, equity and benefits, to ensure our team can fulfil their life goals without worrying about financial difficulties. Our employees share in our success and are rewarded with additional cash or equity elements.

Our Compensation Pay Ranges (CPR) Framework is designed to help us make informed and fair compensation decisions throughout the employee life cycle and ensures that we remain an attractive employer versus our competitors. In 2023, we reviewed and adjusted the CPR in accordance with external benchmarking to ensure we had the right system in place.

Actions in 2024

In 2023, we started aligning salaries with the new CPR structure and collaborating with the talent acquisition (TA) team and hiring managers to implement the CPR bands and segments in hiring practices; we will continue to work on these through 2024.

Employee support programmes

We continue to develop our financial wellbeing support for employees. We have aligned most of our countries to 20 weeks of paid maternity leave, with the exception of Spain, which will be implemented in 2024 when new legislation surrounding birth and childcare leave for both parents comes into effect.

It is also important for us to clarify that the offerings detailed are exclusively applicable to our internal employees and not to our external workforce, due to legal challenges.

Global Employee Assistance programme

Our Global Employee Assistance programme offers our employees and their immediate family confidential support for any wellbeing concerns, from everyday matters to more serious health, emotional or financial issues. In 2023 we supported 185 cases (2022: 96).

Our digital marketplaces also offer wellbeing offers, such as sports subsidies, free massages at the office, on-site medical consultations and personal wellbeing coaching.

Since 2020, we have narrowed the gender pay gap at Adevinta from 25% to 18%, and we are dedicated to eliminating the gap. We still have work to do and are devoted to creating a company in which gender has zero impact on compensation and everyone has an equal opportunity to succeed. We conduct annual salary reviews to ensure we maintain our competitive positioning against the market.

Smart Working

Smart Working is our framework for defining the time we spend together in person. Our Smart Working practices vary across the business, and local leadership teams determine what makes the most sense based on local contexts. We support remote work for roles that are compatible with a work-from-home approach, according to local guidelines, and recognise that there are times when face-to-face contact is more advantageous, including onboarding new hires, final interviews, brainstorming and performance reviews.

Our “work from anywhere weeks” provide employees with up to four weeks a year where they can request to work from other locations worldwide.

Part-time working options are available upon request. We also support two part-time employees sharing a full-time job where appropriate. We do not have paid leave for sabbaticals. We do have voluntary unpaid leave possibilities according to the legislation applicable in the different countries, but we are not actively tracking this in the system.

Family benefits

Parental support is a high priority, particularly for new parents who want to find the right balance between their work and personal life. In most countries where we operate, we offer fully paid maternity leave of 20 weeks. We are also implementing a second parent fully paid leave for a minimum of six weeks in most of the countries where we operate. Depending on local practices and availability at country level, we offer a childcare subsidy leveraging a favourable tax regime. Our offices also offer lactation facilities.

Social protection

We grant sick leave days and medical support to help employees fully recover, according to our local policies in each country. Specific paid and unpaid leave is available to take care of close family members. We contribute to the legal retirement requirements in all operating countries. Most of our jurisdictions offer complementary pension plan opportunities for employees who are willing to leverage local plans with a tax advantage to save for their future. In 2023, Adevinta launched the Percol Plan (local complementary pension plan) for all employees based in France, and we will consider opportunities in other markets in the future.

Actions in 2024

We will implement our wellbeing strategy focusing on understanding our employees’ wellbeing on a global scale. We had planned to assess the wellbeing of our employees in 2023 but challenges including our verticalisation have prompted us to focus on other priorities for our people.

Occupational health and safety

Health and safety regulations are designed to safeguard both employees and the broader public by establishing guidelines for safe business practices and outlining organisational responsibilities. We have no formalised, centralised system for monitoring health and safety incidents across Adevinta, which are all handled locally.

As the regulatory landscape undergoes a transition and we adopt our new Workplace Experience operating model, our existing Global Health and Safety Policy requires a comprehensive review and update. Prominent challenges in compliance include the decentralised placement of health and safety within various domains, contingent on country and jurisdiction, as well as disparities in the interpretation of health and safety standards and legal norms across jurisdictions.

We are starting a comprehensive review process and drafting a new Global Health and Safety Policy, with three focus areas:

- **Policy and process adjustments:** Consolidating our local (country-specific) regulations to a single standard, while still complying with the country-specific regulations
- **Health and safety cases:** Recording the number of annual health and safety cases and external regulatory fines for non-compliance with health and safety regulations
- **Communications and training:** Launching a global awareness campaign, with targets for training completion for employees

In 2023, we recorded eight health and safety cases in Spain. Although reporting frameworks differ across our different locations, there were no cases reported in Italy, France, Germany, Belgium, the Netherlands, Canada or China.

Health and safety training in 2023

- **Spain:** Mandatory training for new joiners; repeated training for the motor editorial team, who test-drive cars and face a higher level of risk. Firefighting and first aid training for emergency teams in Barcelona.
- **Germany:** Four first aid and one fire protection assistant training; trained fire protection assistants and first responders; emergency exits and first aid boxes are also pointed out on office tours.
- **Netherlands:** Trained Emergency Response Team; escape routes are also pointed out during the onboarding tour for new joiners.

Actions in 2024

We will focus on the revision of our Global Health and Safety Policy to ensure we have a centralised system for monitoring health and safety incidents across Adevinta.

Employee representation

We ensure all employees have full freedom of association and may organise themselves as they choose, with this right stipulated in our Principles of Corporate Responsibility. The Adevinta Employee Works Council (EWC) is an important forum for dialogue between top management and employees from all our jurisdictions. To ensure excellent working conditions and to prevent discrimination, every workplace has collective bargaining agreements or working-environment committees. By the end of 2023, 55% of our employees were covered by a collective bargaining agreement.

The EWC is modelled on the European Works Council protocol and, in 2023, included 15 representatives (11 men and 4 women). In November 2023, an on-site Annual Meeting was held in Paris with the EWC and Adevinta's management team, led by CEO Antoine Jouteau. The mandate of the current representatives was extended until 31 December 2024. These annual meetings address a range of common interest issues, and the EWC is also consulted on transnational matters, such as the sale of operations. Each country with 50 or more Adevinta employees has the right to representation on the EWC, proportional to the number of employees. EWC representatives are elected every two years by majority employee vote or by local trade unions or workers' committees. The EWC's latest election was held in January 2022.

Actions in 2024

We will strengthen dialogue with our key stakeholders, including employee representative bodies such as Works Councils and Unions, including setting up the German Works Council, working closely with local representatives to ensure elections and council structure are built for success.

New hires by country and age group

Country	20 and under	21–30	31–40	41–50	51–60	61–64	Total
Canada	1	25	13	1	2	1	43
France	2	107	86	28	7	1	231
Germany	0	66	111	31	3	0	211
Hungary	13	1	2	0	0	0	16
Italy	2	14	21	3	2	0	42
Netherlands	0	20	44	11		0	75
Spain	2	45	67	29	2	0	145
United Kingdom	0	0	0	1	1	0	2
Total	**20**	**278**	**344**	**104**	**17**	**2**	**765**

Voluntary turnover by month and total turnover by country and age group

Termination month	2023–1	2023–2	2023–3	2023–4	2023–5	2023–6	2023–7	2023–8	2023–9	2023–10	2023–11	2023–12
Voluntary turnover	38	33	30	41	36	37	56	33	40	25	24	36

Country	20 and under	21–30	31–40	41–50	51–60	61–64	Total
Belgium	0	0	0	1	0	0	1
Canada	1	20	12	8	2	1	44
France	4	114	105	33	8	1	265
Germany	0	29	39	20	3	1	92
Italy	3	9	22	10	2	0	46
Netherlands	0	10	32	12	4	0	58
Spain	2	39	73	40	17	1	172
United Kingdom	0	0	1	2	0	1	4
Total	**10**	**221**	**284**	**126**	**36**	**5**	**682**

Parental leave

This is the parental leave for all the countries in our portfolio at the end of 2023, excluding Italy, as this country is not yet on the same system.

Gender	%	#
Female	48%	281
Male	52%	304
Others/no data	–	0
Total	**100%**	**585**

This is the parental leave registered on Workday (our human capital management system). It includes those that returned to work for all the countries in our portfolio excluding France and Italy, as these countries are not yet on the same system.

	%
Return to work rate	**100%**

Absentee rate

This includes sick leave, workplace accidents days and unpaid leave. France is separated as its absences are reported on a different system. Italy is not included as the country's absence is not on Workday yet.

2023	%
Belgium, Canada, China, Germany, Netherlands, Spain, United Kingdom	2.04%
France	2.99%

2. Affected communities

Community engagement

We impact communities in all our markets, and our employees engage with local residents and stakeholders in line with our company vision of enabling more sustainable consumption. All our initiatives contribute to our three sustainability pillars to create our company-wide sustainable objectives.

Spain

Boosting circularity

In 2023, the Adevinta team in Barcelona took part in an initiative run by AbonoKm0, a non-profit organisation that turns the city's organic waste into compost. AbonoKm0 provides airtight bins and, twice a week, collects coffee grounds and other organic waste from Adevinta's office. It also runs urban gardening workshops for our employees.

In order to cut food waste in the office canteen, employees in Barcelona can buy leftover food to take home from the day's menu at a reduced price. The team is committed to reducing plastics and single-use packaging in the office, and local canteen operator Eurest has teamed up with Bûmerang to offer free reusable containers for employees ordering takeaway food.

Aiding children and refugees

The Barcelona office also ran a Christmas programme to benefit Aldeas Infantiles, which helps children in Spain who do not have their basic needs met. Adevinta's employees donated €4,770 to support this initiative. In addition, the team donated monitors to Migracode, the first code academy for refugees and migrants in Barcelona, and provides office space to its students once a week. Migracode is open access, driven by volunteers and works with technology companies and other non-profits to improve its students' prospects.

Germany

Promoting climate and community action

Teams from our Kleinanzeigen and mobile.de marketplaces dedicated over 300 hours to voluntary work at the "Berliner Bahnhofsmission", including assisting food and clothes distribution as well as kitchen duties.

Mobile.de supported the Leaders For Climate Action Campaign for Earth Day, with initiatives including new landing pages promoting climate action in the automotive industry, which triggered 100,000 site visits; planting 500 trees; and organising a conference about the future of electric mobility.

Kleinanzeigen supported World Cleanup Day in September 2023, giving employees two hours of their working time to collect rubish in the city. With their partner Treedom, they planted 50 trees - one for evey garbage bag collected and every participant involved. Since 2019, 2,270 trees have been planted.

Reducing consumption

In 2023, Kleinanzeigen was nominated for the first time for the "Deutscher Nachhaltigkeitspreis", a sustainability award, and placed third in the "furniture and electrical retail" category.

The annual Green Sunday campaign at Kleinanzeigen aims to counteract over-consumption during shopping holidays, such as Black Friday and Cyber Monday.

Supporting the vulnerable

In 2023, Kleinanzeigen sponsored "Stread", a service that digitises street magazines sold by the most vulnerable as a source of income. Homeless charities and animal welfare organisations receive free access to key elements on the Kleinanzeigen platform, including classified ads with unlimited ad duration, simplified ad management and improved visibility. The team also supports "Aktion Deutschland Hilft", an association of leading German aid organisations, with free advertising space so it can reach millions of potential donors to provide humanitarian aid after disasters and prepare communities for natural disasters and climate impacts.

Guiding sustainable choices

Both the Kleinanzeigen and mobile.de teams organised and participated in conferences in 2023 to promote sustainable shopping and transport, and to nudge drivers and car dealers towards greener consumption, for example, by buying an electric vehicle (EV). In 2023, mobile.de started to research the e-bikes market, with

a view to integrating e-bikes on mobile.de.

The mobile.de team has improved its website and app to help users to make sustainable choices, including bolstering the visibility of EV offers and adding more EV information.

From 2024, mobile.de will provide add-ons for a full charging ecosystem and more sustainability-related features, such as a carbon calculator for car listings and a cost comparison tool between EVs and internal combustion engines.

The content strategy for the mobile.de marketplace is designed to influence user choices, including sharing social media content around greener mobility and integrating sustainable transport content into every consumer newsletter. An educational video series and educational hub address consumer concerns around green mobility.

Benelux

Helping the vulnerable

In the second edition of our Do Good Day, led by the Beneloux team's local partner NLCares, the largest volunteering organisation in the Netherlands, more than 100 employees from our Marktplaats and 2dehands teams took part in Volunteering. Activities ranged from sports with children to cleaning up neighbourhoods and organising homeless shelters. The volunteers managed to help 264 people in socially vulnerable situations.

Cutting out waste

The teams have begun to work with Race Against Waste (RAW) in the Netherlands, which teaches primary school students to reduce textile and electronic waste while promoting Marktplaats as a platform for boosting the circular economy. The students collected items from home and placed 745 free ads on Marktplaats, with a prize awarded to the most active school. Adevinta teams in Spain and Germany are also in contact with RAW to establish their own collaborations.

Through Project Street Rescue, our employees work with municipalities to reduce bulky waste. In 2023, they performed an experiment to show that citizens often throw valuable items away, which could get a second life through Marktplaats. Afterwards, they posted the results on LinkedIn, with a call to municipalities to tackle this issue. Numerous municipalities reacted and the municipality of Rotterdam was chosen to start various local experiments to reduce bulky waste and increase local reuse.

Inspiring systemic change

In 2023, Adevinta joined the Dutch furniture re-use alliance, which works towards a 100% circular consumer goods economy by 2050. In both the Netherlands and Belgium, our teams also organised sustainability events to inspire others with their learnings on how and why to embed sustainability principles.

France

Supporting local entrepreneurs

In partnership with our long-time partner Auxilia, a sustainable development organisation, our teams in France created a shared shop concept, "l'Incroyable Commerce", which serves as an incubator for local entrepreneurs and artisans. The first shop opened in Vitry-le-François, northeastern France, in November 2023. Five entrepreneurs are testing the concept, with the option to stay for up to 12 months before deciding whether to open their own shop. They receive discounted rent, advice from established companies and support from city representatives. They are also offered free advertising space and an online store page on our leboncoin marketplace.

Moreover, this shop contains a "leboncoin corner" – a novel concept in France to drive traffic from the leboncoin platform to the physical shop, where users can not only complete their transactions, but also discover their local entrepreneurs and artisans.

Free advertising for associations and charities

In 2023, the leboncoin team continued to support associations with free advertising campaigns on our platforms to redirect users to donation campaigns. Approximately 50 organisations take part in this initiative every year and participants in 2023 included "le Club de la Durabilité", which promotes the repair of consumer goods.

Sustainable Development Week

In September 2023, leboncoin took part in Sustainable Development Week and launched several initiatives to support the SDGs[1]. These included collaborative workshops, such as the Climate Fresk or the digital collage, to teach employees the science behind climate change, and how to reach out to people living on the streets and de-stigmatise homelessness.

Leboncoin has had a wide-ranging Impact Survey beyond these initiatives, with the team's 2023 Impact Survey showing that 59 million people were brought together through their exchanges on the leboncoin platform.

Italy

Fundraising for flood relief

Following floods in the Emilia Romagna region during spring 2023, our teams in Italy partnered with the Italian Red Cross to raise visibility for its emergency fundraising. We provided advertising space on our platform and dedicated direct marketing emails and social media posts to support the fundraising and raise awareness in the local community. In addition, Adevinta Italy donated €10,000 to aid the relief efforts.

Giving a second chance

The team is collaborating with Bee4, which employs inmates at the Bollate prison in Milan as call centre operators for its corporate partners. At Subito and Automobile.it, inmates now perform the welcome call activity for new professional customers, helping them become familiar with the platform and set up their display case on the site. Since the businesses have been under Bee4 management, customer satisfaction rate has increased from 95% to 99%.

Supporting unemployed people

InfoJobs collaborates with Generation, a non-profit founded in 2014 by McKinsey & Company, to support young unemployed people and link them with employers unable to fill entry-level positions. Its goals are to reduce skills mismatch and youth unemployment. As part of the collaboration, InfoJobs gives people registered with the platform the opportunity to access free retraining courses offered by Generation. In 2023, over 2,300 people requested access to these courses.

Donations

Our employees engage in ways that matter most to local residents and stakeholders. We help coordinate and raise funds for worthy causes, support important community initiatives and collaborate to promote topical issues as well as help charities raise their profiles. In 2023, we donated over €260,000 to various organisations and causes, including to provide relief from natural disasters, support Ukrainian communities impacted by the war and boost tech education.

€260,000

Donated in 2023 to various organisations and causes

[1] The SDGs are a set of 17 global goals adopted by the UN General Assembly in 2015 as part of the 2030 Agenda for Sustainable Development, that aim to address various social, economic, and environmental challenges facing the world today.

3. Consumers and end users

Consumer data protection

Privacy awareness
Our privacy team hosted 50 space privacy awareness hour sessions and led events focused on privacy awareness, such as the Adevinta Bytes, office campaigns and Lunch and Learn sessions. More than 500 employees were approached by our privacy team in 2023 to talk about personal data and how to use it, in compliance with the European Union's General Data Protection Regulation (GDPR).

Data privacy strategy
We focus on data privacy to enable decisions for responsible business growth in support of our Growing at Scale Strategy to create the world's most trusted marketplaces, while protecting our communities and the company. Our data privacy team employs key privacy principles that form our Data Privacy Framework when we are developing products, working with suppliers and collecting data from both our customers and employees.

Data privacy governance and operating model
Our data privacy organisation and operating model evolve in line with our transformation.

The General Counsel oversees the global privacy organisation and programme. Under the leadership of the General Counsel, an experienced privacy team, including a Data Protection Officer and operational roles, is responsible for both implementing the strategy and programme, and driving the data privacy agenda to mitigate risk and ensure compliance with data protection laws and our policies in the countries where we operate. Regular privacy updates and reports are made to the General Counsel and senior management, and a bi-annual update on key topics is provided to the Audit and Risk Committee.

The data privacy team works closely with our cybersecurity teams to ensure appropriate levels of protection for personal data through technical and organisational measures to all of our products through a variety of policies and controls.

Privacy policies
Our Global Privacy Policies are based on GDPR and provide a set of clear data privacy requirements, including individual rights management, information security, third-party management of personal data, international data transfers, data breach notification and risk management. In addition, privacy is built into all relevant company policies to cover the management of personal data.

Through our policies, we outline the monitoring and implementation requirements on data privacy, and identify actions and disciplinary measures in case of non-compliance, based on severity. All policies are part of Adevinta's Risk and Compliance Framework, spearheaded by our Code of Ethical Conduct.

Customer data
In 2023, the number of requests for customer information received from government or law enforcement agencies was 47,763, with, approximately, 65% of requests resulting in disclosure. In total, 34 requests were received from data protection authorities for information pertaining to the management of customer data, all of which were addressed appropriately.

In addition, four personal data breaches affected Adevinta in 2023. The company contacted the authorities in the relevant jurisdiction and, where appropriate, the impacted customers. All breaches resulted in no further enforcement, including fines or penalties. For more information, please see "Cybersecurity" on page 80.

Actions in 2024
Our focus will be on renewing and rolling out data privacy training for all, with a focus on updates to policies and guidelines in anticipation of changes in regulation, such as the artificial intelligence (AI) act, and some of our key transformation changes. We will continue to evolve and develop to ensure a consistent approach to reduce risk and add business value.

47,763
Requests for customer information received from government or law enforcement agencies in 2023

65%
of requests resulted in disclosure in 2023

Governance information

1. Business conduct

Our sustainability governance

Our Chief Executive Officer has overall responsibility for Adevinta's sustainability strategy. Our Chief Financial Officer is responsible for the sustainability team's operational performance and reports to the Executive Management team and Board at least once a year. The Sustainability Statement is an integral part of the Board of Directors' report.

Sustainability policies

Adevinta's mission is to help everything and everyone find a new purpose. We want to achieve this goal with integrity, fairness and the highest ethical standards.

Our business ethics and compliance principles, set out in our Code of Ethical Conduct (the "Code"), apply to all employees across Adevinta and our consolidated subsidiaries.

The Code serves as a foundation for all our policies, procedures and guidelines. It encompasses our key behaviours and our sustainability strategy.

Our employees have access to the Code and all internal policy documents on Adevinta's intranet. Selected policies are available externally on our website: www.adevinta.com.

Adevinta Code of Ethical Conduct

Protection

Adevinta is an organisation rich with information, data and assets. Each of us has a responsibility to protect what we have in order to achieve our mission and thrive in the market.

This section of the code focuses on:

- Safeguarding company assets and information
- Correct use of company assets and networks
- Data privacy
- Protecting non-public information

Integrity

We believe it is not just what we achieve that matters, it is also about how we achieve it. Acting with integrity across all our business activities means complying with the law, communicating transparently, competing fairly and succeeding honestly.

This section of the code focuses on:

- Maintaining accurate records and information
- Procurement and suppliers
- Anti-bribery and corruption
- Conflicts of interest
- Gifts, hospitality and entertainment
- Fair competition
- Lobbying
- Social media and communications
- Money laundering and financing terrorism
- Sale or promotion of unlawful goods and services

Respect

We want Adevinta to be a great organisation to work for. Central to this is treating each other, and the planet, with dignity and respect.

This section of the code focuses on:

- Human rights and the workplace environment
- Respecting the planet

Ethics and compliance

We are committed to enhancing our governance, risk and compliance approach. In 2023, we expanded our group ethics and compliance team with the appointment of a new Head of Ethics and Compliance. We have created an Ethics and Compliance Committee under the Group Regulatory Compliance Framework, and added a new section to the framework on handling regulatory compliance cases, with potential corrective and disciplinary actions.

To better identify, embed and monitor our compliance with regulatory controls, we are:

- Developing a variety of regulatory compliance domains and owners for different jurisdictions
- Defining key performance indicators and metrics
- Redefining our Group Regulatory Compliance Framework
- Updating key compliance policies
- Undertaking an anti-bribery and corruption maturity assessment
- Improving our corporate governance and understanding around risk and compliance, and developing an action plan to improve and mitigate any identified risk areas

Training

All our employees are required to complete e-learning training on our Code, which is available in English, French, Spanish, German and Italian. The completion rate among existing employees was 85% in 2023 (2022: 90%). We have incorporated this training into the onboarding process for our new employees, with a completion rate of 82% in 2023.

Policy updates

As part of our annual policy governance process, we have reviewed and adapted several policies, and updated all existing Level 2 Global Policies.

Speak Up and Investigations: This has been updated to comply with requirements under the new EU Whistleblowing Directive, and validated by our European and local works councils.

Conflict of Interest: We plan to launch an updated version in 2024, which will include a list of corrective and/or disciplinary actions to improve reporting and raise awareness of the policy throughout Adevinta.

Gifts, Hospitality and Entertainment: In 2024, we will launch an updated version to expand the list of guiding principles, prohibited gifts and entertainment, and corrective and/or disciplinary actions. The refreshed policy and related communication campaign will improve reporting by leading to higher awareness of the policy within Adevinta.

The completion rate among existing employees was 85% in 2023 (2022: 90%).

Our Speak Up and Investigations Policy

Our Speak Up and Investigations Policy informs our employees how to raise concerns about suspected wrongdoing or misconduct at work, as well as breaches of our Code or other company policies, and outlines how these are managed and investigated. We have separate reporting channels for individuals to report actual or potential breaches, whilst ensuring confidentiality, anonymity and protection for whistleblowers through an external third-party reporting platform. Retaliation against individuals for speaking up is not tolerated and is treated as a violation of the Code.

In 2023, we updated our Speak Up and Investigations Policy to meet the requirements of the EU Whistleblowing Directive, and raised awareness of the policy and process among our employees through Code training and refreshed communications. Out of the seven Speak Up cases logged in 2023 (2022: nine cases), five cases were substantiated and two are still under investigation. In 2024, the number of reported cases might rise due to increased awareness and policy updates.

Actions in 2024

While we have made progress on redefining our baseline, we will continue to improve the maturity of our regulatory compliance domains and will launch updated versions of our key global policies.

Enterprise risk management and sustainability

Enterprise risk management (ERM) makes an indispensable contribution to our strategic focus on sustainability and helps us to identify potential risks at an early stage.

How we identify sustainability-related risks under the ERM framework:

- **Top-down risk assessments** (twice a year) identify the most relevant risks that could pose a threat to achieving our strategic objectives. In 2023, we identified a Principal Risk related to sustainability strategy implementation
- **Bottom-up risk assessments** (once a year) identify and prioritise risks that may prevent each vertical and function from achieving its own objectives, impacting strategic enablers. During Q1 2023, we performed the first bottom-up assessment for the sustainability function and, in Q1 2024, we will review and update it accordingly
- **Risk deep dives** are an in-depth oversight on the management of Principal Risks provided by risk owners, with the support of the risk team, to the executive team and Audit and Risk Committee (ARC)

During 2023, we performed a deep dive on the Principal Risk implementation of the sustainability strategy. Key factors that could potentially accelerate the materialisation of risks include:

- An increase in stakeholder expectations, specifically upcoming regulations on ESG reporting (including CSRD, EU Taxonomy)
- A lack of sustainability governance structure and a weak sustainability culture
- The failure to incorporate ESG values in our core business and in the planning and execution of pivotal projects

We are implementing risk management activities as we evolve our sustainability approach and increase awareness of sustainability throughout our organisation.

How we ensure that sustainability risks are effectively managed under the ERM framework

Risk oversight

We have different governance bodies in place to implement robust risk management practices across our organisation, including ESG.

Board of Directors and Audit Risk Committee

Hold responsibility for oversight of the Adevinta ERM framework

- Setting the tone from the top
- Approving the Risk Appetite target positions
- Ensuring the risk landscape as a whole is monitored
- Reviewing risk deep dives assessments

Adevinta Executive Team

Holds responsibility for the day-to-day running of risk management activities

- Reviewing Principal Risks at least on a bi-annual basis
- Monitoring exposure against Principal Risks and performance against risk appetite on an ongoing basis
- Reviewing risk information from verticals/functions as required
- Utilising risk information to inform strategy development

Vertical/Function Leadership

- Ensuring proactive identification and monitoring of risks within their verticals/function
- Promoting consistent risk management activities within verticals/functions
- Escalating information to AdEx (and the Risk Team) where risks face material changes or may impact other areas of the business

Group Risk Team

- Responsible for facilitating the risk management process and maintaining an appropriate Risk Management Framework. The risk team reports to the Chief Financial Officer of Adevinta

Risk process

Our risk management cycle provides an effective and consistent approach to risk management across Adevinta. The cycle is applied to the top-down and bottom-up risk processes and covers the following five areas:

1) **Risk Identification** – Identifying the risks that impact the achievement of our strategic and functional objectives from the top-down and the operational risks from the bottom-up

2) **Risk Assessment** – Assessing these risks against impact and likelihood criteria to facilitate how risks should be prioritised

3) **Risk Management** – Determining whether to terminate, tolerate, treat, or transfer these risks to move risk exposure to an acceptable level

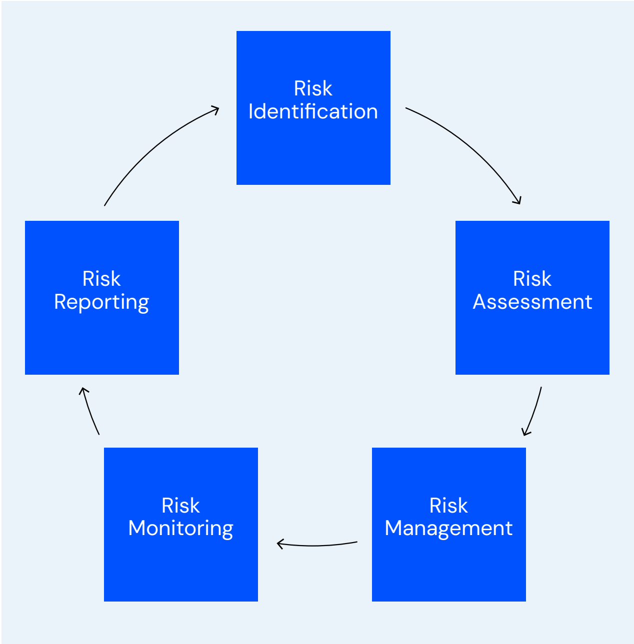
4) **Risk Monitoring** – Proactive, ongoing monitoring of risks to determine where they sit in relation to agreed risk appetite

5) **Risk Reporting** – Providing management with a line of sight of the current status of risks to enable risk-informed decision making

Improving our risk management culture

As part of the annual ERM framework review, we recognise that we need to enhance risk governance and management and will introduce:

- Defining vertical/functional Risk Champion roles and responsibilities, aligned to the new organisational structure. Once our Risk Champions are formally nominated, the risk team will provide in-person training to ensure they understand their roles and responsibilities; and
- Defining roles and responsibilities for the first line of defence (process owners) and second line of defence (oversight functions, such as the sustainability team). Training/discussion sessions will take place to ensure roles and responsibilities are clear to all employees.



Actions in 2024

Risk governance plays an important role in setting the foundation of proactive risk management. During 2023, we paused work on developing our approach to risk governance due to our organisational restructure. In 2024, the risk team will continue to enhance risk governance by:

- Working with verticals and functional leadership teams to nominate a Risk Champion when the new operation model is in place
- Setting up a Group-wide Risk and Compliance Forum to ensure consistency in risk management activities, such as risk governance and risk appetite and
- Reviewing and updating our ERM Framework to clarify roles and responsibilities for the first line of defence (process owners) and second line of defence (oversight functions).

ESG internal audit

As part of the 2023 Internal Audit Plan, the Audit and Risk Committee requested an ESG internal audit, to:

- Evaluate Adevinta's sustainability strategy and its alignment with our overall strategic goals, ensuring effective communication with local markets and stakeholders
- Examine governance effectiveness to verify management's oversight of ESG activities, including a defined structure, roles and responsibilities
- Review formal establishment of, and ensure adherence to, ESG policies and procedures
- Assess collaboration and communication effectiveness in ESG activities, involving stakeholders in decision making and sharing information appropriately
- Evaluate ESG regulatory compliance and risk management within the framework, along with incentivising management to meet expected ESG targets

The audit took place at the end of 2023, with findings and recommendations discussed with relevant stakeholders.

Actions in 2024

There are three key areas of improvement in ESG governance and strategy that we will focus on: readiness for CSRD reporting and the adequacy of our sustainability content audit trail; establishing clear definition of roles and responsibilities related to ESG activities across both corporate and local market levels; and improving alignment between our central sustainability function and the local markets. In 2024, we will develop an action plan to address these issues.

Trust and fraud

We aim to ensure that our users, advertisements and messages are always of high quality and free of malicious intent. Adevinta's trust and safety solutions provide a secure environment that supports the full transaction journey. We have zero tolerance for infringement of trust and safety, and we aim to ensure that no user suffers as a result of malicious actors and their associated damaging activities.

We also maintain a community of trust and safety experts in our digital marketplaces. These experts help identify key common problems, and align the best practices, learnings and effective solutions required to solve these problems.

During 2023, the trust and fraud team worked in three key areas:

Guaranteeing safety:

- Integrated Threatmetrix (behavioural analytics tools) for our digital marketplaces, including Subito, Milanuncios, and leboncoin at different touchpoints of the user journey, which trigger an appropriate response if we detect suspicious user behaviour. In 2023, we challenged over 11 million accounts, of which we banned 6.2%.

Building trust:

- Trusted User Segmentation allows us to determine our ideal users in marketplaces, based on their behaviours and reputation. We continue to scale our ratings and review solution across different verticals, such as Coches.net.

Integrating customer support in our chat interface:

- To build a seamless experience for our users and provide them with the support they need to solve any potential issue, we have integrated a customer support service within our chat interface so our support teams are easy to reach and answer quickly.

Our trust strategy

We aim to help our users to feel confident that nothing will go wrong in our marketplaces – and if things do go wrong, they will be fixed. Trust is one of our three product vision pillars, together with transactions and verticalisation.

We aim to reduce the risk of threats for our users as early as possible in their journey, whilst providing all our users with an experience in which they can trust, through frictionless, effective and enjoyable communication and transaction.

The deeper we go into the transactional user journey, the greater our vulnerabilities. Therefore, in addition to continuously improving our trust and safety capabilities, we invest in our customer care capabilities.

We are investing in different processes to ensure a seamless user experience, such as integrating customer care support within our chat solution, and automated processes, which will play a significant role in effectively managing customer care.

In 2024, we will commit more resources to ensure we are anticipating and exceeding user expectations, and building their trust in our digital marketplaces, led by the product and tech function.

How do we build trust?

We employ "The Trusted User", a set of solutions that aim to encourage good behaviour and foster trust between users, including: peer-to-peer ratings and review system; trusted user segmentation, which allows marketplaces to segment users based on their behaviour; and highlighting user behaviour and activity such as online presence, time to reply, and successful transactions.

Trust governance

Our group trust and connecting team delivers solutions and expertise that address trust and safety. Our local units, based in France, Spain, the Netherlands and Canada, provide a range of services and capabilities to all our digital marketplaces worldwide, including training and knowledge sharing.

We are working on a platform convergence programme, with a dedicated workstream that will focus on customer support, including fraud moderation, user trust and account, login and authentication and communication. Our legal department ensures that new capabilities in the global platform comply with different local policies and regulations.

Local teams and leadership are responsible for managing trust and safety policies and rules in their digital marketplaces. Our fraud moderation platform is a solution within our trust and connecting function which provides the ability to enforce these policies and rules.

Trust and fraud solutions

Our trust and safety products and services play a critical role ensuring that our platforms protect our users from interaction with malicious content and actors. Serenity provides customisable automatic and manual workflows to moderate content and users based on behavioural signals for ads and messages.

In 2024, we will integrate our consolidated platform and Serenity, and converge our Trusted Users global solutions to collect and display trust signals, ensuring users can identify a "good user". We will also be able to identify anomalies in their behaviours and strengthen our capabilities to verify users when entering our platforms.

Trust and risk management

Using proven third-party solutions, such as Threatmetrix and Phishlabs, we gather device and behavioural intelligence to predict the degree of risk associated with individual users and listing, and to facilitate takedowns of websites engaged in credential theft – a type of cybercrime that involves stealing a victim's proof of identity.

We provide expert services, such as fraud analysis and best practices, to digital marketplaces to mitigate fraud risks.

Actions in 2024

We will continue to build user trust in our digital marketplaces, including:

- **Trust Ecosystem** – bridging our solutions together and strengthening the way we protect our users across all points of the user journey
- **Account moderation** – moderating users who produce malicious content so we remove them from our digital marketplaces
- **Trusted User Model** – better identifying our good and bad users, so we can not only protect from malicious interaction, but also reduce user friction, which could also reduce fraud

Cybersecurity

During 2023, the cybersecurity team developed several cybersecurity services (including Vendor Security Assessments, Cyber Incident Management and Risk Management processes) and extended the global cybersecurity coverage in France, Spain, Italy, Benelux and Germany. A strategic investment was made in designing and constructing products with security as a priority, deploying security controls before the products were launched into production.

To enhance data security, the cybersecurity team developed a Data Loss Prevention solution for our main applications and performed a Global Firewall audit to evaluate and reinforce our security. Along this, cybersecurity controls were assessed across all marketplaces.

Cybersecurity governance

Our cybersecurity governance includes our Global cybersecurity team, led by our Global Chief Information Security Officer (GCISO), with local cybersecurity teams in each country led by local Chief Information Security Officers (CISOs). Some cybersecurity services are provided globally and others locally. We have several committees to manage our cybersecurity programme, and the Board and executive management team are engaged in our cybersecurity strategy and review process, including through monthly meetings.

The perspectives of our users and customers inform how the cybersecurity team manages actual and potential impacts. In case of an incident, the cybersecurity incident management process establishes how and when to contact customers and users. The communication criteria aligns with regulations, such as GDPR, and is agreed by the GCISO, the local CISO and the marketplace management team

Cybersecurity management system

Our cybersecurity teams provide services globally and locally across Adevinta, covering the cybersecurity environment from a comprehensive perspective and ensuring the appropriate level of security.

We use the internationally recognised National Institute of Standards and Technology's (NIST's) Framework to effectively identify, detect, protect against, respond to and recover from a wide range of security threats and vulnerabilities.

We are exposed to a number of challenges through the growth of our business and the type of products and technologies we use to provide best-in-class user experiences, as well as an increasingly complex operational environment. We embed security into all of our products and corporate systems. The cybersecurity teams monitor policies, processes and systems to identify and report on key areas of risk and compliance. In 2023, they reviewed several of our cybersecurity and data policies and updated them to ensure they incorporate developments in the threat landscape.

Certain policies are, specifically, orientated to employees, who receive general awareness training. We also provide specific profile-orientated training, such as secure code development for developers or Threat Modelling training for product owners. In 2023, 83% of employees completed general awareness or profile-orientated training.

Incidents and breaches

What is a data breach?

We define a data breach as an incident that compromises, or provides unauthorised access to Adevinta data. A security incident is any occurrence that actually, or potentially, jeopardises the confidentiality, integrity, or availability of an information system, or of the information the system processes, stores, or transmits; or that constitutes a violation or imminent threat of violation of security policies, security procedures, or acceptable use policies.

All employees are aware that, in case of an incident or anything suspicious, they have to contact the cybersecurity incident response team through established channels. Our Acceptable IT Use Policy indicates that an employee found to have violated this policy may be subject to disciplinary action, including termination of employment.

In 2023, we had five security incidents, four of which are also considered data breaches. We only take into account security incidents that were reported to insurers and privacy authorities.

Process and infrastructure

Our teams monitor any suspicious activity via our security information and event management system. They rely on email, a ticketing system, and help and support landings to surface cybersecurity incidents or concerns.

We follow the internal "three lines of defence" model

and perform independent external audits every year. We also conduct vulnerability analyses both internally, by scanning and testing our infrastructure with manual and automatic tools and, externally, by performing penetration tests and joining bug bounty programmes through which users can receive recognition and compensation for identifying security exploits and vulnerabilities.

Actions in 2024

Our information technology (IT) infrastructure and IT services are designed to ensure high availability. IT processes recover IT assets and services, with Disaster Recovery Plans managed locally by each country. In 2024, we will focus on a Business Continuity and Disaster Recovery Programme to develop and enhance our organisational resilience, leveraging existing initiatives across Adevinta. In 2023, we also defined our new global cybersecurity operating model, which will come into force in 2024.

Innovation via venture investment

Adevinta Ventures is the early stage investment arm of Adevinta, and takes minority stakes in promising early-stage companies across Europe that are shaping the future of digital marketplaces and tech enablers for marketplaces or e-commerce.

Adevinta Ventures aims to build a well-diversified portfolio across sectors, creating value through sharing learnings, tapping into our core verticals and expanding into related areas such as fintech, artificial intelligence, virtual reality and Web3.

Investments in 2023

- **COCOLI:** A Berlin-based re-commerce platform for buying and selling quality design furniture. COCOLI has built a full-service solution for private sellers, retailers and brands, which use it to market and ship imperfect furniture, including second-hand items, b-stock and returns.
- **Shakers:** A jobs marketplace building more flexible workplaces and offering convenience to the next generation of workers. Shakers helps HR leaders source top performing teams of tech freelancers, pre-vetted and supported by AI, and allows companies to handle contracts, and manage compliance and invoices, all in one place.
- **Aria:** A B2B embedded invoice financing solution for the platform economy. Aria enables marketplaces and software-as-a-service (SAAS) companies to offer instant invoice payouts to their sellers and recovers the amount from the buyers.
- Three portfolio start-ups to support their growth journeys: **Lovys, 2trde** and **Spotawheel**.

Adevinta Ventures' activity focuses on the medium to long term, and aims to support Adevinta and investee companies to explore new models and services. Shakers and COCOLI are directly linked to Adevinta's work and Re-Commerce vertical, and will support these business areas by helping them address new users or complementing their services.

In addition to qualitative benefits, our digital marketplaces should benefit financially from partnering with Adevinta Ventures' portfolio companies. Partnerships can lead to a revenue-sharing model, as well as cost savings on initial tests and pilot schemes. We prioritise a lean approach with minimum resources from our own marketplaces before we decide whether to further integrate partnerships. This approach fosters fast learning at low cost and low risk, and enables us to make more informed decisions. We expect partnerships impact from these new investments within six to eighteen months.

Sustainability approach

In 2023, Adevinta Ventures started to embed sustainability more thoroughly throughout the investment process. The team first tracked and quantified sustainability criteria on deal flow. Out of 520 cases evaluated, close to 11.5% offered a solution that aimed to create a positive impact on society, while 6.9% had female founders or CEOs, or diverse teams. In 2023, out of the three new investments, one is led by a female CEO and co-founder (COCOLI). This data will serve as a baseline to set targets and prioritise investment opportunities going forward.

Partnerships

In 2023, Adevinta Ventures expanded the partnership between **willhaben and 2trde**, initiated in late 2022. willhaben launched cross-border B2B and C2B offers, allowing their dealers to source used cars from Germany from the 2trde clients network, or from willhaben dealers who also want to sell B2B. In addition, 2trde has ongoing conversations with several other of our digital marketplaces, including Coches.net, Marktplaats and mobile.de, to explore new collaborations.

Whilst Adevinta Ventures invests in three to five companies each year, it also shares details of relevant innovative startups with specific Adevinta teams or marketplaces to enable potential partnership collaborations. One specific case, in 2023, was Vaayu. Vaayu is an automated carbon software that helps companies quantify the impact of their circular business and make more informed decisions. Adevinta Ventures introduced Vaayu to the sustainability team, and both now work together.

Actions in 2024

We aspire to continue investments in our core categories (e.g. Mobility, Re-commerce, Real-estate and future of work) and to further explore new tech enabler applications (i.e. fintech, GenAI, VR, blockchain, web3), while enhancing our sustainability focus. We also expect to further strengthen the collaboration opportunities with our portfolio companies.

Due Diligence Procedures (Norwegian Transparency Act)

Before we enter new markets, we conduct country risk assessments and due diligence. Our due diligence procedure is based on the UN Global Compact principles and Adevinta's Principles of Corporate Responsibility, as well as other relevant sanctions regimes from the United Nations (UN), the European Union (EU) and the United States (US). Any red flags identified in our due diligence process are identified, raised to the mergers and acquisitions team and escalated to our Investment Committee and/or Board if necessary.

All employers are required by law to comply with the European Convention on Human Rights. Standards, principles and guidelines are also issued by the EU and national regulators, the UN and organisations, such as the International Labour Organisation and the Organisation for Economic Co-operation and Development. While not legally binding, adherence to these guidelines is essential to avoid reputational damage. Most of these principles have been integrated within the EU's human resources and health and safety regulations and we are confident that we comply with them.

In 2023, Adevinta incorporated two new frameworks:

- **The Norwegian Transparency Act** came into force in July 2023, expanding our regulatory framework for human rights. In July 2023, we published our first Annual Statement and added an enquiry email address to our website. Our sustainability team is required to respond to enquiries within two weeks – we had no enquiries in 2023.
- **The CSDDD** developed by the EU will subject Adevinta to a human rights due diligence obligation, according to the draft proposal. We plan to start this process in 2024, which has several steps:
  - Identify and assess our impacts
  - Form an action plan to prevent and mitigate risks related to human rights
  - Undertake a gap analysis to assess our responses over time
  - Establish a communication plan to inform our stakeholders about progress in addressing our human rights impacts

Actions in 2024

We plan to progress in our supplier taxonomy review to gain an accurate understanding of the connection between our suppliers, their material categories and their countries, so we fully understand our ESG-related risks, exploring the best way to review procurement taxonomy in collaboration with an external expert partner with specialist knowledge in sustainable procurement and human rights. We will prioritise our supply chain analysis according to supplier spend (around 250 suppliers).

Sustainable supply chain

We are committed to conducting business with integrity and in line with internationally recognised principles on human rights, labour rights, environment and anti-corruption.

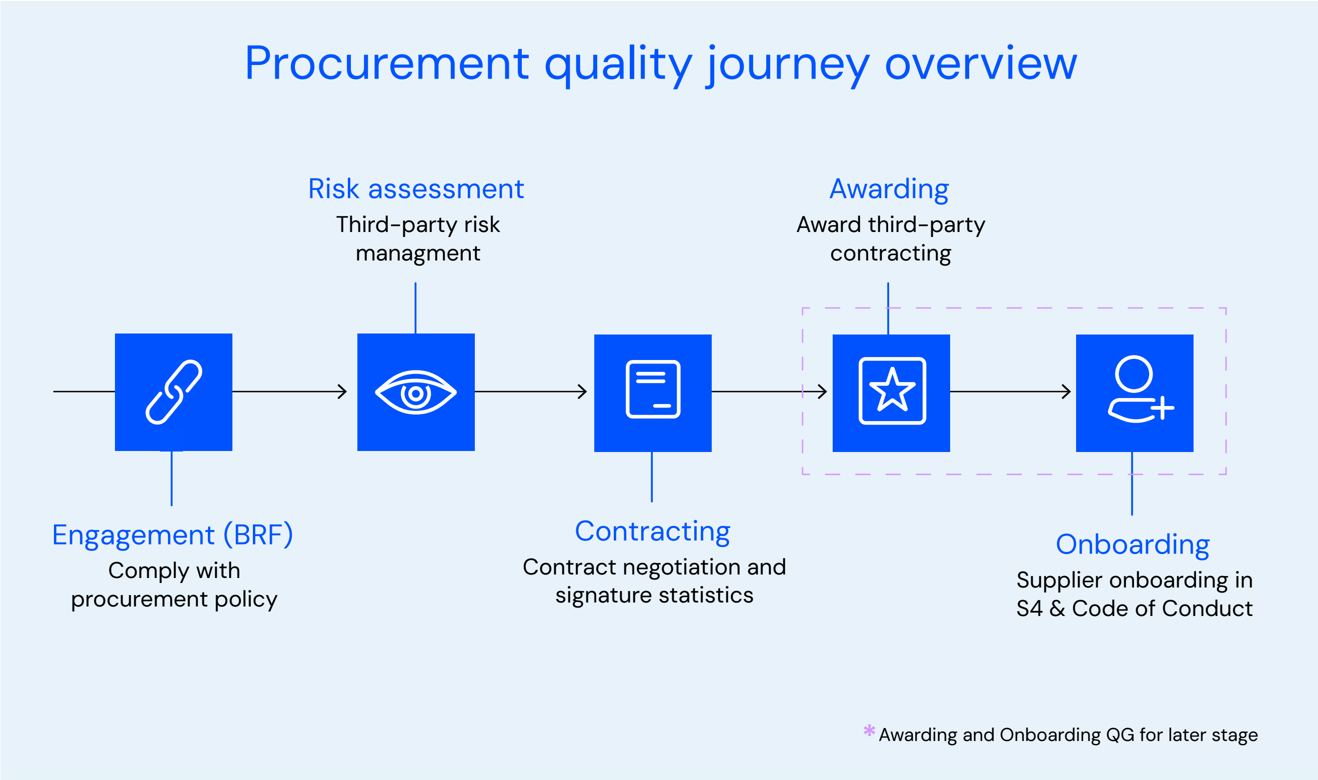
Our Supplier Code of Conduct Policy and Sustainable Sourcing Policy build on our Global Procurement Policy, define the environmental, social and ethical standards that suppliers must meet to do business with Adevinta, and which our employees use when sourcing products or services. This is a high-level environmental and social assessment that we carry out on our new suppliers through which we spend more than €50,000.

Our Sustainable Sourcing Policy is, primarily, for the procurement team and all employees involved in purchasing activities. The Supplier Code of Conduct Policy applies to all our suppliers who, in turn, are responsible for ensuring that their own supply chains adhere to the same responsibilities set out in the Code, which is included in the procurement team's request for onboarding process. However, we do not yet, systematically, collect detailed information on the potential negative environmental and social impacts in our supply chain.

Most of our procurement activity comprises the provision of services, with only a small part related to physical products. Our Global Procurement Policy sets out the principles and processes that Adevinta employees must follow when sourcing services from third parties and managing those suppliers.

We assess suppliers from several risk perspectives:

- **Sustainability and Compliance Risk Assessment:** We identify suppliers that pose a higher risk from a sustainability or compliance perspective through the suppliers' taxonomy and our own checks, including a country risk assessment. Flagged suppliers have to complete a comprehensive risk and compliance questionnaire, which we assess before making a final decision about contracting the supplier. A third-party provider performs additional screening for us based on external data sources, checking for sanctions, politically exposed persons and adverse media.
- **Data Privacy Risk Assessment:** We analyse and quantify risks to privacy associated with the processing of personal data to protect the rights of our users.
- **Vendor Information Security Risk Assessment:** The Information Security Team evaluates each vendor's cybersecurity maturity to ensure that products and services purchased by Adevinta, and the data processed by the vendor, do not pose a risk.
- **Business Criticality Risk Assessment:** We conduct business continuity planning for suppliers and products that are key to Adevinta's own operations, such as payment systems, programmatic suppliers or supply side platforms, to ensure that our operations, personnel and assets are protected in the event of a threat or disaster.



In 2023, we integrated control and monitoring mechanisms into our Procurement Quality Governance Framework, which prioritises compliance and spend, to guarantee suppliers adhere to our Risk Framework. In this way, we can also ensure that all strategic suppliers undergo comprehensive risk assessments and evaluations by, not only our procurement team, but also our data privacy cybersecurity and risk teams.

Suppliers can contact us with any questions or to report breaches of the Code and other policies, either within the supplier's organisation or within any part of its supply chain through a third-party operated whistleblower function, which is also available on our website.

Actions in 2024

We will continue to deliver savings whilst we focus on improving our buying journeys and employee experiences and continue building on strategic areas, such as contingent workforce, travel management and implement a broader efficiency plan across markets and functions, whilst reinforcing governance and controls.

Advertising

Advertising is a significant source of revenue for Adevinta. Although we do not have a publicly shared Code of Ethics for Advertising, we follow and cover the guidance on appropriate advertising practices for each jurisdiction in which we operate, to ensure that the information we share is not misleading or unethical.

At the product level, we ensure that we block products and content that are not legally allowed in respective countries. At the behavioural level, we do not tolerate any activity that involves violence, discrimination, misinformation and people's wellbeing, with a particular focus on children, and this is approved at the executive management level. The filtering of advertising content that is not permitted by law is carried out by an automatically triggered ban in our delivery channel.

Actions in 2024

As a publisher in the digital advertising space, we have the opportunity to improve the way we manage advertising to increase the sustainability of our business. The advertising industry generates GHG emissions from electricity (to run servers, computers and in the supply chain) and from the energy that users use when visiting websites.

One of our focus areas in 2024 is to increase the granularity when we measure our carbon footprint from advertising. We will formalise our governance by appointing a responsible person in the advertising department, and will select a tool that will allow us to calculate our impact more accurately.

Political influence

Adevinta supports, directly and via trade associations and alliances, legislative initiatives under the EU Green Deal or at national level, where these align with the Paris Agreement.

We engage with governments and EU institutions to develop public policies, as well as with professional associations and alliances whose members share best practice and promote the role of the tech and classifieds industries in economic and sustainable development.

We support regulatory initiatives that foster a circular economy by extending the lifecycle of products and promoting the reuse and sale of second-hand goods. In 2023, these included the Right to Repair, the Ecodesign for Sustainable Products Regulation, the inclusion of second-hand marketplaces in the second delegated act of the EU Taxonomy, and the introduction of a reduced value added tax (VAT) rate for second-hand sales.

Key areas of public policies we have contributed to include:

- The necessity of open markets and fair competition to support sustainable growth of EU tech champions
- The need for long-term and stable policy frameworks fostering the growth of digital services, whilst protecting users
- The importance of ensuring the green digital transition

As a leading online classifieds group operating digital marketplaces in 10 countries, we ensure that any lobbying activity complies with all applicable laws and transparency requirements, including Global Reporting Initiative GRI standards.

All our public affairs activities, including associations and alliance memberships, are overseen by our Public Affairs Team, which ensures the alignment of our lobbying activities with our role in the circular economy. In our Code, we specify that all political and lobbying activities, including meetings with government officials, must be coordinated by our public affairs team, which reports weekly to our executive team.

The Code also outlines that Adevinta can only make charitable payments or political donations to legitimate registered organisations. Payments must not, under any circumstances, be made to influence a business outcome. All charitable payments or political donations must be approved by the local CEO, CFO and Board, and recorded in our financial statements.

In 2023, we spent approximately €519,979 (2022: €460,000) on external lobbying services, which represented 0.03% (2022: 0.03%) of our annual turnover. Approximately 75% of total expenditure went to trade association memberships that serve business purposes, as opposed to political activity.

Lobbying activities	€128,830
Trade association memberships	€391,149
Total Adevinta expenditure	**€519,979**

Adevinta is registered in the European Union Transparency Register and the Lobby Register of the German Bundestag. Adevinta France is registered in the Lobby register of the Haute Autorité pour la transparence de la vie publique in France.

Adevinta is a member of the following EU Trade associations: Classifieds Marketplaces Europe (CME), European Tech Alliance, Ecommerce Europe and IAB Europe as well as in various national trade associations via its local brands.

Actions in 2024

Our public affairs activities will focus, in particular, on the European elections by supporting an EU Policy Framework that enhances competitiveness and fosters innovation in the tech and second-hand sector. Our CEO, Antoine Jouteau, will kick off 2024 as the newly elected President of the European Tech Alliance, promoting its 2030 vision: a European strategy for tech. Jointly with our partners in the CME we have worked on a EU2030 Roadmap on "How to make second-hand the first choice in Europe".

About this report

This is Adevinta's fifth annual sustainability report. The previous report was published on 27 April 2023. Information disclosed in this report refers to activities undertaken from 1 January to 31 December 2023.

This report has been prepared in accordance with the GRI Standards: Core option, and follows the guidelines set out in the Euronext Guidelines for Environmental, Social and Governance (ESG) reporting. Adevinta will publish a sustainability report on an annual basis. The report has not been subject to external independent assurance. The sustainability information is provided throughout the Annual Report. Please see the GRI Index for further guidance.

Scope and boundaries:

The sustainability report includes data pertaining to companies of which Adevinta has had full ownership or operational control throughout the year, with certain scope limitations listed below. Companies that have been divested during the year have been excluded.

We have decided to exclude our subsidiary in Ireland from our consolidated report as we have followed Article §3-8 of Directive 2014/95/EU in relation to the disclosure of non-financial and diversity information. This decision was based on the different operational work performed between the entities and the difficulties that would be involved in collecting the correct information.

1. Methodology – Employee data

Employee data, as per 31 December 2023, is stated as headcount and covers all companies in scope. This includes all companies that are integrated in the human capital management system Workday®. Data relating to employee engagement were retrieved from Adevinta's engagement survey and templates completed by each company. Data relating to collective bargaining agreements and performance reviews were collected via Workday®.

Data relating to health and safety were collected using templates completed by each company. As Adevinta does not yet have a centralised system for monitoring health and safety incidents, the reporting frameworks at the various sites differ. Therefore, there may be slight deviations from the exact measurements at the various sites due to possible variations in their local data definitions.

We have published the share of sick leaves within our absence rate. This rate includes sick leave, days lost due to accidents at work and unpaid leave. Not all companies in scope report these figures within the same human capital management system yet. We are working on collecting this data so that it can be better taken into account in the next reporting cycle.

2. Methodology – Environmental data

Organisational boundary

Adevinta uses the operational control approach in conformance with the GHG Protocol to report its consolidated GHG emissions. The organisational boundary we've set includes parent company Adevinta ASA and all subsidiaries under its control in 2023, with the exception of:

- Distilled group (Ireland subsidiaries) that is operating autonomously.
- Divested or liquidated entities with registered employees in the course of 2023:
  - Adevinta Classified Media Hungary Kft. (Hungary)
  - Kijiji Classifieds, LLC (U.S.A)

Both exclusions have been made due to the difficulties to collect the required data and are not deemed significant to the assessment of the Group's results. The exclusions are therefore considered to be justified under Article § 3-8 of Directive 2014/95/EU in relation to the disclosure of non-financial and diversity information.

Adevinta Spain acquired Inmoweb SL and Witei Solutions SL throughout the year, which have both been included as part of the organisational boundary:

- Input data were collected for Inmoweb SL (since February 2023 part of Adevinta group) and extrapolated to a full year basis.

- No input data were collected for Witei Solutions SL (since the end of November part of Adevinta group), but GHG accounting has been done based on an extrapolation from Inmoweb SL to a full year basis.

Following the operational control approach, **associate companies and joint ventures** are outside of the organisational boundary and included as part of Adevina's value chain emissions accordingly.

Operational boundaries

Adevinta considers the GHG Protocol accounting standards to calculate and report its Scope 1, 2 and 3 GHG emissions.

The Scope 3 categories are accounted for according to the minimum boundaries. The assessment of applicability for these Scope 3 categories has been based on the fact that in the context of online classifieds businesses, Adevinta does not sell any of the products transacted on our marketplaces, but merely has a facilitating role connecting potential buyers with potential sellers. Adevinta instead offers services (online classifieds, transactional and advertising) through its marketplaces. The same consideration has been made for the online buying and selling service (Online-Kauf) from mobile.de, which allows customers to buy or finance selected used cars online, regardless of these vehicles appearing on Adevinta's balance sheet for a very short amount of time.

Accordingly, the following Scope 3 categories have been excluded based on relevancy for Adevinta's operations:

- Category 13 - Downstream leased assets since Adevinta does not own any assets that are leased to other entities.
- Category 10 - Processing of sold products which is not applicable to Adevinta's business operations.
- Category 12 - End-of-life treatment of sold products since Adevinta does not sell any of the products facilitated or transacted through its marketplaces.
- Category 14 - Franchises since Adevinta does not operate any.

The minimum boundaries that have been considered for each of the accounted scope categories are described in detail under the methodology descriptions below.

In the context of online classifieds business set-up, the exclusions made are not squarely addressed by the GHG Protocol framework. Exclusion is therefore considered to not strictly violate the GHG Protocol (at least in its present form).

Methodology

GHG emissions have been calculated using energy consumption data and primary, activity-based data (as far as possible), and multiplied by the relevant GHG emission factors.

The calculated carbon dioxide equivalent (CO_2e) emissions are inclusive of carbon dioxide (CO_2), nitrous oxide (N_2O), and methane (CH_4). The other GHG gases sulphur hexafluoride (SF_6), perfluorocarbons (PFCs) and nitrogen trifluoride (NF_3) are not emitted.

Input data were separately collected via templates for H1 and H2 by dedicated data collectors in each of the Adevinta operating countries, marketplaces or centralised departments. Input data were reviewed and processed by the Environmental Engineer of the global sustainability team. The relevant emission factors were applied following the Corporate Carbon Footprint calculation methodology (verified by TÜV Rheinland) of Vaayu Tech GmbH.

Our calculated GHG emissions are inherently subject to the general significant scientific measurement uncertainty that exists when calculating GHG emissions, due to the mathematical equations (i.e., models) used to characterise relationships between various parameters and emission processes.

Secondary data such as estimates, extrapolations, spend-based data or industry-averages have been used where activity-based data were not available, which also increases the intrinsic parameter uncertainty that is associated with quantifying the input data and emission factors.

The data collection approach and methodology used for each of Adevinta's operational scope categories is further explained in the tables below.

Methods	Description of Sources/Activities and Data Approach	Description of Methodology
Scope 1 Methodology Description		
Mobile combustion	Adevinta operates leased non-electric vehicles in France, Italy, Spain and the Netherlands. Activity-based data were used according to availability: ↘ Fuel consumption – France and Italy ↘ Distance travelled where fuel consumption was not available – Spain and Netherlands Our leased electric cars are accounted for under Scope 2.	Fuel-based method was applied for the leased non-electric vehicles. Where fuel consumption was not available, information on mode of transport, distance travelled, and estimated vehicle fuel efficiency were used to determine the amount of fuel consumed. EFs: The used emission factors were taken from DEFRA (2022).
Scope 2 Methodology Description		
Location-Based	Energy is purchased for our leased offices and on-premise data centres in each of our countries of operation: **Offices** – a mix of primary and secondary data were used according to availability: ↘ Energy consumption data from invoices was used where Adevinta manages its own energy contracts with the supplier – Spain (all offices), France (Paris offices, Reims, Montceau-les-Mines), Italy (Milan offices), Canada (Toronto office King St W until September) ↘ Energy consumption data from entire building, corrected for Adevinta's estimated share, was used where Adevinta was able to obtain the data from the landlord – Belgium (Brussels), France (Nantes, Mâcon), Germany (Dreilinden, Berlin FHN until April), Netherlands (Amsterdam offices), UK (London), China (Shanghai), Canada (Toronto office York St since November) ↘ Estimations were made where Adevinta was not able to retrieve any information – Germany (Hamburg since July, Berlin OPD since September) Energy consumption from the usage of leased coworking spaces are accounted for under Scope 3 – Category 8 (Upstream Leased assets). Purchased electricity, heating and cooling data all reported in kWh, except for district cooling in Toronto (reported in tons of refrigeration and converted to kWh using 3.5 kWh/ton conversion rate). **On-premise data centres** – Energy sub-metered data were used for our 5 leased data centres, located in Germany, Netherlands and France. Refrigerant losses registered at the data centres were accounted for according to Adevinta's estimated share in the total number of servers. **Leased cars** – Driven kilometres were used for our electric cars leased in Italy and Spain.	Emissions were calculated based on electricity models and district heating models: ↘ **Electricity models:** Location-based emissions for electricity were calculated on a country-specific basis, using a model that accounts for imports and exports to define the electricity mix. Supplier-specific rates were taken into consideration where available for electricity – Spain (all offices), Belgium (Brussels), Italy (Milan offices) and heating – France (Paris offices, Mâcon, Nantes). Vaayu's model includes location-based emissions factors derived from a combination of resource-specific factors from the IPCC and up-to-date country-specific grid data from reliable third-party sources (ENTSO-E for European countries). Vaayu adjusts this data in the model to account for domestic production and imports minus emissions associated with exports. The grid information is updated at least monthly in the model which results in emissions information that is far more timely than standard regional or national emissions factors, which may lag by multiple years. ↘ **District heating models:** For each country within the scope of the model, an emissions factor for heat has been calculated based on the sum of the mix of heat generating sources used in the country, multiplied by a relevant emissions factor (the model currently relies on the U.S. EPA factors). The resulting location-specific emissions factor was then multiplied by the heat consumption within that country to calculate the location-based emissions. **Distance-based method** was applied for the leased electric cars. Information on vehicle type and distance travelled were used to determine the electricity consumed.
Market – Based	The same activity-based energy consumption data as explained under Location-based methodology has been used. Renewable electricity share was used as market-based specific input data where contractual instruments were available: ↘ Energy certificates or energy invoices / contract stating 100% renewable energy where Adevinta manages its own energy contracts with the supplier – Italy (Milan offices), Canada (partially – Toronto office King St W until September). ↘ Energy certificates or in case of on-site generation where energy contracts with the supplier were managed by our landlords – UK (London), Netherlands (Amsterdam offices), Germany (Dreilinden). ↘ Energy certificates stating 100% renewable energy or confirmation received from the operators of our on-premise data centres – 4 out of our 5 on-premise data centres.	Market-based emissions for electricity were calculated by applying valid emissions factors based on renewable electricity share to consumption, followed by residual mix factors, and use of location-based emissions factors for consumption that had no matching contractual or residual rate. No market-based specific input data were available for district heating (calculated using location-based approach only).

Methods	Description of Sources/Activities and Data Approach	Description of Methodology
Scope 3 Methodology Description		
Cat 1 Purchased Goods and Services	Adevinta's purchased goods only comprise office supplies and promotional items or merchandise for our marketplaces or events. Adevinta's operations mainly rely on consultancy/ professional services, cloud providers and ICT or Technology services (e.g. softwares and applications). Activity-based data were used for the following purchased goods and services: ↘ Office material with a match in the Vaayu PCF calculation engine: Invoices, inventories and supplier-data ↘ Promotional items (merchandise) with a match in the Vaayu PCF calculation engine: Invoices ↘ Google workspace: Extrapolation based on supplier-based report ↘ Cloud providers: AWS and GCP usage data ↘ Hosted servers: Extrapolation based on supplier-based reports Spend-based data were used for the office material and promotional items where there was no match in the Vaayu PCF calculation engine (e.g. electrical machinery for cars) (around 5%). Spend-based data were also used for all remaining purchased services using the procurement Adevinta spend report 2023 as main data source. The report consolidated all invoiced amounts per supplier and material category based on financial data from SAP S4HANA (gradual migration throughout 2023 for all Adevinta entities and markets) and the other ERP systems used in the local marketplaces.	**Average Product Method:** Average cradle-to-gate climate impacts were estimated using Vaayu's models. Around 95% of goods were classified using the average product method. Of these products, about 64% were matched directly to a product in the Vaayu database while the rest were estimated using an average of products falling under Crafts and Stationery and Kitchen Utensils. These product categories were found to be the most prevalent in the provided data. **Spend-based method:** Computing vendor spend against relevant EEIO factor that assumes a sector-tailored emissions value per unit of economic value[1]. **Average-data method for Google workspace and hosted servers:** Vaayu reviewed the supplier-specific emissions data or allocated electricity consumption information, used them directly, and leveraged methods applicable for the calculation of location-based Scope 2 purchased electricity (e.g., the location-based model or IEA factors as applicable). **Average-data method for cloud providers:** The open-source methodology of Cloud Carbon Footprint was used that calculates both the operational emissions (from cloud provider service usage and estimated Power Usage Effectiveness - PUE) and embodied emissions (manufacturing of servers for compute usage). Grid emission factors were adjusted for AWS and GCP regions according to the location-based Scope 2 purchased electricity (e.g., the location-based model or IEA factors as applicable).
3.2 Capital Goods	Adevinta's capital goods include the purchased IT equipment, servers and furniture. Activity-based data were used: ↘ Furniture with a match in the Vaayu PCF calculation engine: Invoices from purchases managed by our Workplace Experience teams ↘ IT equipment with a match in the Vaayu PCF calculation engine: Invoices from purchases managed by our global EPTO team and local Workplace Experience teams ↘ Servers with a match in the Vaayu PCF calculation engine: Inventory (2023 changes) managed by our global EPTO team ↘ Spend-based data were used for the capital goods where there was no match in the Vaayu PCF calculation engine (around 35%).	**Average product method:** Average cradle-to-gate climate impacts were estimated using Vaayu's models. Around 65% of capital goods items were classified using the average-product method. **Spend-based method:** Computing investment spent during the reporting year on fixed assets against relevant EEIO factors that assume a sector-tailored emissions value per unit of economic value.
3.3 Energy-Related Activities Not in Scopes 1 and 2	Emissions from our purchased electricity, heating/cooling and fuel consumption for our leased offices, cars and on-premise data centres are divided into: ↘ Direct emissions not reported under Scope 1 or 2 ↘ Upstream emissions and transmission and distribution (T&D) losses accounted for under this category The same data as input to the Scope 1 and 2 methodologies were therefore used (see Scope 1 and 2 methodology).	**Average-data method:** Average-data method was applied using specific upstream fuel emission factors, according to the type of energy source and taking into account the losses associated with electricity transmission and distribution.

[1] Spend-based emission factors determined by the type of purchased goods and services (3.1) and capital goods (3.2). The bill of purchase is used to calculate the total amount spent within the reporting period, and relevant cradle to gate emission factors per unit of economic value are applied to calculate the total emissions.

Methods	Description of Sources/Activities and Data Approach	Description of Methodology
3.4 Upstream Trans-portation and Distribution	This category includes the transportation emissions from the vehicle delivery service purchased by Adevinta for the online vehicle buying and selling service (Online-Kauf) from our mobile.de marketplace. Activity-based data were used: ↘ Total distance travelled (in kms): Invoices ↘ Type of vehicles sold: OBS-2023 sales data The emissions from C2C deliveries paid for by Adevinta's Recommerce marketplaces (through carrier reseller contracts) are reported under Scope 3 - Category 9 (Downstream transportation and distribution). The decision was mainly driven by data-related reasons, and specifically current lack of data granularity that would allow proper allocation of the emissions between upstream and downstream transportation.	**Distance-based method:** Vaayu used distance travelled to determine the amount of fuel consumed, based on the total distance travelled and the relevant vehicle fuel efficiencies. ↘ The emission factors of fuels included the combustion emissions of the fuels (minimum boundary). ↘ The emission factors of fuels also included the well to tank factors for the fuels. ↘ Emissions from backhaul have not been accounted for.
3.5 Waste (Operations)	Waste from Adevinta's operations mainly involves the non-hazardous waste streams generated at our offices (residual waste, organic waste, paper and cardboard, glass, PMC) and some sporadically generated waste from Electrical and Electronic Equipment (WEEE). Activity-based data were used or estimated according to availability: ↘ Waste data from invoices or waste registers were used where Adevinta manages its own waste contracts with the supplier ↘ Waste data from entire building, corrected for Adevinta's estimated share, was used where Adevinta was able to obtain the data from the landlord ↘ Assumptions on waste treatment/disposal or estimations of waste mass were made where Adevinta was not able to retrieve any information - Coworking offices, Germany (Hamburg since July, Berlin OPD since September) Wastewater treatment has also been included in the assessment. Waste data in this case included tap water consumption data.	**Waste-type Specific method** was applied, with relevant emission factors according to type of waste and waste treatment method, which were then multiplied by the quantity of waste to calculate the emissions.

Methods	Description of Sources/Activities and Data Approach	Description of Methodology
3.6 Business Travel	Adevinta's business travel involves the transportation of employees between offices or for business-related matters (client visits, events, etc.). Activity-data were used where available: ↘ Flights booked through Adevinta's internal travel booking systems (Concur System and agreements with local travel agencies) in the form of distance travelled ↘ Flights expensed through Concur System for which a travel distance was estimated based on average km/flight from flights booked through Concur system ↘ Buses and trains booked through local travel agencies in the form of distance travelled ↘ Hotels booked through Adevinta's internal travel booking systems (Concur System and agreements with local travel agencies) in the form of number of nights ↘ Rental cars booked through local travel agencies in the form of number of days ↘ Taxi data from Adevinta-managed local transportation subscription services in Spain, Germany and Netherlands in the form of distance travelled and supplier-based data on fleet composition ↘ Taxi expenses data for Spain and Italy in the form of distance travelled ↘ Bus expenses data for Italy in the form of distance travelled ↘ Mileage data from Concur and local expense systems in the form of distance travelled Spend-based data were used where no activity-data were available: ↘ Rental cars and public transport booked through Concur system ↘ Mixed travel expenses without granularity (mix of rental cars, taxis, rideshares and public transport) ↘ Business travel related reimbursed employee expenses (hotels, flights, public transport, taxis, rideshares)	**Distance-method** was applied, where total distance travelled and mode were computed against distance-based factors, varying based on different modes of transport. Hotel stays were calculated based on the length of hotel stay (i.e., number of nights) where available. **Spend-based** was applied where no activity-data was available, using specific emission factors per mode of business travel transport. In case of mixed transportation modes, averages of these emission factors were applied.
3.7 Employee Commuting	Activity-based data were available for the impact from our employees commuting to our offices: ↘ A commuting survey was launched during November 2023 to gather insights in our employee's commuting behaviour for each of our offices and coworking spaces. A representative sample of 48% Adevinta employees on commute habits (incl. mode of transport, number of days commuting into the office, distance travelled, number of working weeks) was obtained, generating information on average distance travelled and mode. Factors like employees changing from one office to another, moving to new office locations and using mixed modes of transportation were taken into consideration. ↘ Averaged employee headcount numbers per office. Data from only 7% of the contingent workers for 2023 was collected through the survey. The sample was considered non-representative and the commute emissions of contingent workers therefore remained out of scope for the assessment.	**Distance-method** was applied, where total distance travelled and mode of transport were computed against distance-based factors. An emission rate for each office was calculated (based on survey data) and extrapolation to the full employee count per office was performed. For employees who have changed offices in the year, the respective modes of transport and number of office days were considered for both offices according to the office opening and closing dates. Emissions from remote working were not calculated.

Methods	Description of Sources/Activities and Data Approach	Description of Methodology
3.8 Upstream Leased Assets	Adevinta's upstream leased assets involve its leased cars and coworking spaces used as offices. Fugitive emissions from leased on-premise data centres have additionally been accounted for under this same category. **Coworking spaces** - Energy consumption data from the used coworking spaces in Spain, Italy, Germany and Canada was extrapolated from the leased offices in each of these countries based on either surface area (m²) or employee headcount. Temporary coworking spaces were prorated based on used months. **Fugitive emissions from leased on-premise data centres** - Primary data provided on shared cooling installation (not owned or operated by Adevinta) in one of the on-premise data centres were used (type of refrigerant and refrigerant loss in kg). Adevinta's share has been based on the load capacity and was estimated at ~5%.	**Asset-specific method** was applied for the leased Coworking spaces, with emissions calculated following the Scope 2 methodologies documented above. **Fugitive Emissions Methodology:** Emissions were calculated by multiplying the amount of refrigerant leaked during operation of the equipment with the emissions factor for the type of refrigerant. **EFs:** The used emission factors were taken from DEFRA (2022).
3.9 Downstream Transport-ation and Distribution	The downstream transportation and distribution associated with products transacted through Adevinta's Recommerce marketplaces is considered part of Adevinta's minimum scope boundary. Where Adevinta's Recommerce platforms facilitate the transaction of products via payment options or other transactional services, the associated transportation, distribution (incl. packaging) has been therefore accounted: ↘ In case of delivery services offered on our marketplaces: Delivery and packaging emissions from third-party transportation carriers ↘ In case of face-2-face meet-ups: Transportation and packaging emissions from users upon exchanging the transacted products **Activity-based data were used:** ↘ Available tracked data from our Recommerce platforms with transactional services (leboncoin, Kleinanzeigen, Subito, Milanuncios, Marktplaats, 2dehands-2ememain), supported by the results from seller and buyer surveys that were launched in January 2023, were used to collect data on: ↘ Meetup, CDP/PUDO and home pickup/drop-off shipment methods. ↘ Usage of packaging ↘ Number of successful transactions per marketplace and product (category) In the context of online classifieds business, the transportation and distribution services associated with transactions that potentially happened outside of Adevinta's Recommerce marketplaces have been excluded from the minimum boundary scope since there are no tracked data on any potential transactions that might have happened for the listed products after certain connections between potential buyers and sellers were made on our platforms.	**Transportation** Fuel-based method was applied, where distance travelled was used to determine the amount of fuel consumed, based on the total distance travelled and the relevant vehicle fuel efficiencies. Transportation emissions were calculated on a per transaction basis: **Home Pickup/Delivery Distance** ↘ Origin and Destination country code set for each transaction. ↘ Where Buyer and Seller city or postal code was present, distance was calculated between the two. For Marktplaats, direct distance was provided and used. ↘ Where only Buyer or Seller city was present, distance was calculated between city and centre of country by default. ↘ Where only country code was provided, a country specific average distance has been used. ↘ Where geocoded distance = 0 (e.g. if origin and destination postal codes are the same), a minimum average distance of 19 km was applied. **Meetup Distance** ↘ Distance was determined by multiplying transport time with vehicle speed on a per market basis. ↘ Transport time was taken from the survey results and multiplied by average vehicle speeds (taken from LCA research) to get a distance per time-frame and vehicle type. ↘ A weighted average for distance across the time-frames was then calculated per vehicle type. This was subsequently used to calculate another weighted average for distance based on the spread of vehicle types on a per country basis, the spread being based on the survey results. ↘ This weighted average for distance was then sent to the shipment service, where circuity and trip-chaining factors were applied to get the total meetup distance for meetup transactions. ↘ Europe-based average from the survey results was used for marketplaces with few survey responses (Marktplaats, Milanuncios). Allocations were based on mode of transport and applicable capacity of the transport mode, as taken from DEFRA. Vaayu's implementation of the methodology described above is through a statistical model present within the Vaayu software.

<table>
<tr><th>Methods</th><th>Description of Sources/Activities and Data Approach</th><th>Description of Methodology</th></tr>
<tr><td>3.9 Downstream Transportation and Distribution</td><td></td><td>Secondary packaging
A package has been defined as both the mass/volume of the transacted goods and its packaging.
↘ Distribution of new packaging types was taken from the survey results on a per category basis.
↘ Packaging element sizes (volumes and area) were calculated on a per category basis by Vaayu.
↘ The distribution of new packaging types were then calculated for each transaction, dependent upon the category of the transaction.
↘ Used packaging has been assumed to have no emissions, and has therefore not been factored into the secondary-packaging calculations on a per transaction basis.
↘ Europe-based average from the survey results was used for marketplaces with few survey responses (Marktplaats, Milanuncios).
The quantity and total weight of the packaging for each transaction were multiplied by the relevant emission factor to calculate the emissions from packaging.</td></tr>
<tr><td>3.11 Use of Sold Products</td><td>The Use of Adevinta’s Sold products refers to the energy consumed by our users when accessing Adevinta’s online marketplaces from their personal devices.
For each marketplace, activity-based data in the form of tracked marketing analytics data per device (Tablet, phone, etc) were used:
↘ Total number of user sessions
↘ Average duration of a session
The indirect product use-phase emissions over the total expected lifetime were excluded.</td><td>The calculation method for the direct use-phase emissions from products that directly consume electricity during use has been followed:
The average amount of data used per page view, average number of page views per session and average session time were used to calculate the amount of electricity used per session, which was then multiplied by the total number of user sessions.</td></tr>
<tr><td>3.15 Investments</td><td>This category includes the emissions associated with Adevinta’s joint ventures, associate companies and new investments made in 2023 by Adevinta’s investment arm (Adevinta Ventures).
Activity-based data were used in the form of:
↘ Company’s Scope 1 and 2 emissions for Adevinta’s joint ventures:
– Willhaben : Scope 1- data from owned vehicles and scope 2-data from leased offices energy consumption.
– OLX Brasil: Scope 2-data from leased offices energy consumption.
↘ Company’s Scope 1 and 2 emissions from Carousell PTE Ltd for Adevinta’s Associate Company 703 Search BV
↘ Company revenue and sector for Adevinta’s other Associate Company (Younited SA) and new investments made in 2023</td><td>The investment-specific method was applied to Adevinta’s joint ventures (Willhaben and OLX) and associate company 703 Search BV (with a stake in Carousell PTE Ltd), where Adevinta’s allocation was calculated based on Adevinta’s equity.
The average-data method was applied to Adevinta’s Associate Company (Younited SA), using the annual revenues, Adevinta’s equity share (%) and sector-specific emission factors.</td></tr>
</table>

3. EU Taxonomy tables[1]

Turnover

Economic Activities (1)	Codes (2)	Absolute turnover (3)	Proportion of turnover (4)	Substantial contribution criteria: Climate change mitigation (5)	Climate change adaption (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	DNHS criteria (Does Not Significantly Harm): Climate change mitigation (11)	Climate change adaption (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of turnover year N (18)	Taxonomy-aligned proportion of turnover year N-1 (19)	Category (enabling activity or) (20)	Category '(transitional activity)' (21)
		€ million	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	E	T
A. Taxonomy – Eligible activities																				
A.1 Environmental sustainable activities (Taxonomy-aligned)																				
Turnover of environmental sustainable activities (Taxonomy-aligned) (A.1)																				
A.2 Taxonomy-eligible but not environmental sustainable activities (not Taxonomy-aligned activities)																				
Marketplace for the trade of second-hand goods for reuse	CE 5.6	110	6%																	
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activites) (A.2)		110	6%																	
Total (A.1 + A.2)		110	6%														0%			
B. Taxonomy – Non-eligible activities																				
Turnover of Taxonomy-non-eligible activities (B)		1,716	94%																	
Total (A+B)		**1,826**	**100%**																	

[1] Rounded figures were used for the calculation.

CapEx

				Substantial contribution criteria						DNHS criteria (Does Not Significantly Harm)										
Economic Activities (1)	Codes (2)	Absolute CapEx (3)	Proportion of CapEx (4)	Climate change mitigation (5)	Climate change adaption (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of CapEx year N (18)	Taxonomy-aligned proportion of CapEx year N-1 (19)	Category (enabling activity or) (20)	Category '(transitional activity)' (21)
		€ million	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	E	T
A. Taxonomy – Eligible activities																				
A.1 Environmental sustainable activities (Taxonomy-aligned)																				
CapEx of environmental sustainable activities (Taxonomy-aligned) (A.1)																				
A.2 Taxonomy-eligible but not environmental sustainable activities (not Taxonomy-aligned activities)																				
Marketplace for the trade of second-hand goods for reuse	CE 5.6	70	46%																	
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activites)		70	46%																	
Total (A.1 + A.2)		70	46%														0%			
B. Taxonomy – Non-eligible activities																				
CapEx of Taxonomy-non-eligible activities (B)		84	54%																	
Total (A+B)		**154**	**100%**																	

OpEx

				Substantial contribution criteria						DNHS criteria (Does Not Significantly Harm)										
Economic Activities (1)	Codes (2)	Absolute OppEx (3)	Proportion of OpEx (4)	Climate change mitigation (5)	Climate change adaption (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of OpEx year N (18)	Taxonomy-aligned proportion of OpEx year N-1 (19)	Category (enabling activity or) (20)	Category '(transitional activity)' (21)
		€ million	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	E	T
A. Taxonomy – Eligible activities																				
A.1 Environmental sustainable activities (Taxonomy-aligned)																				
OpEx of environmental sustainable activities (Taxonomy-aligned) (A.1)																				
A.2 Taxonomy-eligible but not environmental sustainable activities (not Taxonomy-aligned activities)																				
Marketplace for the trade of second-hand goods for reuse	CE 5.6	33	46%																	
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activites) (A.2)		33	46%																	
Total (A.1 + A.2)		33	46%														0%			
B. Taxonomy – Non-eligible activities																				
OpEx of Taxonomy-non-eligible activities (B)		40	54%																	
Total (A+B)		**73**	**100%**																	

Exposure to nuclear and fossil gas related activities

Nuclear energy related activities	
The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
Fossil gas related activities	
The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

4. Omissions

GRI Standards General and Material Disclosures

2-23: While policies are implemented at group level and described in this report, we are unable to report on all the information required for this year.

2-24: The organisation is still being structured, we are unable to report on all the information required for this year.

2-25: A grievance mechanism has been implemented and is presented in this report. We are unable to describe more processes and mechanisms as the organisation is still being structured.

2-27: The information regarding compliance with laws and regulation is not available this year.

204-1: We currently don't gather the necessary information about our local suppliers.

302-5: We currently don't gather the necessary information to calculate the energy reductions of our sold products.

305-6, 305-7: Adevinta does not have a significant impact in terms of ODS and air emissions considering the activities of the company.

306-2: We do not currently collect the measures we take to prevent waste in our own operations, but we have communicated how we are working on reuse as part of circular economy measures in our downstream operations.

308-1, 414-1: We currently don't gather the necessary information to calculate the percentage of suppliers assessed.

401-3: Due to limitations in the reporting system, data on the retention rate cannot be fully calculated.

402-1: While some information is presented in this report, the information regarding labour relations are different in each country we operate, we are unable to report on each local specificity.

403-2, 403-4, 403-7: Adevinta does not have a management system, worker consultation and risk management process regarding health and safety.

403-9, 403-10: We have published the share of sick leaves within our absence rate. This rate includes sick leave, days lost due to accidents at work and unpaid leave. Not all companies in scope report these figures within the same human capital management system yet. The available data only partially fulfils the requirements this year.

407-1: We are unable to report on all the information required for this year, as we don't yet gather the necessary information about our suppliers.

Point of contact

If you have any questions about the sustainability report, you are welcome to contact Christelle Esquirol, Director of Sustainability at sustainability@adevinta.com.

GRI content index

Adevinta has reported the information cited in this GRI content index for the period 1st of January 2023 to 31st of December 2023 with reference to the GRI Standards.

GRI Standard	Disclosure	Page	Fulfilment	Notes
General Disclosures				
GRI 2: General Disclosures 2021	2-1 Organisational details	6 – 15	Fullfilled	
	2-2 Entities included in the organisation's sustainability reporting	24 & 86 – 87	Fullfilled	
	2-3 Reporting period, frequency and contact point	86 – 97	Fullfilled	
	2-4 Restatements of information	48 – 49 & 86 – 87	Fullfilled	
	2-5 External assurance	–	–	No external assurance
	2-6 Activities, value chain and other business relationships	4 – 15	Fullfilled	
	2-7 Employees	56 – 57	Fullfilled	
	2-8 Workers who are not employees	56	Fullfilled	
	2-9 Governance structure and composition	73 & 102 – 113	Fullfilled	
	2-10 Nomination and selection of the highest governance body	102 – 113	Fullfilled	
	2-11 Chair of the highest governance body	102 – 113	Fullfilled	
	2-12 Role of the highest governance body in overseeing the management of impacts	102 – 113	Fullfilled	
	2-13 Delegation of responsibility for managing impacts	102 – 113	Fullfilled	
	2-14 Role of the highest governance body in sustainability reporting	73 & 102 – 113	Fullfilled	
	2-15 Conflicts of interest	73 – 75 & 102 – 113	Fullfilled	
	2-16 Communication of critical concerns	75	Fullfilled	
	2-17 Collective knowledge of the highest governance body	73	Fullfilled	
	2-18 Evaluation of the performance of the highest governance body	102 – 113	Fullfilled	
	2-19 Remuneration policies	102 – 113	Fullfilled	
	2-20 Process to determine remuneration	102 – 113	Fullfilled	
	2-21 Annual total compensation ratio	58	Fullfilled	
	2-22 Statement on sustainable development strategy	35	Fullfilled	
	2-23 Policy commitments	73 – 75 & 82 – 84	Partly fullfilled	See p.97
	2-24 Embedding policy commitments	73 – 75 & 82 – 84	Partly fullfilled	See p.97
	2-25 Processes to remediate negative impacts	73 – 75	Partly fullfilled	See p.97
	2-26 Mechanisms for seeking advice and raising concerns	73 – 75	Fullfilled	
	2-27 Compliance with laws and regulations	–	Omission	See p.97
	2-28 Membership associations	85	Fullfilled	
	2-29 Approach to stakeholder engagement	36 – 37	Fullfilled	
	2-30 Collective bargaining agreements	66	Fullfilled	

GRI Standard	Disclosure	Page	Fulfilment	Notes
Material topics				
GRI 3: Material Topics 2021	3-1 Process to determine material topics	36 – 37	Fulfilled	
	3-2 List of material topics	36 – 37	Fulfilled	
Indirect economic impacts				
GRI 3: Material Topics 2021	3-3 Management of material topics	68 – 70	Fulfilled	
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	68 – 70	Fulfilled	
	203-2 Significant indirect economic impacts	68 – 70	Fulfilled	
Procurement practices				
GRI 3: Material Topics 2021	3-3 Management of material topics	83 – 84	Fulfilled	
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	–	Omission	See p.97
Anti-corruption				
GRI 3: Material Topics 2021	3-3 Management of material topics	73 – 77 & 83 – 84	Fulfilled	
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	73 – 77 & 83 – 84	Fulfilled	
	205-2 Communication and training about anti-corruption policies and procedures	73 – 75	Fulfilled	
	205-3 Confirmed incidents of corruption and actions taken	73 – 75	Fulfilled	
Anti-competitive behaviour				
GRI 3: Material Topics 2021	3-3 Management of material topics	78 – 79	Fulfilled	
GRI 206: Anti-competitive Behaviour 2016	206-1 Legal actions for anti-competitive behaviour, anti-trust and monopoly practices	78 – 79	Fulfilled	
Energy				
GRI 3: Material Topics 2021	3-3 Management of material topics	48 – 51	Fulfilled	
GRI 103: Management Approach	302-1 Energy consumption within the organisation	50	Partly Fulfilled	
	302-2 Energy consumption outside of the organisation	50	Fulfilled	
	302-3 Energy intensity	50	Fulfilled	
	302-4 Reduction of energy consumption	50	Fulfilled	
	302-5 Reductions in energy requirements of products and services	–	Omission	See p.97
Emissions				
GRI 3: Material Topics 2021	3-3 Management of material topics	48 – 52	Fulfilled	
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	48 – 49	Fulfilled	
	305-2 Energy indirect (Scope 2) GHG emissions	48 – 49	Fulfilled	
	305-3 Other indirect (Scope 3) GHG emissions	48 – 49	Fulfilled	
	305-4 GHG emissions intensity	50	Fulfilled	
	305-5 Reduction of GHG emissions	48 – 49	Fulfilled	
	305-6 Emissions of ozone-depleting substances (ODS)	–	Omission	See p.97
	305-7 Nitrogen oxides (NO_x), sulfur oxides (SO_x) and other significant air emissions	–	Omission	See p.97

GRI Standard	Disclosure	Page	Fulfilment	Notes
Waste				
GRI 3: Material Topics 2021	3-3 Management of material topics	48 – 50	Fulfilled	
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	90	Fulfilled	
	306-2 Management of significant waste-related impacts	90	Partly fulfilled	See p.97
	306-3 Waste generated	50	Fulfilled	
	306-4 Waste diverted from disposal	50	Fulfilled	
	306-5 Waste directed to disposal	50	Fulfilled	
Supplier environmental assessment				
GRI 3: Material Topics 2021	3-3 Management of material topics	83 – 84	Fulfilled	
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	–	Omission	See p.97
	308-2 Negative environmental impacts in the supply chain and actions taken	83 – 84	Fulfilled	
Employment				
GRI 3: Material Topics 2021	3-3 Management of material topics	54 – 71	Fullfilled	
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	66 – 67	Fullfilled	
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	64 – 65	Fullfilled	
	401-3 Parental leave	65 – 67	Partly fullfilled	See p.97
Labour/management relations				
GRI 3: Material Topics 2021	3-3 Management of material topics	66	Fullfilled	
GRI 402: Labour/ Management Relations 2016	402-1 Minimum notice periods regarding operational changes	66	Partly fulfilled	See p.97
Occupational health and safety				
GRI 3: Material Topics 2021	3-3 Management of material topics	65 – 66	Fulfilled	
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	65 – 66	Fulfilled	
	403-2 Hazard identification, risk assessment and incident investigation	65 – 66	Partly fulfilled	See p.97
	403-3 Occupational health services	65 – 66	Fulfilled	
	403-4 Worker participation, consultation and communication on occupational health and safety	65 – 66	Partly fulfilled	See p.97
	403-5 Worker training on occupational health and safety	65 – 66	Fulfilled	
	403-6 Promotion of worker health	65 – 66	Fulfilled	
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	–	Omission	See p.97
	403-8 Workers covered by an occupational health and safety management system	65 – 66	Fulfilled	
	403-9 Work-related injuries	65 – 66	Partly Fulfilled	See p.97
	403-10 Work-related ill health	65 – 66	Partly Fulfilled	See p.97

GRI Standard	Disclosure	Page	Fulfilment	Notes
Training and education				
GRI 3: Material Topics 2021	3-3 Management of material topics	61 – 63		
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	61 – 63	Fulfilled	
	404-2 Programmes for upgrading employee skills and transition assistance programmes	61 – 63	Fulfilled	
	404-3 Percentage of employees receiving regular performance and career development reviews	61 – 63	Fulfilled	
Diversity and equal opportunity				
GRI 3: Material Topics 2021	3-3 Management of material topics	60 – 61	Fulfilled	
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	60 – 61	Fulfilled	
	405-2 Ratio of basic salary and remuneration of women to men	60 – 61	Fulfilled	
Non-discrimination				
GRI 3: Material Topics 2021	3-3 Management of material topics	60 – 61	Fulfilled	
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	–	–	No incident reported
Freedom of association and collective bargaining				
GRI 3: Material Topics 2021	3-3 Management of material topics	66	Fullfilled	
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	66	Partly fulfilled	See p.97
Local communities				
GRI 3: Material Topics 2021	3-3 Management of material topics	68 – 70	Fulfilled	
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programmes	68 – 70	Fulfilled	
	413-2 Operations with significant actual and potential negative impacts on local communities	68 – 70	Fulfilled	
Supplier social assessment				
GRI 3: Material Topics 2021	3-3 Management of material topics	83 – 84	Fulfilled	
GRI 414: Supplier Social Assessment 2016	414-1 New suppliers that were screened using social criteria	–	Omission	See p.97
	414-2 Negative social impacts in the supply chain and actions taken	83 – 84	Fulfilled	
Public policy				
GRI 3: Material Topics 2021	3-3 Management of material topics	85	Fulfilled	
GRI 415: Public Policy 2016	415-1 Political contributions	85	Fulfilled	
Customer privacy				
GRI 3: Material Topics 2021	3-3 Management of material topics	71 & 80 – 81	Fulfilled	
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	71 & 80 – 81	Fulfilled	

Corporate Governance

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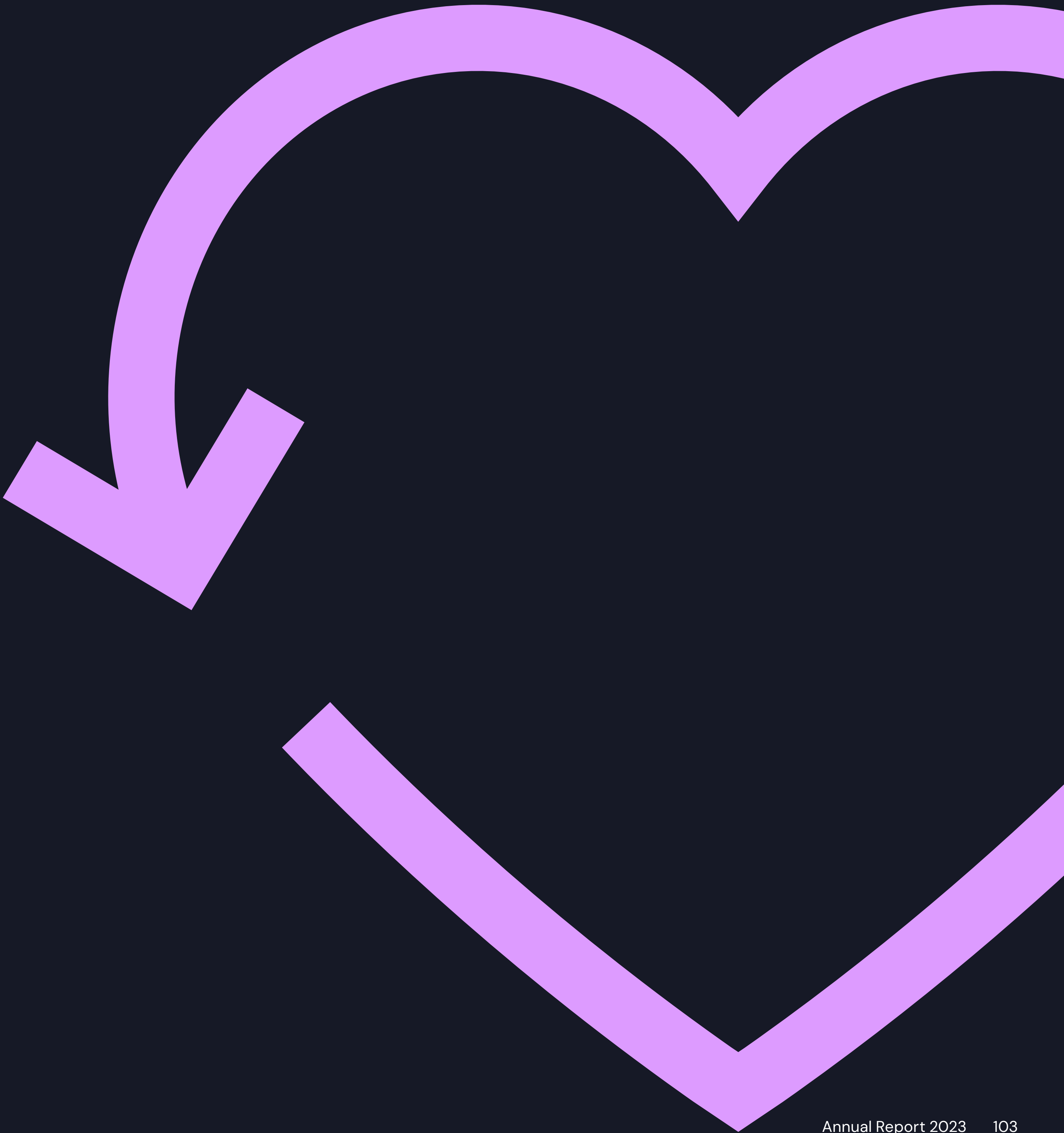

Statement of Corporate Governance

1. Statement of Corporate Governance

Adevinta is subject to corporate governance reporting requirements as defined in the Norwegian Accounting Act, section 3-3b, and the Norwegian Code of Practice for Corporate Governance (the Code). The current edition of the Code was published on 14 October 2021 and is available at www.nues.no. Adevinta's Statement of Corporate Governance follows the structure of the Code and any deviations from the Code are highlighted under each section. Adevinta's Statement of Corporate Governance also includes information on corporate governance, pursuant to the Norwegian Accounting Act, section 3-3b. Adevinta's corporate governance is subject to review and consideration by the Board of Directors of Adevinta and the Statement of Corporate Governance is an integral part of the Board of Directors' report.

2. Adevinta's business

Adevinta's purpose is defined in its Articles of Association as "the operation of digital marketplaces and other types of business related to this. The business of the Company may be operated through participation in other companies." The Articles of Association are presented in full at:

https://adevinta.com/about-adevinta/corporate-governance/articles-of-association.

Adevinta's purpose is to "to help everything and everyone find a new purpose." We believe every house can be a home, every person has a role to play, and every object can live a second life – they only have to find their matching need. This is specified in our corporate vision: "Sustainable commerce shaping a healthy planet and society."

Adevinta's Board of Directors is responsible for defining the objectives, strategies and risk profiles of the Company's business activities, and reviews these annually. Ensuring that the Company considers environmental and societal impacts of business decisions, the Board of Directors is also responsible for adopting plans, targets and strategies for sustainable development, and for overseeing the Company's compliance and ethics programmes, including the implementation and adherence to the Company's policies and procedures. Providing services that empower its users and customers to make economically sound and environmentally sustainable choices is a cornerstone of Adevinta's business. Our marketplaces help our users meet and interact in a safe and reliable way and, by providing a platform for second-hand trading, in an environmentally sustainable manner in accordance with the EU Circular Economy Action Plan and the target to increase the reuse of textiles and products. Adevinta engages with stakeholder groups that are affected by our business. The purpose of such dialogue is to understand the priorities of our stakeholders and ensure that these are reflected in the Company's business and operational strategies.

Our focus on sustainability and the highest possible standards of ethical business conduct depends on good corporate governance. We have an established structure for managing sustainability and compliance matters, where the Board of Directors oversees and governs Adevinta's sustainability performance, the Chief Executive Officer (CEO) has the overall responsibility for Adevinta's sustainability work, and the Chief Financial Officer (CFO) is responsible for the operational performance and reports to the executive management team and Board at least once a year. Our sustainability statement is an integral part of the Board of Directors' report and Adevinta provides information on sustainability in a formal statement in accordance with the Norwegian Accounting Act and Euronext's guidelines for Environmental, Social and Governance (ESG) reporting in a separate section of this annual report. This sustainability statement is approved by the Board of Directors.

Deviations from the Code: none

3. Equity and dividends

Adevinta's Board of Directors ensures that the Company has a capital structure that is appropriate to its objectives, strategy and risk profile. The Board of Directors considers it essential that the Company's shares be perceived as an attractive investment. Accordingly, the Board of Directors has adopted a dividend policy that allows for ongoing investment in the development of Adevinta's business and further growth of the Company's underlying assets, while providing the opportunity for a meaningful return to investors. There have been no dividend payments by the Company since its incorporation on 9 November 2018.

The Annual General Meeting of Adevinta ASA on 29 June 2023 granted the Board of Directors the following authorisations:

Authorisation to buy back shares

At the General Meeting, the following resolution was passed with regard to the main aspects of the authorisation to the board to buy back shares:

(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 a consideration in connection with the acquisition of businesses and/or to improve the Company's capital structure."

Authorisation to increase the Company's share capital

The main aspects of the authorisation to increase the Company's share capital is on the following basis:

(i) The Board of Directors is authorised pursuant to the Public Limited Liability Companies Act § 10-14

(ii) 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.

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

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

(v) 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."

4. Equal treatment of shareholders

In the event that the Board of Directors resolves to increase the Company's share capital and waive the pre-emptive rights of existing shareholders on the basis of a mandate granted to the Board of Directors, the justification shall be publicly disclosed in a stock exchange announcement issued in connection with the increase in the share capital.

The Company's acquisition of its own shares, in accordance with the Board of Directors' authorisation referred to in section 3 of this statement, shall take place in the market at the stock exchange price and in accordance with generally accepted Norwegian stock exchange practices. Acquired shares may be used as settlement for the acquisition of businesses, for the Adevinta share-based incentive schemes and share-saving programmes for the Group's employees, or the improvement of the Company's capital structure.

The share-based incentive schemes will be described in more detail in the Statement of Executive Compensation in the Notice of the Annual General Meeting.

Deviations from the Code: none

5. Shares and negotiability

Adevinta's class A shares are freely transferable.

Following the completion of the Company's acquisition of eBay Classifieds Group, a second class of non-voting shares (class B shares) was created and issued to eBay Inc. as part of the transaction consideration; these shares automatically convert to voting shares upon transfer to a third party. On the terms set out in Adevinta's Articles of Association, the non-voting shares may be converted to ordinary shares by the shareholder upon a notification of conversion delivered to the Company. Although the non-voting shares are convertible into ordinary voting shares (class A shares), the separate class of non-voting shares is a deviation from the Code. The creation of the non-voting shares was based on a competitive commercial agreement with eBay Inc, to act as consideration for the acquisition of the eBay Classifieds Group. The creation of the class of non-voting shares was agreed upon by eBay Inc. and was approved by the shareholders at the Extraordinary General Meeting held on 29 October 2020.

Deviations from the Code: one

6. General meetings

The shareholders exercise the highest authority through the General Meeting.

In 2023, Adevinta held its Annual General Meeting (AGM) on 29 June 2023. Adevinta's next AGM is scheduled to be held no later than 30 June 2024. The Notice of the AGM and documents to be considered will be posted on the Adevinta website prior to the meeting and will be sufficiently detailed and specific to allow shareholders to form a view on all matters to be considered. Shareholders not registered electronically will receive the Notice by post with information on how documents to be considered at the meeting may be downloaded from our website.

The Board Chair and the Chair of the Nomination Committee were present at the AGM on 29 June 2023, and are expected to be present at the AGM in 2024.

At the AGM in 2024, shareholders are expected to be given the opportunity to vote on each item of business to be considered, whether they attend in person or elect to vote by proxy. Shareholders who cannot attend a General Meeting may vote by proxy. More information on how to appoint a proxy and how to propose resolutions for consideration by the meeting will be provided in the Notice of General Meetings and on our website at www.adevinta.com.

Prior to General Meetings, the Board of Directors will consider the complexity and nature of the proposed agenda and whether an independent person shall be proposed to act as Chair of the General Meeting. In the AGM held on 29 June 2023, the Company's legal counsel was elected as Chair of the General Meeting. This is a deviation from the Code's requirement of enabling the shareholders to elect an independent Chair for all General Meetings. The rationale for this is that, unless the matters to be considered at a General Meeting are complex or otherwise of a nature that particularly warrants an independent chair, the Chair of the Board or the Company's legal counsel is considered to be well suited to chair General Meetings.

Deviations from the Code: one

7. The Nomination Committee

The Nomination Committee is governed by the Articles of the Association and an instruction to the Nomination Committee adopted by the General Meeting.

Adevinta's Articles of Association provide that the Nomination Committee shall consist of between three and five members, and that any shareholder holding voting shares representing at least 25% of the total number of voting shares in the Company has the right to appoint and be represented on the Nomination Committee by one representative. Within this range, the number of Nomination Committee members shall be determined by the General Meeting, provided that the General Meeting shall elect a sufficient number of Nomination Committee members to ensure that the majority of the Nomination Committee members at any time are elected by the General Meeting. This was approved by the shareholders at the Extraordinary General Meeting held on 29 October 2020. The members of the Nomination Committee have been selected to take into account the interests of shareholders in general. The majority of the Committee shall be independent of the Board of Directors and the executive personnel. The Nomination Committee does not include any executive personnel or any member of the Company's Board of Directors. The Nomination Committee currently comprises Trond Berger (Chair), Chris Davies, Ole E Dahl, Andrew Kvålseth and Karin Schwab.

Trond Berger, Chris Davies and Ole E Dahl are independent of the Board of Directors and executive personnel. Andrew Kvålseth and Karin Schwab have been appointed directly by, and represent, Schibsted and eBay, respectively.

The Committee's main duty and mandate is to submit a recommendation to the General Meeting for the election and remuneration of Board members, and for the election and remuneration of members of the Nomination Committee, to be determined by the General Meeting. The chair of the Board of Directors shall be elected by the General Meeting.

Deviations from the Code: none

8. Composition of Adevinta's Board of Directors Pursuant to Article 6 of Adevinta's Articles of Association:

(a) The Board of Directors of the Company shall consist of a minimum of five and a maximum of 13 members. Within this range, the number of Directors shall be determined by the General Meeting, provided that the General Meeting shall elect a sufficient number of Directors to ensure that the majority of the Directors at any time are elected by the General Meeting (taking into account the right of large shareholders to directly appoint Directors, as noted below).

(b) Each shareholder, who has a holding of class A shares equal to, or in excess of, the following thresholds, has an individual right by notice to the Company to directly appoint Directors as follows:

(i) Any shareholder holding class A shares representing at least 25% of the total number of class A shares in the Company shall have the right to appoint two Directors; and

(ii) Any shareholder holding class A shares representing at least 10% of the total number of class A shares in the Company shall have the right to appoint one Director.

This appointment right cannot be exercised during the last six calendar weeks prior to the Company's Annual General Meeting. The above was approved by the shareholders at the Extraordinary General Meeting held on 29 October 2020.

The Board of Directors of Adevinta currently consists of 10 members, six of whom were elected by the General Meeting on 29 June 2023 and four of whom were appointed directly by large shareholders exercising their respective rights under the Articles of Association. Each General Meeting-elected Board member is elected for a one-year period. The current Board of Directors includes five women and five men and is compliant with the requirement set forth in section 6-11a of the Public Limited Liability Companies Act, which states that each gender shall be represented with at least 40% of Board members. The composition of the Board of Directors ensures that it can operate independently of any special interest.

The current Board of Directors meets the recommendation set forth in the Code that the majority of shareholder-elected Board members are independent of the Company's executive personnel and material business contacts, and that at least two of the shareholder-elected Board members are independent of the main shareholders. The Board of Directors does not include executive personnel. The Nomination Committee shall prepare a recommendation of candidates for election to the Board of Directors, which will, as far as possible, be distributed to the shareholders along with the Notice of the General Meeting.

The Annual General Meeting elects the Board Chair. According to section 6-1 of the Public Limited Liability Companies Act, the Board of Directors elects the Board Chair if the General Meeting has not done so.

The annual report provides information to illustrate the expertise of the members of the Board of Directors, and information on their record of attendance at Board meetings. It also identifies which members are considered to be independent.

Adevinta encourages share ownership by its Directors.

Deviations from the Code: none

9. The work of the Board of Directors

The Board of Directors delegates the day-to-day management of the Adevinta Group to the Company's CEO and other members of the executive management. At the same time, it monitors the performance of the executive management team. The Board of Directors actively participates in setting Adevinta's corporate strategy, ensuring that the businesses are properly organised, and that adequate governance and control systems are implemented. The Board of Directors also supervises the group's financial performance and sustainability performance, establishes necessary guidelines, including policies and procedures for ethical business practices; and adopts plans and budgets for the businesses. It appoints the CEO and prepares the job requirements, terms and conditions for this position.

The Board of Directors' work is set forth in the Board Instructions, which govern the Board's responsibilities, duties and administrative procedures. The Board Instructions also state the CEO's duties in relation to the Board of Directors.

Pursuant to section 6-27 of the Public Limited Liability Companies Act, the Board Instructions provide that individual Board members may not participate in the discussion of matters in which they, or a closely related party, are deemed to have a major personal or financial interest, or any decision regarding such matters. Each Board member is personally responsible for assessing whether any such circumstances exist, or whether there are any other factors that may, from an objective perspective, affect public confidence in the Board member's independence or that may lead to a conflict of interest in connection with a matter to be considered by the Board of Directors. Such circumstances must be brought to the attention of the Board Chair.

The Board of Directors works on the basis of an annual meeting schedule that is normally agreed upon at the first meeting after the Annual General Meeting. The meeting schedule includes strategic planning, business issues and supervisory activities. The CEO, in consultation with the Board Chair, prepares matters for consideration by the Board.

The Board of Directors has established an Audit & Risk Committee and a Remuneration Committee, which contribute to the thorough preparation and consideration of matters covered by the Committees' respective mandates. The Board of Directors has also established an Integration Committee, which oversaw the integration of the eBay Classifieds Group business into Adevinta. As of the end of 2022, the Integration Committee had transitioned to the Transformation Committee and had been overseeing and supporting the Company verticalisation programme. In response to the potential takeover offer, as announced on 21 November 2023, the Board decided to appoint a Special Committee in order to represent, assess, progress and manage this process on behalf of Adevinta.

Each shareholder with voting shares representing at least 25% of the total number of voting shares has the right to designate at least one representative to each committee of the Board of Directors. The majority of the Directors on each committee, as calculated by voting rights (including deadlock tie-break right), shall, at any time, be Directors elected by the General Meeting.

The Remuneration Committee Charter provides that the Committee shall have at least three members, each of whom shall be appointed by the Board. Additionally, the Committee will be comprised of either: (a) a majority of Directors elected by the General Meeting; or (b) an equal number of Directors elected by the General Meeting and Directors appointed by shareholders, provided that the Chair of the Committee: (A) is a Director elected by the General Meeting; and (B) has the right to cast two votes, while each other member shall only have the right to cast a single vote.

The Remuneration Committee is chaired by Board Chair Orla Noonan, and its other members are Aleksander Rosinski, Sophie Javary and Mark Solomons. Orla Noonan and Sophie Javary are considered independent from Adevinta's main shareholders, whereas Aleksander Rosinski and Mark Solomons are not considered independent as they are representatives of Schibsted and eBay, respectively. The Chief People and Communications officer, and CEO attend committee meetings apart from those at which remuneration of these individuals is considered. The Remuneration Committee prepares matters relating to the remuneration of the CEO, Executive Directors and executive management among other matters, including the preparation of a policy on remuneration of executives and an annual report on remuneration (Remuneration Policy and Remuneration Report) awarded in accordance with the Norwegian Public Limited Liability Companies Act sections § 6-16a and b.

The Audit and Risk Committee Charter provides that the Committee shall have, at least, three members, each of whom shall be appointed by the Board. Additionally, the quorum necessary for the transaction of business shall be three members, and must include a majority of the Directors elected by the General Meeting of the Company calculated by way of the voting power of the members present. Each Committee member has one vote in respect of any matters to be determined by the

Committee, subject to the Committee Chair having an additional vote in the event of a deadlock. The Audit & Risk Committee is chaired by Fernando Abril-Martorell Hernández and its other members are Aleksander Rosinski, Julie Simpson and Julia Jäkel. All four members are considered independent of Adevinta's executive management. Fernando Abril-Martorell Hernández and Julia Jaekel are considered independent from Adevinta's main shareholders, whereas Aleksander Rosinski and Julie Simpson are not considered independent as they are representatives of Schibsted and eBay, respectively. The CFO is management's main representative in the Audit & Risk Committee and attends all its meetings. The external auditor attends Audit & Risk Committee meetings when matters within the external auditors' area of responsibility are considered. The Audit & Risk Committee prepares the processes of the Board of Directors for quality assurance of financial reports. The committee monitors the Group's internal control and risk management for financial reporting, and reviews and monitors the external auditor's work and independence.

The Integration and Transformation Committee Charter provides that each member of the Committee shall be appointed by the Board. The Committee Chair must be a Director who has been elected by the general meeting of the Company. Additionally, a quorum necessary for the transaction of business shall be three members, and must include a majority of the Directors elected by the general meeting of the Company calculated by way of the voting power of the members present. The Integration and Transformation Committee is currently chaired by Michael Nilles and its other members are Aleksander Rosinski, Mark Solomons and Dipan Patel, who delegates attendance to Stefan Dziarski. Michael Nilles is considered independent from Adevinta's main shareholders, whereas Aleksander Rosinski and Mark Solomons are not considered independent. The CEO and COO attend Integration and Transformation Committee meetings. By the end of 2022, the Integration Committee transitioned to a Transformation Committee in order to continue supporting the integration of the eBay Classifieds business into Adevinta and to monitor the verticalisation programme of the Company.

In light of the voluntary offer to acquire all issued and outstanding ordinary A shares in Adevinta announced on 21 November 2023 and its expected completion during the second quarter of 2024, the Board of Directors will not conduct an evaluation of its qualifications, experience and performance for 2023. Normally, the Board of Directors conducts this evaluation and the results of the evaluation are submitted to the Nomination Committee as the basis for the Nomination Committee's assessment of the Board of Directors' work. The Nomination Committee performs additional assessments of the Board members through interviews conducted with individual Directors. Even if the assessment is not being made, the Board considers itself to work well and that its members have complementary expertise and experience.

In 2023, the Adevinta Board of Directors held 12 meetings in total. The attendance record regarding Board and Committee meetings is set out in the table below.

Deviations from the Code: one

Attendance

Directors	Board of Directors	Audit & Risk Committee	Remuneration Committee	Integration & Transformation Committee
Orla Noonan	12/12	–	7/7	–
Kristin Skogen Lund	12/12	–	1/1	–
Sophie Javary	12/12	–	7/7	–
Fernando Abril-Martorell Hernández	11/12	8/8	–	–
Peter Brooks-Johnson[1]	5/6	–	–	4/4
Aleksander Rosinski	12/12	7/8	6/6	7/8
Marie Oh Huber[2]	5/5	–	2/2	–
Julie Simpson[3]	6/6	4/4	–	–
Mark Solomons	12/12	4/4	5/7	8/8
Julia Jäkel	11/12	7/8	–	–
Michael Nilles	12/12	–	–	7/8
Dipan Patel	11/12	–	–	–[4]

1 Peter Brooks-Johnson ceased his role as a Board member on 29 June 2023.
2 Marie Oh Huber ceased her role as a Board member in April 2023.
3 Julie Simpson was appointed director in April 2023.
4 Dipan Patel delegates attendance to Riccardo Basile or Stefan Dziarski who attended 8/8.

10. Risk management and internal control

Adevinta is currently undergoing transformation, both operationally and strategically. In order to achieve its purpose, mission and vision, it is important that a strong foundation of Enterprise Risk Management (ERM) is in place to understand the threats that could impact the Company and the opportunities available to the Company, and to enable Adevinta to respond accordingly.

Risk management has been a high priority at Adevinta since the first risk management framework was approved by the Board of Directors in 2020. With the integration of eBay Classifieds Group in 2021, Adevinta reviewed the ERM framework to ensure it is fit for purpose and serves the needs of the new combined organisation. The revised framework was approved by the Audit and Risk Committee in April 2022 and means Adevinta is better equipped to meet the strategic goals of the business, defining a holistic and coordinated approach to manage risks by:

- Establishing clear roles and responsibilities for risk governance, risk management, risk reporting and the oversight thereof
- Having a consistent end-to-end process for managing risk
- Complying with the risk management requirements set out in the Norwegian Code of Practice for Corporate Governance and other legal/regulatory requirements

The ERM framework is reviewed on an annual basis to ensure risk management processes are aligned with upcoming leading practices in this field and future operational changes. With the implementation of the new verticalised organisational structure, the framework will be reviewed during 2024 to include risk management roles and responsibilities under the new operating model (e.g. Vertical/Functions Governance bodies and responsibilities for Vertical/Functions Risk Champions).

To complement the ERM framework, and to better respond to and address significant changes to the global risk and regulatory landscape in years to come, Adevinta is planning to set the foundations of an Integrated Control Framework in 2024 expanding the coverage of controls and assurance work outside of existing internal control frameworks (ICFR, IT and Cyber). This framework will complement the risk assessment process by providing an additional bottom-up perspective based on an in-depth assessment of the organisation's core operations, enhancing current risk management practices and driving efficiencies and coordination across the organisation.

Biannual, top-down risk assessments were submitted in 2023 to the Audit and Risk Committee, identifying the most important risks that could pose a threat to Adevinta achieving its strategic objectives, alongside risk deep dives into specific strategic risks (e.g. Talent, Verticalisation, ESG and Artificial Intelligence). These top-down exercises are complemented by bottom-up assessments performed on an annual basis, with the aim of understanding the risks that could impact the strategic enablers in each of the central functions/marketplaces.

Internal audit

In 2023, Adevinta initiated internal audit activities with the aim of providing independent challenge and assurance over the design and effectiveness of key controls within the organisation. These activities were provided by an external party to guarantee independence and objectivity.

The mission of Adevinta's internal audit is to enhance and protect corporate value and help Adevinta accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and key control processes.

To underline the independence and objectivity, the Head of Internal Audit reports directly to the Audit & Risk Committee and maintains an open line of communication with the Chairman of the Audit & Risk Committee. Internal Audit can provide solicited and unsolicited advice towards the Board of Directors and the Audit & Risk Committee. Audits performed in 2023 are in the areas of Procurement, M&A, Sales Systems, Data Privacy, Talent Access & Retention and ESG strategy implementation.

Financial reporting

Management periodically submits status reports to the Board of Directors to assist in monitoring and controlling the Group's operations. These reports include items such as financial reporting of the Group's key figures and the status of significant business activities. Quarterly and annual financial statements are reviewed by the Audit and Risk Committee and the full Board of Directors. Adevinta's Group Accounting Department prepares the Group's financial statements and ensures compliance with current accounting standards and legislation.

Deviations from the Code: none

11. Remuneration of the Board of Directors

The Annual General Meeting determines the remuneration of the Board members based on a recommendation from the Nomination Committee. The remuneration reflects the Board members' responsibility, expertise, time commitment and the complexity of the Company's activities, and is not linked to the Group's performance. During the period under review, no options were issued to Board members. None of the Board members have accepted any specific assignments for Adevinta.

Deviations from the Code: none

12. Remuneration of executive personnel

The Board has established guidelines for the remuneration of members of the executive management. These guidelines are submitted for approval by the Annual General Meeting of shareholders (Remuneration Policy) in the event of any substantial change and at least any fourth year.

The Remuneration Committee reviews and approves the remuneration packages (including, where appropriate, bonuses, incentive payments, share-based incentive schemes and post-retirement benefits) for the CEO and each of the CEO's direct reports, based on the guidelines set out in the Remuneration Policy. The annual Remuneration Report gives an account of the remuneration awarded in light of the main principles of Adevinta's executive remuneration policy, including the scope and organisation of bonus schemes and incentive programmes. The Remuneration Committee has assessed the incentive programme and has concluded that it ensures alignment of the financial interests of the executive personnel and the shareholders. The Remuneration Report is submitted to the Annual General Meeting for endorsement annually and made available to the shareholders on Adevinta's website when the Notice of the Annual General Meeting is issued.

Deviations from the Code: none

13. Information and communication

Adevinta has an investor relations policy that provides a framework for communicating with shareholders outside the General Meeting. The Investor Relations Department maintains regular contact with shareholders, potential investors, analysts and other financial stakeholders to ensure that they have access to relevant and accurate information, including Adevinta's share price.

Subject to the specific information rights that were granted to eBay and Schibsted in connection with Adevinta's acquisition of the eBay Classifieds Group, all shareholders and other financial stakeholders are treated equally with regard to access to financial information.

In addition to certain restrictions and rights pertaining to the shares themselves, the liquidity and information rights agreement entered into on 25 June 2021 between the Company, eBay Inc (and certain of its subsidiaries) and Schibsted ASA, grants eBay and Schibsted certain information rights in respect of Adevinta.

Pursuant to this agreement, Adevinta has agreed to provide Schibsted and eBay with reasonable access to management and information in connection with a sale of shares in the Company, as well as providing customary representations and warranties on a non-recourse basis, and otherwise cooperating with the selling shareholder and the potential acquirer, to the extent permitted by applicable law.

Further, for as long as eBay, Schibsted or any of their respective affiliates are required to include Adevinta financial information in their own regulatory filings, Adevinta has agreed to (a) provide them with its annual and quarterly financial statements as promptly as practicable after they are provided to the Board and in any event reasonably in advance of the date on which such shareholder or its affiliate is required to make regulatory filings containing Adevinta's financial information; and (b) provide reasonable assistance and any required additional information to such shareholder or its affiliate in connection with their financial reporting and compliance requirements relating to their respective investments in Adevinta, including, in the case of eBay Inc. and its affiliates, assisting on a timely basis in the conversion of Adevinta's financial statements to U.S. GAAP, in each case provided that Adevinta and the relevant shareholder shall agree Adevinta's reporting schedule for each fiscal year, which shall take into account the parties' reporting obligations and timelines.

Further, to the extent not prohibited by Norwegian law, Adevinta has agreed to grant permission to the appointees of eBay and Schibsted on the Board to provide, and Adevinta shall use reasonable best efforts to itself provide eBay and Schibsted with (a) prompt notice of any developments in Adevinta's business which would reasonably be expected to have a material impact on Adevinta or Adevinta's share price; and (b) at least ten days' prior notice before Adevinta enters into a binding agreement with respect to a sale to a third party of all, or substantially all, of the equity or assets of Adevinta, including by means of a merger, consolidation, recapitalisation or any other means, or any transaction that would result in a change of control of Adevinta. eBay and Schibsted will be subject to customary confidentiality and non-trading obligations with respect to any such information received.

The information rights and other terms of the information and liquidity rights agreement were entered into in connection with the acquisition of the eBay Classifieds Group and were subject to commercial negotiation and terms. This was approved by the shareholders at the Extraordinary General Meeting held on 29 October 2020. On this basis, and considering that Schibsted and eBay are major stakeholders in Adevinta, we do not deem this to be an unreasonable deviation from the Code and the rules of equal treatment.

Adevinta's annual reports and quarterly releases contain extensive information on the various aspects of the Company's activities and financial performance. The quarterly presentations are webcast and accessible via the Adevinta website, along with the quarterly and annual reports, as well as other relevant presentations. Adevinta's financial calendar is published on the Adevinta website.

Deviations from the Code: one

14. Takeovers

The Board of Directors has defined guidelines for takeover bids reflecting the requirements of the Code. In the event of a takeover bid being made for Adevinta, the Board of Directors shall follow the overriding principle of equal treatment for all shareholders and shall seek to ensure that Adevinta's business activities are not disrupted unnecessarily. The Board of Directors shall strive to ensure that shareholders are given sufficient information and time to review any offer, and shall not take measures intended to protect the personal interests of individual Board members at the expense of shareholders' interests. The Board of Directors shall not seek to prevent any takeover bid, unless it believes that the interests of the Company and the shareholders justify such actions. In addition, it shall not exercise mandates or pass any resolutions with the intention of obstructing any takeover bid, unless this is approved by the General Meeting following the announcement of the bid. If a takeover bid is made, the Board of Directors shall issue a statement with a recommendation as to whether the shareholders should accept such a bid or not in accordance with the Norwegian Securities Trading Act.

Deviations from the Code: none

15. Auditor

The external auditor presents the main features of the annual audit plan to the Audit & Risk Committee. The external auditor participates in Board meetings where the Company's financial statements are discussed. The external auditor reports on material changes in the Company's accounting principles and key aspects of the audit, comments on material estimated accounting figures, reports material matters on which the auditor and management disagree, and presents identified weaknesses in, and suggested improvements to, the Company's internal controls. The Board of Directors has established guidelines for non-auditing work performed by the external auditor. The use of non-audit services performed by the external auditor is subject to prior approval as defined by the Audit & Risk Committee. Any non-auditing work performed by the external auditor must be approved by the Audit & Risk Committee to ensure that the fees paid to the auditor and/or its audit firm relating to non-audit services shall not exceed 70% of the average Group audit fees paid in the last three consecutive years.

Details of the Company's use and remuneration of the external auditor for auditing and non-auditing services are disclosed in note 30 of the consolidated financial statements. The Audit & Risk Committee reviews the use of non-audit services and has assessed the amount of non-audit services provided by the external auditor, which are found to meet the requirements in the Auditing and Auditors Act and guidelines from the Financial Supervisory Authority of Norway.

Deviations from the Code: none.

16. Guidelines for equality and diversity

Adevinta has implemented guidelines for equality and diversity for the composition of the Board of Directors, Board Committees and the executive management. The guidelines include gender, age, nationality and educational and professional background as the current focus areas for increasing diversity in the management of the Company.

The Board of Directors currently consists of five women and five men, and the executive management currently consists of two women and six men. The members of the Board of Directors are between 40 and 60 years of age, and the members of the executive management team are between 40 and 55 years of age.

The members of the Board have professional backgrounds from sectors including engineering, business and administration, economics and banking, and are from Norway, France, the US, Germany and Spain. The members of the executive management team have professional backgrounds in finance, business, law, product and technology and human resources, and are from France, Germany, the UK, Spain and Australia.

The following target has been set:

- By 2024, at least 40% of the members of the executive management are women

The status on the implementation of the guidelines and the targets for 2024 will be reported in 2025.

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Consolidated income statement

for the year ended 31 December

€ million	Note	2023	2022
Revenues	6	**1,826**	**1,644**
Personnel expenses	14	(526)	(483)
Other operating expenses	13	(649)	(613)
Gross operating profit (loss)		**651**	**548**
Depreciation and amortisation	19,20	(300)	(300)
Share of profit (loss) of joint ventures and associates	9	(108)	(121)
Impairment loss	11	(147)	(1,722)
Other income	16	17	37
Other expenses	16	(134)	(149)
Operating profit (loss)		**(21)**	**(1,707)**
Financial income	17	40	54
Financial expenses	17	(111)	(103)
Profit (loss) before taxes		**(91)**	**(1,756)**
Taxes	27	(40)	(10)
Profit (loss) from continuing operations		**(131)**	**(1,767)**
Profit (loss) from discontinued operations	10	**(3)**	**(57)**
Profit (loss) for the period		**(134)**	**(1,824)**
Profit (loss) attributable to:			
Non-controlling interests	8	8	8
Owners of the parent		(142)	(1,832)
Earnings per share in €:			
Basic	18	(0.12)	(1.50)
Diluted	18	(0.12)	(1.50)
Earnings per share for continuing operations in €:			
Basic	18	(0.11)	(1.45)
Diluted	18	(0.11)	(1.45)

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of comprehensive income

for the year ended 31 December

€ million	Note	2023	2022
Profit (loss)		**(134)**	**(1,824)**
Remeasurements of defined benefit pension liabilities	26.2.2	(2)	2
Income tax relating to remeasurements of defined benefit pension liabilities		0	(0)
Change in fair value of financial instruments	4	(10)	(7)
Income tax related to change in fair value of financial instruments		2	(2)
Items not to be reclassified subsequently to profit or loss		**(9)**	**(7)**
Exchange differences on translating foreign operations		22	31
Net gain/(loss) on cash flow hedges	21.5	(5)	19
Income tax related to cash flow hedges		1	(5)
Items to be reclassified subsequently to profit or loss		**18**	**45**
Other comprehensive income		**9**	**37**
Comprehensive income		**(125)**	**(1,787)**
Comprehensive income attributable to:			
Non-controlling interests		8	6
Owners of the parent		(134)	(1,793)

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of financial position

as of 31 December

€ million	Note	31 December 2023	31 December 2022
Intangible assets	19	10,563	10,880
Property, plant and equipment	20	22	28
Right-of-use assets	28	78	68
Investments in joint ventures and associates	9	273	366
Deferred tax assets	27	3	3
Non-current financial assets	21	180	239
Other non-current assets	23	22	15
Non-current assets		**11,141**	**11,599**
Income tax receivable	27	13	12
Contract assets	22	45	39
Trade receivables	22	202	157
Other current financial assets	21	46	52
Other current assets	23	94	55
Cash and cash equivalents	29	57	70
Current assets		**456**	**385**
Total assets		**11,598**	**11,984**
Paid-in equity	24	9,131	9,135
Other equity	24	(732)	(601)
Equity attributable to owners of the parent		**8,399**	**8,534**
Non-controlling interests	8	16	14
Equity		**8,415**	**8,548**
Deferred tax liabilities	27	656	757
Non-current interest-bearing borrowings	21	1,771	2,183
Non-current lease liabilities	28	65	58
Other non-current financial liabilities	21	3	4
Other non-current liabilities	25	20	25
Non-current liabilities		**2,515**	**3,026**
Current interest-bearing borrowings	21	9	9
Income tax payable	27	80	3
Current lease liabilities	28	21	20
Contract liabilities	22	71	66
Other current financial liabilities	21	72	47
Other current liabilities	25	415	265
Current liabilities		**668**	**410**
Total equity and liabilities		**11,598**	**11,984**

The accompanying notes form an integral part of these consolidated financial statements.

18 April 2024

Adevinta ASA's Board of Directors and CEO

Orla Noonan
Board Chair

Fernando Abril-Martorell Hernández
Board member

Kristin Skogen Lund
Board member

Sophie Javary
Board member

Aleksander Rosinski
Board member

Julia Jäkel
Board member

Michael Nilles
Board member

Mark Solomons
Board member

Dipan Patel
Board member

Julie Simpson
Board member

Antoine Jouteau
CEO

Consolidated statement of cash flows

for the year ended 31 December

€ million	Note	2023	2022
CASH FLOW FROM OPERATING ACTIVITIES			
Profit (loss) before taxes from continuing operations		(91)	(1,756)
Profit (loss) before taxes from discontinued operations		(3)	(28)
Profit (loss) before taxes		**(94)**	**(1,785)**
Depreciation, amortisation and impairment losses	11,19,20	447	2,054
Share of loss (profit) of joint ventures and associates	9	108	121
Dividends received from joint ventures and associates	9	3	3
Taxes paid		(54)	(60)
Sales losses (gains) on non-current assets and other non-cash losses (gains)		(6)	(23)
Accrued share-based payment expenses	15	44	33
Unrealised foreign exchange losses (gains)		(8)	(28)
Net interest expense and other financial expenses		78	77
Interest and other financial income received		7	2
Interest and other financial expense paid		(84)	(78)
Other non-cash items and changes in working capital and provisions[1]		26	37
Net cash flow from operating activities		**467**	**352**
Development and purchase of intangible assets and property, plant & equipment	19,20	(120)	(89)
Acquisition of subsidiaries, net of cash acquired	10,29	(4)	(11)
Proceeds from sale of intangible assets and property, plant & equipment		1	–
Proceeds from sale of subsidiaries, net of cash sold	10,29	68	12
Net sale of (investment in) other shares		(5)	(8)
Net change in other investments		(3)	5
Net cash flow from investing activities		**(64)**	**(92)**
Net cash flow before financing activities		**403**	**259**
Repayment of interest-bearing loans and borrowings	21	(387)	(321)
Purchase of treasury shares	24	–	(79)
Lease payments	28	(22)	(19)
Dividends paid to non-controlling interests		(7)	(10)
Net cash flow from financing activities		**(416)**	**(429)**
Effects of exchange rate changes on cash and cash equivalents		0	(1)
Net increase (decrease) in cash and cash equivalents		**(13)**	**(170)**
Cash and cash equivalents at start of period		70	231
Cash and cash equivalents attributable to assets held for sale at start of period		–	9
Cash and cash equivalents at end of period	**29**	**57**	**70**

[1] Changes in working capital and provisions consist of changes in trade receivables, other current receivables, trade payables, other liabilities, accruals and provisions.

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

€ million	Note	Share capital	Other paid-in equity	Hedging reserve	Retained earnings	Foreign currency transl. reserve	Share-holders' equity	Non-controlling interests	Total
Equity as at 1 January 2022		**9,036**	**139**	**3**	**1,321**	**(131)**	**10,368**	**18**	**10,385**
Profit (loss) for the period		–	–	–	(1,831)	(1)	(1,832)	8	(1,824)
Other comprehensive income		–	–	14	(7)	31	38	(1)	37
Total comprehensive income		**–**	**–**	**14**	**(1,838)**	**30**	**(1,793)**	**6**	**(1,787)**
Share-based payments	15	–	13	–	0	–	13	–	13
Dividends paid to non-controlling interests	8	–	–	–	–	–	–	(10)	(10)
Change in treasury shares	24	–	(53)	–	–	–	(53)	–	(53)
Total transactions with the owners		**–**	**(40)**	**–**	**0**	**–**	**(40)**	**(10)**	**(50)**
Equity as at 31 December 2022		**9,036**	**99**	**17**	**(517)**	**(101)**	**8,534**	**14**	**8,548**
Profit (loss) for the period		–	–	–	(142)	–	(142)	8	(134)
Other comprehensive income		–	–	(4)	(9)	22	9	–	9
Total comprehensive income		**–**	**–**	**(4)**	**(152)**	**22**	**(134)**	**8**	**(125)**
Share-based payments	15	–	(18)	–	3	–	(14)	–	(14)
Dividends paid to non-controlling interests	8	–	–	–	–	–	–	(7)	(7)
Change in treasury shares	24	–	13	–	–	–	13	–	13
Total transactions with the owners		**–**	**(4)**	**–**	**3**	**–**	**(1)**	**(7)**	**(8)**
Equity as at 31 December 2023		**9,036**	**95**	**13**	**(665)**	**(79)**	**8,399**	**16**	**8,415**

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the consolidated financial statements

31 December 2023

General information and significant changes in the current reporting period

Note 1	General information and significant changes in the current reporting period

Basis of preparation and other material accounting policies

Note 2	Basis for preparing the consolidated financial statements, summary of other material accounting policies and new and amended standards adopted by the group
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Notes to the consolidated financial statements continued

Note 1: General information and significant changes in the current reporting period

The Adevinta Group (or "the Group" or "Adevinta") was established 9 April 2019. Adevinta ASA is a public limited company and its offices are located in Grensen 5, Oslo in Norway. The shares of Adevinta ASA are listed on the Oslo Stock Exchange. The major shareholders as at 31 December 2023 are Schibsted, eBay and Permira holding 30%, 30% and 12% of voting rights, respectively (note 24). None of the parties have control over Adevinta Group.

On 21 November 2023, a voluntary offer (the "Offer") was announced by Aurelia Bidco Norway AS (the "Offeror") to acquire all issued and outstanding ordinary A shares (the "Shares") in the company. The Offer was announced by Permira and Blackstone on behalf of funds advised by Permira Advisers LLP and funds advised by The Blackstone Group International Partners LLP, as well as General Atlantic and TCV. Pursuant to the Offer, the consideration for Shares tendered will, at the election of accepting shareholders, be settled with NOK 115.0 per Share in cash, in depository receipts with indirect exposure to the Offeror, or as a combination of cash and such depository receipts, subject to certain limitations. The complete terms and conditions of the Offer are set out in an Offer document published by the Offeror and approved by the Oslo Stock Exchange on 22 December 2023. For further information on the outcome of the Offer, please see Note 32. For further information on the Offer, visit: www.abgsc.com.

Adevinta is the world's largest online classifieds company (excluding China) based on revenues generated from online classifieds listings and advertisements, operating digital marketplaces in 10 countries. Key markets include Germany, France, Spain, Benelux, Italy, Brazil and Canada. In addition, in 2023 business was carried out in Austria, Ireland and Hungary. Changes in the composition of the Group during the period are described in note 10 and the business areas are described in note 5.

Significant changes in the current reporting period

The financial position and performance of Adevinta was particularly affected by the following events and transactions during the reporting period:

- Strong performance in EU5 markets (Germany, France, Spain, Benelux and Italy) resulting in 11% revenue growth (note 5) and 19% in gross operating profit.
- Revised growth trajectory for the JV in Brazil resulted in an impairment loss of €(90) million (note 9).
- The projected cash flows for the Canadian business have been adjusted downwards to reflect increased competition and negative impacts from the roll-out of a new mobile application in 2023 which resulted in an impairment loss of €(146) million (note 11).
- The Offer triggered the change in the expected manner of settlement from shares to cash on a pro-rata basis for most of the company's share-based awards, resulting in an increase in liabilities of €43 million with a corresponding increase in personnel costs of €(2) million (note 15) and decrease in equity of €(41) million. The Offer also triggered additional external expenses of €(24) million (note 16).
- Adevinta continued reshaping its operations pursuant to acquisition of eBay Classifieds Group (eCG) in 2021. Integration of eCG required €(69) million of additional expenses. Rebranding eBay Kleinanzeigen to Kleinanzeigen triggered rebranding costs of €(15) million. The project to verticalise Adevinta's operations based on three key pillars: Re-Commerce, Mobility, and Real Estate & Emerging Verticals triggered additional expenses of €(22) million (note 16).

The consolidated financial statements including notes for Adevinta ASA for the year 2023 were approved by the Board of Directors on 18 April 2024 and will be proposed to the Annual General Meeting in June 2024.

Note 2: Basis for preparing the consolidated financial statements, summary of other material accounting policies and new and amended standards adopted by the group

Compliance with IFRS

The consolidated financial statements of the Group are prepared and presented in accordance with IFRS Accounting Standards as adopted by the EU.

Basis of preparation

The consolidated financial statements have been prepared based on a historical cost basis, with the exception of:

- certain financial assets and liabilities (including derivative instruments) measured at fair value; and
- assets held for sale measured at the lower of carrying amount and fair value less costs to sell.

The material accounting policies that have been applied are disclosed in relevant notes to the consolidated financial statements.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

All amounts are in € million unless otherwise stated. Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided.

EBITDA is defined as earnings before other income and expenses, impairment, joint ventures and associates, interest, tax and depreciation and amortisation. The measure equals gross operating profit (loss). Please see the Definitions and Reconciliations section for additional details.

New and amended standards adopted by the Group

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2023.

- Disclosure of accounting policies – Amendments to IAS 1 and IFRS Practice Statement 2

The amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their "significant" accounting policies with a requirement to disclose their "material" accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosure of accounting policy information, but not on the measurement, recognition or presentation of any items in the Group's financial statements. The Group has tailored the accounting policy information by focusing on entity-specific information while avoiding standardised accounting policy information that only duplicates requirements in IFRS.

- International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12

The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The amendments have had an impact on the Group's disclosures, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

Notes to the consolidated financial statements continued

Note 2: Basis for preparing the consolidated financial statements, summary of other material accounting policies and new and amended standards adopted by the group continued

Other IFRS amendments applied for the first time for the annual reporting period commencing 1 January 2023 did not have any impact on the amounts recognised in prior periods, have not had a significant impact in the current period nor are expected to significantly affect the future periods.

New standards and interpretations not yet adopted

The Group's intention is to adopt relevant new and amended standards and interpretations as adopted by the IASB when they become effective before the consolidated financial statements are issued. Adevinta has not early adopted any standard, interpretation or amendment that has been issued, but is not yet effective. It is not expected that any already issued new and amended standards and interpretations, not yet effective, will have any significant impact on the consolidated financial statements of the Group when implemented.

Classification of assets and liabilities

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period

Or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period

Or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Consolidation principles

The consolidated financial statements include the parent Adevinta ASA and all subsidiaries, presented as a single economic entity. Intercompany transactions, balances and unrealised gains on transactions between group companies have been eliminated.

Subsidiaries are all entities controlled, directly or indirectly, by Adevinta ASA. The Group controls an entity when it is exposed to, or has rights to, variable returns from the involvement with the entity and has the ability to affect those returns through power over the entity. Power over an entity exists when the Group has existing rights that give it the current ability to direct the activities that significantly affect the entity's returns.

Generally, there is a presumption that a majority of voting rights results in control. The Group considers all relevant facts and circumstances in assessing whether control exists, including contractual arrangements and potential voting rights to the extent that those are substantive.

Subsidiaries are included in the consolidated financial statements from the date Adevinta ASA effectively obtains control of the subsidiary (acquisition date) and until the date Adevinta ASA ceases to control the subsidiary.

Note 2: Basis for preparing the consolidated financial statements, summary of other matrial accounting policies and new and amended standards adopted by the group continued

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in euros (€), which is Adevinta ASA's functional and presentation currency.

Foreign currency transactions are translated into the entity's functional currency on initial recognition by using the spot exchange rate at the date of the transaction. At the reporting date, assets and liabilities are translated from foreign currency to the entity's functional currency by:

- translating monetary items using the exchange rate at the reporting date;
- translating non-monetary items that are measured in terms of historical cost in a foreign currency using the exchange rate at the transaction date; and
- translating non-monetary items that are measured at fair value in a foreign currency using the exchange rate at the date when the fair value was determined.

Exchange differences arising on the settlement of, or on translating monetary items not designated as, hedging instruments are recognised in profit or loss in the period in which they arise. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss.

Foreign operations are included in the consolidated financial statements by consolidation or the equity method, the results and financial position are translated from the functional currency of the foreign operation into € (the presentation currency). Assets and liabilities are translated at the closing rate at the reporting date and income and expenses are translated monthly at the average exchange rates for the month and accumulated. Resulting exchange differences are recognised in other comprehensive income until the disposal of the foreign operation.

Exchange rates are quoted from Norges Bank (norges-bank.no), which is Norway's central bank.

Goodwill and fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of a foreign operation are treated as assets and liabilities of that foreign operation. They are therefore expressed in the functional currency of the foreign operation and translated at the closing rate at the reporting date.

Note 3: Significant accounting judgments and major sources of estimation uncertainty

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Management also needs to exercise judgement in applying the Group's accounting policies. The most important areas where judgments and estimates are having an impact are listed below. Detailed information of these estimates and judgements is included in the relevant notes.

Significant estimates:

- Calculation of value in use in testing for impairment of goodwill and other intangible assets (note 11)
- Fair value of share-based awards (note 15)
- Useful lives of the intangible assets (note 19)

Notes to the consolidated financial statements continued

Note 3: Significant accounting judgments and major sources of estimation uncertainty continued
Significant judgements:

- Principal/agent assessment for transactional services provided (note 6)
- Expected manner of settlement of share-based awards and accounting approach for changes in the expected manner of settlement (note 15)
- Classification of other income and expenses as not being considered by management to be reliable indicators of underlying operations (note 16)
- Capitalisation of development costs (note 19)
- Recognition of deferred tax assets for tax losses carried forward (note 27)

Note 4: Fair value measurement

Fair value of financial instruments is based on quoted prices at the reporting date in an active market if such markets exist. If an active market does not exist, fair value is established by using valuation techniques that are expected to provide a reliable estimate of the fair value. The fair value of listed securities is based on current bid prices. The fair value of unlisted securities is based on cash flows discounted using an applicable risk-free market interest rate and a risk premium specific to the unlisted securities. Fair value of forward contracts is estimated based on the difference between the spot forward price of the contracts and the closing rate at the reporting date. The forward rate addition and deduction is recognised as interest income or interest expense. Fair value of interest and currency swaps is estimated based on discounted cash flows, where future interest rates are derived from market-based future rates.

Changes in fair value recognised in other comprehensive income are presented in “Changes in fair value of financial instruments” or in “Net gain/(loss) on cash flow hedges” line items. Changes in fair value recognised in profit or loss are presented in “Financial income” and “Financial expenses” line items.

Financial assets and liabilities measured at fair value are classified according to the reliability of the inputs used in determining fair value:

Level 1: Valuation based on quoted market prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuation based on inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

Note 4: Fair value measurement continued

Adevinta's financial assets (positive amounts) and liabilities (negative amounts) measured at fair value, analysed by valuation method:

31 December 2023	Level 2	Level 3	Total
Cross-currency interest rate swap (note 21.5)	16	–	16
Equity instruments at fair value through OCI (note 21.3)	–	26	26
Contingent consideration related to business combinations (note 21.6)	–	(5)	(5)

31 December 2022	Level 2	Level 3	Total
Cross-currency interest rate swap (note 21.5)	66	–	66
Equity instruments at fair value through OCI (note 21.3)	–	33	33
Contingent consideration related to business combinations (note 21.6)	–	(6)	(6)

Specific valuation techniques used to value financial instruments include:

- for interest rate swaps – the present value of the estimated future cash flows based on observable yield curves
- for foreign currency forwards – the present value of future cash flows based on the forward exchange rates at the reporting date.

Changes in level 3 instruments:

	2023	2022
Net carrying amount 1 January	27	26
Additions	6	7
Disposals	(3)	(3)
Settlements	2	4
Changes in fair value recognised in other comprehensive income	(10)	(7)
Change in fair value recognised in profit or loss	–	–
Net carrying amount 31 December	**21**	**27**

Significant unobservable inputs used in level 3 fair value measurements for unlisted equity securities were based on the results of the new financing rounds offered to third parties.

Notes to the consolidated financial statements continued

Note 5: Operating segments

Policy

The operating segments correspond to the management structure and the internal reporting to the Group's chief operating decision maker, identified as the CEO. The operating segments reflect an allocation based on geographical location.

The reportable segments are France, mobile.de, European Markets and International Markets as reportable operating segments.

- France comprises primarily Leboncoin, Agriaffaires, MachineryZone, Truckscorner, Avendrealouer, Videdressing, Locasun, PayCar and Groupe Argus.
- Mobile.de comprises mobile.de and Null-Leasing in Germany.
- European Markets comprises primarily Kleinanzeigen (2022: eBay Kleinanzeigen, see note 16) in Germany, Markplaats, 2ememain and 2dehands in Benelux, InfoJobs, Coches, Motos, Fotocasa, Habitaclia and Milanuncios in Spain, Subito, Infojobs and Automobile in Italy, Daft, Done Deal and Adverts in Ireland, Hasznaltauto, Jofogas and Autonavigator in Hungary (sold in Q3 2023) and Kufar in Belarus (sold in Q2 2022). While the CEO receives separate reports for each region, the markets have been aggregated into one reportable segment as they have similar economic risks as well as similar nature of services provided, distribution methods and typology of customers.
- International Markets comprises Segundamano and Vivanuncios in Mexico (sold in Q3 2022), Kijiji in Canada, Infojobs Brazil in Brazil (sold in Q1 2022) and Gumtree in other countries (Ireland, Singapore and Argentina).

Other/Headquarters comprises Adevinta's shareholder and central functions including central product and technology development.

Eliminations comprise reconciling items related to intersegment sales. Transactions between operating segments are conducted at arm's length.

See note 6 for disaggregated revenue per reportable segment.

Revenues and profit (loss) by operating segments

2023 € million	France	Mobile.de	European Markets	International Markets	Other/ Headquarters	Eliminations	Total
Revenues from external parties	548	432	744	90	12	–	1,826
Revenues from other segments	2	(33)	35	–	(2)	(2)	–
Revenues	**550**	**399**	**779**	**90**	**11**	**(2)**	**1,826**
Gross operating profit (loss)	**241**	**239**	**321**	**43**	**(193)**	**–**	**651**

2022 € million	France	Mobile.de	European Markets	International Markets	Other/ Headquarters	Eliminations	Total
Revenues from external parties	492	342	681	114	14	–	1,644
Revenues from other segments	2	(25)	27	0	1	(5)	–
Revenues	**494**	**317**	**708**	**114**	**15**	**(5)**	**1,644**
Gross operating profit (loss)	**227**	**175**	**289**	**49**	**(192)**	**–**	**548**

Note 5: Operating segments continued

Revenues and non-current assets by geographical areas

In presenting geographical information, attribution of revenues is based on the location of the companies. There are no significant differences between the attribution of revenues based on the location of companies and an attribution based on the location of customers. Revenues presented in the table below are revenues from external customers. Non-current assets are attributed based on the geographical location of the assets.

	2023	2022
Revenues		
France	548	492
Germany	653	549
Spain	230	217
Other Europe	306	272
Other countries	90	114
Total	**1,826**	**1,644**
Non-current assets		
France	1,231	1,233
Germany	7,212	7,310
Spain	679	661
Other Europe	1,276	1,326
Other countries	560	828
Total	**10,958**	**11,357**

The non-current assets comprise assets, excluding deferred tax assets and financial instruments, expected to be recovered more than twelve months after the reporting period. Other Europe consist primarily of Adevinta's businesses in the Netherlands and Italy. Other countries consist primarily of Adevinta's businesses in Canada and Brazil.

Notes to the consolidated financial statements continued

Note 6: Revenue recognition

Policy

Adevinta recognises revenue to depict the transfer of promised goods or services to customers that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the transaction price agreed under the contract.

Adevinta has applied the following principles for the timing of revenue recognition for the different categories of products and services:

Advertising

Advertising revenues are from sales of advertisement space on online sites. Advertising revenues are recognised as the ads are displayed over the specified period of time.

Classifieds

Classified revenues mainly include sales of classified ad listings and related features on the Group's online marketplaces.

Classifieds revenues are recognised over the contract period where ads are displayed on the Group's marketplaces. Listing fees in contracts entitling the customer to have an ad displayed for a defined maximum period of time are recognised over that period. Revenue from premium products that are active for a defined maximum period is recognised over that period. Revenue from other premium products benefiting the customer in a pattern similar to that of a listing fee is recognised over the applicable period similar to listing fees.

Transactional services

The transactional services offer payment facilitation and delivery. Adevinta engages third parties to provide these services and assesses whether it is acting as an agent or a principal based on the terms of each arrangement with the service providers. Where Adevinta does not have control over the service before it is being transferred to the customer, Adevinta is acting as an agent and recognises revenue at the net amount that is retained for these arrangements. Conversely, where Adevinta has control over the service before it is being transferred to the customer, Adevinta is acting as a principal and recognises revenue at the gross amount.

Revenue is recognised at a point in time (i.e., upon receipt of the customer of the delivery or upon the completion of the payment facilitation).

Contract costs

Adevinta applies the optional practical expedient to immediately expense incremental commission fees paid to obtain a contract if the amortisation period of the asset that would have been recognised is one year or less. If this is the case, sales commissions are immediately recognised as an expense and included as part of other operating expenses.

Significant judgment

Adevinta regards itself as primarily responsible and controls the promised service before it is transferred to the customer, when it has full discretion in setting the price for the service and when it has employees dedicated to providing customer support and complaint resolution directly to the customer in respect of promised services.

Note 6: Revenue recognition continued

Revenue from contracts with customers

	2023	2022
Revenue from contract with customers	1,815	1,632
Other revenues	11	12
Revenues	**1,826**	**1,644**

Contracts with customers typically have a contract period of one year or less and do not contain significant variable consideration.

Revenue is measured at the transaction price agreed under the contract. Adevinta does not have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. As a consequence, Adevinta does not adjust any of the transaction prices for the time value of money.

Adevinta has no significant obligations for refunds, warranties or other similar obligations.

Disaggregation of revenues

In the following table, revenue is disaggregated by category

2023 € million	France	Mobile.de	European Markets	International Markets	Other/ Headquarters	Total
Classified revenues	413	408	510	69	–	1,399
Advertising revenues	62	24	204	21	2	312
Transactional revenues	73	0	30	–	–	103
Revenues from contracts with customers	**548**	**432**	**743**	**90**	**2**	**1,815**
Revenues from lease contracts, services provided to sold companies and others	0	–	1	–	11	11
Total revenue	**548**	**432**	**744**	**90**	**12**	**1,826**

2022 € million	France	Mobile.de	European Markets	International Markets	Other/ Headquarters	Total
Classified revenues	371	315	456	84	–	1,226
Advertising revenues	67	28	209	30	4	337
Transactional revenues	53	–	15	0	–	69
Revenues from contracts with customers	**492**	**342**	**680**	**114**	**4**	**1,632**
Revenues from lease contracts, services provided to sold companies and others	0	–	1	0	11	12
Total revenue	**492**	**342**	**681**	**114**	**14**	**1,644**

Value-added services (includes adjacent services integrated inside the user journey, such as: financing and insurance partnerships (for Cars and RE) and headhunting and learning/experience lab (for Jobs), that are not directly related to the Classifieds products) revenues are reported within Online classifieds revenues.

Notes to the consolidated financial statements continued

Note 7: Financial risk management

Capital management and funding

Adevinta's financial risk management is predominantly controlled by a central treasury department (Corporate Finance & Risk) under policies approved by the board of directors. Adevinta's approach to risk management includes identifying, evaluating and managing risk in all activities using a top-down approach.

Adevinta's strategy and vision imply a high rate of change and development of Adevinta's operations. Where all relevant criteria are met, hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. This will effectively result in recognising interest expense at a fixed interest rate for the hedged floating rate loans and at a fixed foreign currency rate for the hedged foreign currency loans and purchase consideration at the fixed foreign currency rate for the highly probable purchase of services.

Adevinta's capital structure must be sufficiently robust in order to maintain the desired investment level and to pursue growth opportunities based on strict capital allocation criteria. The financial policy in this respect is to maintain a liquidity reserve at least equal to 10% of the next twelve months (NTM) revenues.

	31 December 2023	31 December 2022
Non-current interest-bearing borrowings (note 21)	1,771	2,183
Non-current lease liabilities (note 28)	65	58
Current interest-bearing borrowings (note 21)	9	9
Current lease liabilities (note 28)	21	20
Cash and cash equivalents (note 29)	(57)	(70)
Net interest-bearing debt	**1,809**	**2,199**
Equity	**8,415**	**8,548**
Net gearing (net interest-bearing debt/equity)	**0.2**	**0.3**

Adevinta's financing agreements contain certain covenants. The Senior Facilities Agreement requires a maintenance covenant to be tested if drawings under the revolving facility exceed 40% of the revolving credit facility commitments. During the testing period, Adevinta must ensure that the Senior Secured Net Leverage Ratio does not exceed 7.12:1. The Consolidated Senior Secured Net Leverage Ratio is calculated as the sum of the Senior Secured Debt minus Cash and Cash equivalents divided by consolidated gross operating profit (EBITDA) on a pro forma basis. Consolidated EBITDA considers the last 12 months' consolidated EBITDA on a pro forma basis, adjusted by synergies, IFRS 2 changes and other adjustments.

The financing agreements include Change of Control (CoC) provisions that requires Adevinta to make an offer to repurchase the Senior Secured Notes outstanding at a price equal to 101% of the principal amount of the Senior Secured Notes outstanding, plus accrued and unpaid interest, if any, to the date of repurchase, and in the case of the term loans and revolving facility loans, a lender is entitled to require a prepayment of its participation in the outstanding loans (together with accrued interest and all other amounts accrued under the financing agreements to that lender) and cancel its commitments under the term loan facility and revolving facility. Adevinta will not be required to make a CoC offer for the Senior Secured Notes if the Senior Secured Notes are irrevocably and unconditionally called for redemption. The Offeror has, in the Stock Exchange Announcement dated 21 November 2023 announcing the voluntary offer, disclosed that it, following completion of the Offer and subject to satisfaction of the closing conditions, intends to redeem the outstanding notional of the company's €660 million 2.625% Senior Secured Notes due 2025 (the "2025 Senior Secured Notes") and the €400 million 3% Senior Secured Notes due 2027 (the "2027 Senior Secured Notes") and repay and cancel the outstanding notional of the company's €761 million senior facilities due 2028, plus accrued interest. Prior to November 15, 2024, the 2025 Senior Secured Notes may be redeemed at a redemption price equal to 100.65625% of the principal amount, and the 2027 Senior Secured Notes may be redeemed at a redemption price equal to 101.5% of the principal amount, in each case plus accrued and unpaid interest, if any, to the date of redemption. Otherwise, the company has sufficient liquidity and credit availability to meet its upcoming debt obligations.

Note 7: Financial risk management continued
Additionally, Adevinta's financing agreements include incurrence covenants that need to be tested in particular scenarios, such as incurring new debt, selling assets or restricted payments among other scenarios. Unlimited distributions are permitted if the Consolidated Leverage Ratio is below 4.25:1 calculated on a pro forma basis. The agreement includes restricted payments, such as payment of dividends, share repurchases and general investments. However, there are carve outs for certain restricted payments to be allowed or if the total aggregate amount does not exceed the greater of €300 million and 50% of consolidated EBITDA.

Additionally, there are some limitations regarding sales of assets with purchase price above the greater of €150 million and 20% of consolidated EBITDA, except in the case of a permitted asset swap. The agreement requires that at least 75% of the transferred consideration should be in cash, cash equivalents, the assumption by the purchaser of the Group's debt, replacement assets, any designated non-cash consideration provided that the aggregate fair market value of such does not exceed the greater of €175 million and 25% of consolidated EBITDA or a combination of the above.

There have been no breaches of the financial covenants of any interest-bearing loans and borrowings in the current period.

Financial risks
Adevinta is exposed to financial risks, such as currency risk, interest-rate risk, credit risk and liquidity risk. Adevinta's exposure to financial risks is managed in accordance with the financial policy.

Currency risk
Adevinta has Euro as its presentation currency, but through its operations in other currencies is also exposed to fluctuations in foreign currency exchange rates. Adevinta has currency risks linked to both balance sheet monetary items and net investments in foreign operations. The largest currency exposures for Adevinta relate to fluctuations in US dollar (USD), Brazilian real (BRL) and Canadian dollar (CAD).

The main exposures from financial instruments at 31 December (being either the notional amounts and unpaid interest, if applicable, of the exposed items or the notional amounts of hedging instruments), expressed in € million were as follows:

	2023			2022		
	BRL	CAD	USD	BRL	CAD	USD
Term loan (USD)	–	–	(189)	–	–	(467)
Loan issued (BRL) (note 21)	159	–	–	129	–	–
Vendor loan note issued (USD) (note 21)	–	–	–	–	–	42
Cross-currency swaps EUR/USD (cash flow derivative)	–	–	189	–	–	467
Foreign currency forwards in relation to VLN (cash flow hedge)	–	–	–	–	–	(42)
Foreign currency forwards in relation to highly probable royalty income (cash flow hedges)	–	(34)	–	–	(36)	–
Foreign currency forwards in relation to highly probable purchase of services (hedge accounting not applied)	–	–	20	–	–	28

In 2023, the aggregate net foreign exchange gain recognised in profit or loss amounted to €8 million (2022: gain of €28 million).

Notes to the consolidated financial statements continued

Note 7: Financial risk management continued

Instruments used by the Group

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity. The risk is measured through a forecast of highly probable expenditures and receivables in foreign currencies. Material exposures are hedged to minimise volatility, subject to hedging costs and probability of forecasted expenditures and receivables.

Foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of forecast sales in Canadian dollars and USD dollars and forecast purchases in US dollars. These forecast transactions are highly probable. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

Effects of hedge accounting on the financial position and performance

The effects of the foreign currency-related hedging instruments on the Group's statement of financial position and income statement and statement of other comprehensive income were immaterial both for 2023 and 2022 except for the effects of the cross-currency swaps which are disclosed further below (see Interest rate risk).

Sensitivity

As shown in the table above, the group is primarily exposed to changes in USD/EUR, BRL/EUR and CAD/EUR exchange rates. The table below illustrates the sensitivity of the income statement to changes in the exchange rates, where cash flows are not hedged:

	Impact on profit or loss	
	2023 € million	2022 € million
USD/EUR exchange rate – increase 10%	(2)	(3)
USD/EUR exchange rate – decrease 10%	2	3
BRL/EUR exchange rate – increase 10%	16	13
BRL/EUR exchange rate – decrease 10%	(16)	(13)

The sensitivity of the income statement to changes in the exchange rates arises mainly from the Brazilian real denominated financial instruments. The Group's exposure to other foreign exchange movements is not material due to hedging.

The sensitivity of equity to changes in the exchange rates could arise from USD TLB where cash flow hedge is used. Any impact from foreign exchange rate movements on USD TLB would be offset by the impact from the related changes in the fair value of the hedging instrument, hence the total impact on equity would not be significant in 2023 and 2022.

Interest rate risk

Adevinta's main interest rate risk arises from long-term interest-bearing liabilities and assets with variable rates, which expose the Group to cash flow interest rate risk. The Group has a mix of fixed and floating rate borrowings and makes use of interest rate derivatives to mitigate interest rate risks from the US dollar tranche of Term Loan B.

During 2023 and 2022, the Group was exposed to variable interest rates on its Euro denominated Senior Secured Facilities (EUR TLB) and USD denominated Senior Secured Facilities (USD TLB). Group borrowings that are exposed to fluctuations in interest rates at the end of each reporting period, prior to hedging arrangements, are as follows in notional amounts (€ million):

	31 December 2023	31 December 2022
Variable interest rate borrowings (EUR TLB and USD TLB)	774	1,202
Total borrowings	1,834	2,262
Variable borrowings as % of total borrowings	42%	53%

Note 7: Financial risk management continued

The variable interest rate borrowings represents the notional amount. These are shown as a percentage of the total notional amount of borrowings outstanding.

During 2023 and 2022, the Group's loan issued at variable interest rates was denominated in BRL. The exposure of the Group's loan issued to interest rate changes at the end of each reporting period are as follows in notional amounts (€ million):

	31 December 2023	31 December 2022
Loan issued at variable rates	132	122
Loan issued at variable rates as % of total loans issued	87%	87%
Total loans issued	151	140

Instruments used by the Group

In 2021, to manage the interest rate exposure arising from the US dollar tranche of Term Loan B, Adevinta entered into a cross-currency interest rate swap. The cross-currency interest rate swap contracts require settlement of net interest receivable or payable every 90 days plus the 0.25% quarterly notional amortisation. The settlement dates coincide with the dates on which interest and notional amortisation are payable on the underlying debt.

At 31 December 2023 interest rate swaps covered approximately 24% (2022: 38%) of the variable interest loan principal outstanding. The fixed interest rate of the swap is 3.169% (30/360 interest convention) and the variable rate of the loan is priced based on USD Libor floored at 0.75% plus a margin subject to a leverage ratchet in the range between 2.75% and 3.00% (2022: 2.75% and 3.00%). From June 2023, USD Libor was replaced with the secured overnight financing rate ("SOFR") plus a credit adjustment spread, subject to a floor of zero where the aggregate of SOFR plus credit adjustment spread is less than zero.

Effects of hedge accounting on the financial position and performance

The effects of the cross-currency interest rate swaps on the Group's statement of financial position and income statement and statement of other comprehensive income are as follows:

	2023	2022
Cross-currency interest rate swaps:		
Carrying amount (non-current asset) (€ million) 31 December	16	66
Notional amount (€ million) 31 December	189	467
Maturity date	2024	2024
Hedge ratio	1.00:1	1.09:1
Change in fair value of outstanding hedging instruments since 1 January	12	49
Weighted average hedged interest rate for the year	3.2%	3.2%

Notes to the consolidated financial statements continued

Note 7: Financial risk management continued

Sensitivity

The income statement is sensitive to higher/lower interest expense as a result of changes in interest rates for interest-bearing borrowings with floating interest rates where cash flows are not hedged. Further details on these borrowings are provided in note 21.4. The table below illustrates the sensitivity of the income statement to changes in the floating interest rate on borrowings, remaining unchanged the principal amount as at 31 December.

	Impact on profit or loss	
	2023 € million	2022 € million
Interest rate – increase by 1%	(6)	(7)
Interest rate – decrease by 1% (*)	6	7

* Floor at 0% Euribor facilities.

The income statement is sensitive to higher/lower interest income as a result of changes in interest rates for loans issued with floating rates where cash flows are not hedged. Further details on these loans issued are provided in note 21.3. The table below illustrates the sensitivity of the income statement to changes in the floating interest rate on loan receivables, remaining unchanged the principal amount as at 31 December.

	Impact on profit or loss	
	2023 € million	2022 € million
Interest rate – increase by 1%	1	1
Interest rate – decrease by 1%	(1)	(1)

Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, favourable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables.

Trade receivables are distributed over new and regular customers. Trade receivables consist of receivables from advertisements and other sales. Credit risk will vary among countries in which Adevinta operates. In total the credit risk is considered as low. Net carrying amount of Adevinta's financial assets, except for equity instruments, represents maximum credit exposure and is disclosed in note 21. Adevinta's trade receivables are disclosed in note 22.

Liquidity risk

Liquidity risk is the risk that Adevinta is not able to meet its payment obligations. Adevinta has strong cash flow from operating activities and the liquidity risk is considered low as the liquidity reserve is kept well above 10% of NTM (next 12 months) revenues. As of 31 December 2023, Adevinta had a liquidity reserve of €507 million, corresponding to 28% of revenues (31 December 2022: €520 million corresponding to 32% of revenues), and net interest-bearing debt was €1,809 million (31 December 2022: €2,199 million).

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Corporate Finance & Risk team manages flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Note 7: **Financial risk management** continued

Financing arrangements

At 31 December 2023, Adevinta had a €450 million undrawn revolving credit facility (31 December 2022: €450 million). Subject to the continuance of financial conditions, this facility may be drawn at any time in multiple currencies and has a remaining maturity of 2.5 years.

Maturities of financial liabilities

The tables below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities and net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the tables are the contractual undiscounted cash flows including principal and interests. For interest rate swaps, the cash flows have been estimated using the last interest rate applicable at the end of the reporting period.

Contractual maturities of financial liabilities At 31 December 2023	Less than 3 months	3-12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying amount (assets)/ liabilities
Non-derivatives							
Trade payables	68	–	–	–	–	–	68
Borrowings	15	73	748	1,321	0	2,157	1,780
Lease liabilities	6	17	19	41	12	95	86
Derivatives							
Gross settled (foreign currency forwards and interest rate swaps – cash flow hedge)	(3)	(15)	0	0	0	(18)	(16)
(Inflow)	(11)	(238)	0	0	0	(249)	(16)
Outflow	8	223	0	0	0	231	–

Contractual maturities of financial liabilities At 31 December 2022	Less than 3 months	3-12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying amount (assets)/ liabilities
Non-derivatives							
Trade payables	43	–	–	–	–	–	43
Borrowings	19	89	88	1,347	1,234	2,777	2,193
Lease liabilities	5	15	18	35	9	82	78
Derivatives							
Gross settled (foreign currency forwards and interest rate swaps – cash flow hedge)	(6)	(18)	(57)	–	–	(81)	(67)
(Inflow)	(65)	(80)	(480)	–	–	(626)	67
Outflow	59	63	423	–	–	545	–

Please see the section Capital management and funding above for implications of the Offer on Adevinta's outstanding debt.

Notes to the consolidated financial statements continued

Note 8: Financial information on partly-owned subsidiaries

		2023				2022				
	Location	Non-controlling interest (%)	Profit (loss) attributable to NCI	Dividends paid to NCI	Accumulated NCI	Non-controlling interest (%)	Profit (loss) attributable to NCI	Dividends paid to NCI	Other	Accumulated NCI
Distilled SCH group	Dublin, Ireland	50.00%	8	(7)	16	50.00%	7	(10)	(0)	14
Infojobs Brasil Atividades de Internet Ltda	São Paulo, Brazil	23.77%	–	–	–	23.77%	1	–	(1)	–
Other			–	–	–		0	–	(0)	–
Total			**8**	**(7)**	**16**		**8**	**(10)**	**(1)**	**14**

There are no material subsidiaries with non-controlling interest and hence no financial information is disclosed.

Note 9: Investments in joint ventures and associates

Policy

Adevinta's share of the investee's profit or loss is recognised in profit or loss and the share of changes in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 11.

Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately. Thus, reversals of impairments may effectively include reversal of goodwill impairments. Impairments and reversals are presented within "Share of profit (loss) of joint ventures and associates " in the income statement.

An associate is an entity over which Adevinta, directly or indirectly through subsidiaries, has significant influence. Significant influence is normally presumed to exist when Adevinta controls 20% or more of the voting power of the investee. Significant influence can also be demonstrated when the Group is entitled to be a Board member, even if ownership interest is below 20%.

Changes in ownership

If Adevinta's ownership interest in a joint venture or an associate is reduced, but joint control or significant influence is retained, a gain or loss from the partial disposal is recognised in profit or loss. The retained interest is not remeasured. Only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

Note 9: Investments in joint ventures and associates continued

Development in net carrying amount	2023 Joint ventures	2023 Associates	2023 Total	2022 Joint ventures	2022 Associates	2022 Total
As at 1 January	331	35	366	337	33	370
Disposal	–	(0)	(0)	–	–	–
Partial conversion of the loan (note 17)	1	–	1	76	–	76
Share of profit/(loss)	**(104)**	**(4)**	**(108)**	**(119)**	**(2)**	**(121)**
Gain	–	2	2	–	4	4
Dividends received and capital repayments	(3)	–	(3)	(3)	(0)	(3)
Translation differences	16	(1)	16	39	1	40
As at 31 December	**241**	**32**	**273**	**331**	**35**	**366**

In 2023 the share of loss of joint ventures was mainly driven by an impairment loss of €(90) million related to the JV in Brazil, mostly attributable to a revised growth trajectory of the business. In 2022 the share of loss of joint ventures was mainly driven by an impairment loss of €(80) million, also attributable to a revised growth trajectory of the business accompanied by increased market interest rates affecting the WACC applied for impairment assessment, and a decrease in deferred tax assets of €(16) million after reassessing their recoverability related to the JV in Brazil. The impairment assessment for 2023 and 2022 was done based on value in use calculations using a discount rate of 15.9% and 15.6% respectively.

The carrying amount of investments in joint ventures and associates comprises the following investments:

	Country of incorporation	2023 Interest held	2023 Joint ventures	2023 Associates	2022 Interest held	2022 Joint ventures	2022 Associates
Silver Brazil JVCO BV	Netherlands	50.0%	231	–	50.0%	321	–
willhaben internet service GmbH	Austria	50.0%	10	–	50.0%	9	–
Younited SA	France	7.6%	–	14	7.8%	–	17
703 Search BV	Netherlands	31.5%	–	18	31.5%	–	18
Carrying amount as at 31 December			**241**	**32**		**331**	**35**

Description of the business of the joint ventures and associates:

Silver Brazil JVCO BV	Operates online classified sites in Brazil (olx.com.br, Anapro.com.br, suahouse.com, datazap.com.br, fipezap.com.br, zap.com.br, vivareal.com.br, conectaimobi.com.br, geoimóvel.com.br, infoprop.com.br and sohtec.com.br)
willhaben internet service GmbH	Operates online classified sites in Austria (willhaben.at, car4you.at and autopro24.at)
Younited SA	Operates peer-to-peer lending marketplaces in France, Italy and Spain (younited-credit.com, it.younited-credit.com and es.younited-credit.com)
703 Search BV	Operates as a holding company for the equity investment in Carousell and does not carry out any trading activities

Notes to the consolidated financial statements continued

Note 9: Investments in joint ventures and associates continued
The following table sets forth summarised financial information for Silver Brazil, the only material joint venture of the Group, as at 31 December:

	2023	2022
Income statement and statement of comprehensive income:		
Operating revenues	165	160
Depreciation and amortisation	(17)	(15)
Interest income	12	7
Interest expense	(68)	(56)
Taxes	(14)	(27)
Profit (loss)	(36)	(84)
Profit (loss) attributable to owners of the parent	(36)	(84)
Total comprehensive income attributable to owners of the parent	(36)	(84)
Share of profit (loss) before impairment of the investment in the joint venture	**(18)**	**(42)**
Impairment of the investment in the joint venture	(90)	(80)
Share of profit (loss)	**(108)**	**(122)**
Share of total comprehensive income	**(108)**	**(122)**
Statement of financial position:		
Goodwill	420	397
Other non-current assets	164	174
Other current assets	35	30
Cash and cash equivalents	34	21
Non-current financial liabilities (excluding trade and other payables)	(319)	(284)
Other non-current liabilities	(13)	(33)
Other current liabilities	(95)	(56)
Net assets/(liabilities)	**226**	**249**
Share of net assets/(liabilities)	113	124
Goodwill	292	278
Impairment of the investment in the joint venture	(174)	(80)
Carrying amount as at 31 December	**231**	**321**

Note 10: Changes in the composition of the group

Policy
Discontinued operations
A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operation, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the income statement.

Note 10: Changes in the composition of the group continued

Business combinations

On 18 March 2022, Adevinta completed the acquisition of Null-Leasing DSB Deutschland GmbH, a provider of digital leasing services in Germany. The consideration transferred for the acquisition was €14 million, including €3 million corresponding to contingent consideration at acquisition date. Most of the purchase price was allocated to goodwill. The goodwill recognised is not expected to be deductible for income tax purposes.

Cash outflow to acquire Null Leasing, net of cash acquired, amounted to €11 million in 2022.

Null-Leasing DSB Deutschland GmbH is included in the mobile.de operating segment.

During 2023 there were no significant acquisitions.

The business combinations carried out are part of Adevinta's growth strategy and the businesses acquired were identified as being a good strategic fit with existing operations within Adevinta.

Disposal of subsidiaries

On 30 March 2022, Adevinta announced the completion of the sale of its 76.2% stake in InfoJobs Brazil. The sale resulted in a gain of €22 million presented in Other income, of which €3 million is reclassification of foreign currency translation reserve, with no impact on income tax. The carrying amount of assets and liabilities as at the date of sale were €7 million and €7 million respectively, of which €2 million was intangible assets and €3 million was trade receivables and other current assets.

On 26 September 2022, Adevinta announced the completion of the sale of its Mexican online classified businesses. The sale resulted in a loss of €(5) million presented in Other expenses of which a loss of €(5) million is reclassification of foreign currency translation reserve, with no impact on income tax. The carrying amount of assets and liabilities as at the date of sale were €13 million and €5 million respectively, of which €9 million was intangible assets and €2 million was trade receivables and other current assets.

When Adevinta announced the new strategic plan in November 2021, Hungary was identified as one of the operations to be placed under strategic review. On 23 February 2023, Adevinta announced the launch of the sale process for Hungary, which was the last business under strategic review. On 14 September 2023, Adevinta announced the completion of the sale of its Hungarian online classified businesses to Ingatlan.com, the leading real estate classifieds platform in Hungary. The sale resulted in a gain of €7 million recognised in Other income, of which a loss of €(10) million is the reclassification of foreign currency translation reserve, with no consequential impact on income tax. The carrying amount of assets and liabilities as at the date of sale were €17 million and €5 million respectively, of which €12 million was intangible assets and €2 million cash and cash equivalents.

Discontinued operations

Following the decision to divest the businesses in Australia and South Africa in November 2021, the carrying amount of Carsguide Autotrader Media Solutions Australia PTY Ltd, Gumtree Australia PTY Ltd and Gumtree South Africa (PTY) Ltd was expected to be recovered principally through a sales transaction. The businesses in Australia and South Africa were available for immediate sale in their present condition and their sale was highly probable. Therefore, these subsidiaries were classified as held for sale and were measured at the lower of its carrying amount and fair value less costs to sell. In relation to this, an impairment loss was recognised in 2022 amounting to €(29) million. Furthermore, these operations constituted major geographical locations and were therefore classified as discontinued operations.

On 25 August 2022, Adevinta signed an agreement for the sale of Gumtree Australia, CarsGuide and Autotrader Australia to The Market Herald for a total cash consideration of USD60 million. The transaction was closed in October 2022. The sale resulted in a gain of €6 million presented in Profit (loss) from discontinued operations, of which a gain of €2 million is the reclassification of foreign currency translation reserve, with no consequential impact on income tax. The carrying amount of assets and liabilities as at the date of sale were €82 million and €26 million respectively, of which €62 million was intangible assets and €16 million was deferred tax liabilities.

Notes to the consolidated financial statements continued

Note 10: Changes in the composition of the group continued
On 23 November 2022, Adevinta signed an agreement for the sale of Gumtree South Africa. The economic ownership of the business was transferred on 1 December 2022.The sale resulted in an immaterial gain and the carrying amount of assets and liabilities as at the date of sale were also immaterial.

The result of discontinued operations was in 2022 negatively impacted by derecognition of deferred tax assets of €33 million related to the IP sold together with the businesses in Australia and South Africa. The result of discontinued operations was in 2023 negatively impacted by €(3) million due to a sales price adjustment for the business in Australia.

The financial performance and cash flow information related to the discontinued operations are disclosed below:

	€ million	
	2023	2022
Revenue	–	48
Operating expenses	–	(46)
Gross operating profit/(loss)	**–**	**3**
Depreciation and other income & expenses	–	(11)
Gain/(loss) on sale of subsidiaries	(3)	8
Impairment loss recognised on remeasurement to fair value less costs to sell	–	(28)
Profit/(loss) before income tax	**(3)**	**(28)**
Income tax benefit/(expense)	–	(29)
Profit/(loss) after income tax	**(3)**	**(57)**
Profit/(loss) from discontinued operations (attributable to owners of the parent)	**(3)**	**(57)**
Exchange differences on translation	–	–

	€	
Earnings per share for discontinued operations	2023	2022
Basic	(0.00)	(0.05)
Diluted	(0.00)	(0.05)

	€ million	
Cash flows for discontinued operations	2023	2022
Net cash flow from operating activities	–	(20)
Net cash flow from investing activities (includes an inflow related to the sale of Gumtree Australia of €39 million in 2023 and €11 million in 2022)	39	12
Net cash flow from financing activities	–	(1)
Net cash (outflow)/inflow	**39**	**(9)**

Note 11: Impairment assessment

Policy

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

An impairment loss is recognised if the carrying amount of an asset or cash-generating unit (CGU) exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use.

Value in use is assessed by discounting estimated future cash flows. Estimated cash flows are based on budgets and forecasts approved by management for normally three-four years. Afterwards, extrapolations with declining growth rates are normally applied for another six-seven years to reach a steady state growth level before entering the terminal period. The growth rate in this extrapolation period is normally expected to be higher than the sustained growth rate, as the sustained growth only reflects the expected long term inflation rate. Based on management's experience from comparable markets and available external market reports for the classifieds industry, the growth rate until reaching steady state is expected to be declining, but exceeding the expected long-term inflation rate (sustained growth rates). For extrapolation in subsequent periods, growth rates that do not exceed the long-term inflation for the relevant country are used. Expected cash flows are discounted using a pre-tax discount rate that takes into account the current market assessment of the time value of money and risk premium for the relevant country and the classifieds industry.

For the purpose of impairment testing, assets, except goodwill, are grouped together into the smallest group of assets that generates independent cash inflows (cash-generating units). Goodwill is allocated to the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the business combination. Testing for impairment of goodwill is done by comparing the recoverable amount and carrying amount of the cash-generating unit or groups of cash-generating units to which goodwill is allocated.

Impairment losses recognised in respect of cash-generating units are first allocated to reduce the carrying amount of any goodwill. Any remaining amount is then allocated to reduce the carrying amounts of the other assets in the unit on a pro rata basis. Impairment losses are reversed for all property, plant & equipment and intangible assets if the loss no longer exists with the exception of goodwill where impairment losses are not reversed. The review for possible reversal of the impairment is performed at the end of each reporting period.

Estimation uncertainty

The valuation of intangible assets in connection with business combinations and the testing of intangible assets for impairment will to a large extent be based on estimated future cash flows.

Estimates related to future cash flows and the determination of discount rates to calculate present values are based on management’s expectations of market developments and conditions, the competitive environment, current developments in revenues and margins, trends and macroeconomic expectations, technological development, the ability to realise synergies, interest rate levels and other factors for the relevant operations or markets.

The risk of changes in expected cash flows will naturally be higher in markets in an early phase than in established markets. Furthermore, the risk of changes is significantly higher in periods with an uncertain macroeconomic environment.

The impact of the Russian government invasion of Ukraine, alongside the imposition of international sanctions, is uncertain. The Group monitors the development and will adjust the key assumptions used in value in use calculations and sensitivity to changes in assumptions should a change be required.

The Group constantly monitors the latest government legislation in relation to climate-related matters. At the current time, no legislation has been passed that will materially impact the Group. The Group will adjust the key assumptions used in value in use calculations and sensitivity to changes in assumptions should a change be required.

Notes to the consolidated financial statements continued

Note 11: Impairment assessment continued

Carrying amounts as at 31 December for goodwill and trademarks with indefinite expected useful life specified on cash-generating units are disclosed below:

€ million		Goodwill		Trademarks, indefinite	
CGU	Reportable segment	2023	2022	2023	2022
Significant CGUs					
Online classifieds Germany – mobile.de	mobile.de	1,937	1,939	1,707	1,707
Online classifieds Germany – Kleinanzeigen	European Markets	3,152	3,152	–	–
Subtotal significant CGUs		**5,089**	**5,091**	**1,707**	**1,707**
Non-significant CGUs					
Online classifieds France	France	1,019	1,019	98	98
Online classifieds Netherlands	European Markets	134	134	798	798
Online classifieds Spain	European Markets	496	493	53	53
Online classifieds Canada	International Markets	–	–	249	400
Online classifieds Italy	European Markets	96	96	–	–
Online classifieds Belgium	European Markets	49	49	58	58
Online classifieds Ireland	European Markets	37	37	16	16
Online classifieds Hungary	European Markets	–	10	–	2
Subtotal non-significant CGUs		**1,831**	**1,838**	**1,272**	**1,425**
Total (note 19)		**6,920**	**6,930**	**2,979**	**3,132**

For the purpose of impairment test of goodwill, the management has considered the Netherlands CGU and the Belgium CGU as a group of cash-generating units, Benelux, because this is how goodwill and business performance is monitored by the group management. These businesses have a shared management team, shared functions (except sales/PR) and shared technological platform.

Adevinta performed its annual impairment test in 2023 and 2022 of all cash generating units that include goodwill and intangible assets that have an indefinite useful life. The recoverable amount of a CGU is determined as value in use that is estimated by discounting estimated future cash flows.

The recoverable amounts are most sensitive to the following assumptions while the values of the key assumptions are different among the CGUs:

- **Discount rates** – Discount rates are estimated taking into consideration the risk-free interest rate and risk premium for the relevant country. Specific business risks are reflected in the estimated future cash flows. The discount rates are based on estimations of the weighted average cost of capital (WACC) taking into consideration country and classifieds industry specific factors based on external sources of information.
- **Sustained growth rates** used to extrapolate cash flow in the terminal period – The sustained growth rates are based on projected long-term inflation rates for the relevant country sourced from the International Monetary Fund's economic outlook.

Note 11: Impairment assessment continued

- **Revenue growth in the forecast period** – Revenue growth reflects the expected development in sales volumes and prices based on past performance and management's expectations of market development and conditions, the competitive environment, current developments in revenues, product development, trends and macroeconomic expectations, technological development, the ability to realise synergies and other factors for the relevant operations or markets.
- **EBITDA-margin growth in the forecast period** – EBITDA-margin growth is based on past performance and management's expectations for the future revenue and cost structure considering current development in margins and other similar factors as for revenue growth.
- **Revenue growth in the extrapolation period** between the forecast period and terminal period - Revenue growth in this extrapolation period is normally expected to be declining linearly from the revenue growth rate in the last year of the forecast period to the sustained growth rate to reach an expected maintainable steady state growth before entering the terminal period. The growth rate in this extrapolation period is normally expected to be higher than the sustained growth rate, as the sustained growth only reflects the expected long term inflation rate. Based on management's experience from comparable markets and available external market reports for the classifieds industry, the growth rate until reaching steady state is expected to be declining, but exceeding the expected long-term inflation rate (sustained growth rates).

2023 Impairment testing and assessments

Impaired CGUs

The recoverable amount of Canada of €230 million was determined as at 31 December 2023 applying a value in use calculation based on a discounted cash flows (DCF) model, using cash flow projections derived from financial budgets/forecasts covering a 4 years period (2024-2027) (forecast period) approved by management. This is followed by an extrapolation period of further 6 years (2028-2033) with fixed EBITDA margin and revenue growth linearly converging to the sustained growth rate in order to reach an expected maintainable steady state cash flow before entering the terminal period. In the forecast period the revenue compound annual growth rate (CAGR) was -4.2% (2022: -2.3%) and the EBITDA-margin CAGR was -14.5% (2022: -3.2%). The revenue CAGR used for extrapolation during 2028-2033 was 1.7% (2022: 1.0%). For subsequent periods (terminal period) the cash flows are extrapolated using a sustained growth rate of 2.1% (2022: 1.8%) based on the projected long-term inflation rate for Canada. The pre-tax discount rate applied to the cash flow projections is 12.7% (2022: 12.9%).

The projected cash flows have been updated downwards to reflect increased competition in the Canadian classifieds market and negative impacts from the roll-out of a new mobile application in 2023. As a result of this analysis, management recognised an impairment loss of €(146) million against the trademark (2022: €(574) million against goodwill and €(228) million against the trademark). The impairment charge is recorded within impairment loss in the income statement. Following the impairment loss recognised for Canada, the recoverable amount is equal to the carrying amount and as a result the impairment test is sensitive to any changes in assumptions.

Significant CGUs

The recoverable amounts of mobile.de and Kleinanzeigen were determined as at 31 December 2023 applying a value in use calculation based on a DCF model. The DCF model is using cash flow projections derived from financial budgets/forecasts covering a 3 years period (2024-2026) (forecast period) approved by management. This is followed by an extrapolation period of further 7 years (2027-2033) with fixed EBITDA margin and revenue growth declining linearly to the sustained growth rate to reach an expected maintainable steady state growth before entering the terminal period. For subsequent periods (terminal period) the cash flows are extrapolated using a sustained growth rate based on the projected long-term inflation rate for Germany.

Notes to the consolidated financial statements continued

Note 11: Impairment assessment continued
The values of the key assumptions used in impairment testing for the significant CGUs are presented below:

	Kleinanzeigen		Mobile.de	
	2023	2022	2023	2022
Pre-tax discount rate	12.3%	12.0%	12.5%	12.2%
Post-tax discount rate	10.0%	9.8%	10.0%	9.8%
Revenue CAGR in the forecast period (2024-2026)	19.1%	17.3%	15.7%	16.3%
EBITDA-margin CAGR in the forecast period (2024-2026)	1.1%	1.2%	0.7%	1.8%
Revenue CAGR in the extrapolation period (2027-2033)	13.5%	12.2%	9.3%	9.3%
Sustained growth rate in the terminal period (after 2033)	2.8%	2.9%	2.8%	2.9%

Management determined the values assigned to the key assumptions as explained further above. For Kleinanzeigen the revenue growth in the forecast period is mainly determined by expected increase in volumes for transactional services (including delivery and secure payment facilitation), improved services and integration for professional customers in real estate and increase in small and medium professional clients in consumer goods, which combined with similar relative increase in costs results in a broadly stable EBITDA-margin. The expected revenue growth for Kleinanzeigen increased from 2022 to 2023 mainly due to expected increase in the volume of transactional services. For mobile.de the revenue growth in the forecast period is mainly determined by expected increase in sales volumes within the mobility vertical, mainly driven by recovery in dealer listings after Covid-19 and increasing depth of the services provided to car dealers, which combined with a similar relative increase in costs results in a broadly stable EBITDA-margin. For Kleinanzeigen and mobile.de the growth in revenue and EBITDA-margin in the forecast period is based on past performance, experience from comparable markets and management's expectations of market development and conditions.

As a result of this analysis, management did not identify an impairment loss for these CGUs as at 31 December 2023.

Sensitivity
Mobile.de and Kleinanzeigen are relatively recent acquisitions and were impaired in 2022, and thus have a limited headroom (€717 million and €242 million, respectively) between the value in use and the carrying amounts of the CGU as at 31 December 2023. As a consequence, the impairment tests are sensitive to changes in assumptions. For these CGUs the management have considered and assessed reasonably possible changes for the key assumptions that could cause the carrying amounts of these CGUs to exceed their recoverable amounts which is presented in the table below:

	Kleinanzeigen		Mobile.de	
Key assumption	From	To	From	To
Pre-tax discount rate	12.3%	12.9%	12.5%	14.2%
Post-tax discount rate	10.0%	10.4%	10.0%	11.3%
Revenue CAGR in the forecast period (2024-2026)	19.1%	18.1%	15.7%	13.0%
EBITDA-margin CAGR in the forecast period (2024-2026)	1.1%	(1.2%)	0.7%	n/a
Revenue CAGR in the extrapolation period (2027-2033)	13.5%	11.8%	9.3%	4.6%
Sustained growth rate in the terminal period (after 2033)	2.8%	2.2%	2.8%	n/a

Management believes that the recoverable amount of mobile.de is not sensitive to reasonably possible changes in the sustained growth rate or EBITDA-margin CAGR in the forecast period. In 2022 both mobile.de and Kleinanzeigen were impaired as mentioned below and any adverse change in the key assumptions would have resulted in further impairment.

Note 11: Impairment assessment continued

Other CGUs

No impairment was identified for the non-significant CGUs, apart from Canada as mentioned above, as at 31 December 2023.

2022 impairment testing and assessments

In 2022 the impairment test resulted in an impairment loss of €(1,719) million attributable to Canada (€(802) million), Kleinanzeigen (€(489) million), mobile.de (€(411) million) and Hungary (€(17) million). The impairment charge was presented within Impairment loss in the income statement. No impairment was identified for any other CGUs as at 31 December 2022. The impairment loss for 2022 was recognised against goodwill (€(1,492) million) and intangible assets with indefinite useful lives (€(228) million). Adevinta acquired the businesses in Canada, Kleinanzeigen and mobile.de as part of the eCG acquisition in June 2021 where 80% of the purchase amount was paid in Adevinta shares with the share price increasing 48% from the signing to the closing date of the transaction (share price was NOK 170 at closing) which significantly increased the goodwill attributable to the businesses. The macroeconomic uncertainties and increasing inflation during 2022 triggered a significant increase in market interest rates and equity risk premiums. This significantly increased the weighted average cost of capital (WACC) that Adevinta uses for discounting cash flows when estimating the recoverable amounts of its CGUs, which resulted in the impairment loss for Canada, Kleinanzeigen, mobile.de and Hungary in 2022. In Kleinanzeigen and mobile.de the impact of the increase in WACC was partly offset by expected better mid-longer term business performance while for Canada and Hungary there was a negative impact considering the revised growth trajectory of the businesses.

Note 12: Transactions with related parties

The largest shareholders of Adevinta ASA are Schibsted ASA, eBay Inc. and Permira, having significant influence over Adevinta ASA by holding voting rights of 30%, 30% and 12%, respectively. Related parties relationships are defined to be the entities having significant influence over Adevinta (Schibsted ASA, eBay Inc. and Permira), entities outside the Adevinta Group that are under control (either directly or indirectly), joint control or significant influence by Schibsted ASA, eBay Inc. or Permira, Adevinta's ownership interests in joint ventures and associates or members of the group management of Adevinta.

Related parties are in a position to enter into transactions with the company that would potentially not be undertaken between unrelated parties.

All transactions by Adevinta with related parties have been conducted in accordance with current internal pricing agreements within the Schibsted Group, eBay Group and Adevinta Group.

Adevinta has ownership interests in joint ventures and associates. Adevinta issued a loan, in October 2020, to the OLX Brazil joint venture amounting to BRL949 million to finance the acquisition of Grupo Zap (note 21). The loan bears an interest of SELIC + 2% subject to 18 months grace period and has a tenor of 15 years. In 2022 a portion of the loan corresponding with BRL 380 million (€76 million) of the principal amount was converted into equity instruments of OLX Brazil. In 2023, €23 million (2022: €24 million) interest income has been recognised in relation to this loan.

Other transactions with related parties by Adevinta are largely related to support services from the Schibsted Group entities such as IT, external staff costs and professional services.

For remuneration to group management, please see note 14 and the Adevinta 2023 Remuneration Report.

For information on dividend payments and contributions to and from joint ventures see note 9.

Notes to the consolidated financial statements continued

Note 12: Transactions with related parties continued
Transactions with related parties (excluding Bom Negócio Atividades de Internet Ltda (joint venture), which is disclosed separately further in this note) affect the consolidated financial statements as summarised below.

€million	2023	2022
Consolidated income statement		
Revenues	5	4
Other operating expenses	(1)	(18)
Gross operating profit (loss)	**4**	**(14)**
Operating profit (loss)	**4**	**(14)**
Profit (loss) before taxes	**4**	**(14)**
Consolidated statement of financial position		
Trade receivables and other current assets	1	3
Current assets	**1**	**3**
Other non-current liabilities	1	2
Non-current liabilities	**1**	**2**
Other current liabilities	2	2
Current liabilities	**2**	**2**

Other non-current liabilities and other current liabilities include the lease liabilities related to the lease agreement with Ebay GmbH of the office building located in J9, Albert Einstein Ring 26, Kleinmachnow (Germany) and the lease ends in 2025 (note 28). Non-current lease liabilities amounted to €1 million in 2023 (2022: €2 million) and current lease liabilities amounted to €1 million in 2023 (2022: €1 million).

Summary of transactions and balances with Bom Negócio Atividades de Internet Ltda (joint venture):

€million	2023	2022
Consolidated income statement		
Financial income	26	24
Profit (loss) before taxes	**26**	**24**
Consolidated statement of financial position		
Other non-current assets	138	122
Non-current assets	**138**	**122**
Other current assets	21	7
Current assets	**21**	**7**

Note 13: Other operating expenses

	2023	2022
Commissions	19	19
Rent, maintenance, office expenses and energy	26	19
Marketing expenses	173	193
Professional fees	175	183
Travelling expenses	13	9
IT expenses	138	123
Digital services tax	19	14
Other expenses	86	53
Total	**649**	**613**

The increase in other expenses is mainly due to higher direct costs from transactional services (such as payment and shipping service provider costs), in line with the adoption of the service (including promotional campaigns to drive adoption of the service) and revenue growth.

To compensate for GHG emissions, in 2023 Adevinta purchased 42,938 Gold Standard verified carbon credits, for which the related expenses were immaterial.

Note 14: Personnel expenses and remuneration

	2023	2022
Salaries and wages	425	397
Social security costs	92	84
Net defined benefit pension expense (note 26)	1	3
Net defined contribution pension expense (note 26)	5	5
Share-based payment (note 15)	44	33
Other personnel expenses[1]	(38)	(23)
Termination benefits	0	17
Total	**530**	**516**
Average number of full-time equivalents	5,409	5,444

[1] Other personnel expenses are deducted with the amount of- capitalised salaries, wages and social security.

In the income statement, €(526) million are presented in Personnel expenses (2022: €(483) million) and €(4) million are presented in Other expenses (2022: €(34) million). The amounts included in Other expenses relate to restructuring and integration-related costs (note 16).

Notes to the consolidated financial statements continued

Note 14: Personnel expenses and remuneration continued

Details of salary, variable pay and other benefits provided to Group management*:

The tables below show remuneration to the Group management team and the Board of Directors for 2022 and 2023. The tables have been designed to show rights earned during the period. In 2023, remuneration to the Group management team has been carried out in line with The Board of Directors' guidelines for the remuneration of Group management, approved by the Board on 8 June 2023, and published on Adevinta website. In accordance with Section 6-16 b. (2) of the Norwegian Public Limited Liability Companies Act and the Norwegian regulations on guidelines and report on remuneration for directors, Adevinta will publish a separate report on remuneration to the Group management for presentation at the Annual General Meeting scheduled to be held in June 2024. For further information regarding management remuneration please see Adevinta's 2023 Remuneration Report.

Remuneration of executives for the reported financial year

		Fixed			Variable			Total	Proportion	
Name of leading person, position	Year	Base salary	Pension expense	Other benefits[1]	Short-term Variable Pay[2]	Share-based Pay[3]	Extra-ordinary items[4]		Fixed	Variable
Antoine Jouteau,	2023	706	13	16	502	2,643	–	3,880	19%	81%
CEO[5]	2022	499	8	37	309	554	–	1,407	39%	61%
Elisabeth Peyraube	2023	97	–	–	48	873	–	1,018	10%	90%
CFO[6]	2022	–	–	–	–	–	–	–	–	–
Nicki Dexter,	2023	308	17	2	164	966	–	1,457	22%	78%
Chief People and Communications Officer[7]	2022	290	15	4	129	301	–	739	42%	58%
Alexandre Collinet,	2023	303	5	4	165	857	–	1,334	23%	77%
COO[8]	2022	–	–	–	–	–	–	–	–	–
Julien Jouhault	2023	265	–	2	208	634	–	1,109	24%	76%
Chief Product & Technology Officer[9]	2022	–	–	–	–	–	–	–	–	–
Ajay Bhatia,	2023	500		12	269	2,700	–	3,481	15%	85%
CEO mobile.de & Head of Mobility[10]	2022	208	3	310	112	1,699	–	2,332	22%	78%
Paul Heimann,	2023	300	3	12	161	1,107	–	1,583	20%	80%
CEO Kleinanzeigen & Head of Recommerce	2022	–	–	–	–	–	–	–	–	–
Roman Campa,	2023	275	–	28	148	1,002	–	1,453	21%	79%
Head of Real Estate & Emerging Verticals	2022	–	–	–	–	–	–	–	–	–
Uvashni Raman,	2023	465	87	4	283	969	495	2,303	24%	76%
former CFO[11]	2022	580	65	4	286	749	–	1,684	39%	61%
Rolv Erik Ryssdal,	2023	114	246	4	–	929	–	1,293	28%	72%
(former) CEO [12]	2022	508	1,549	20	258	583	–	2,918	71%	29%
Alex Alexander,	2023	–	–	–	–	–	–	–	–	–
(former) CPTO	2022	294	–	137	149	–	343	923	47%	53%
Gianpaolo Santorsola,	2023	–	–	–	–	–	–	–	–	–
(former) EVP European Markets	2022	420	33	31	206	777	2,119	3,586	13%	87%
Zachary Candelario,	2023	–	–	–	–	–	–	–	–	–
(former) EVP International Markets	2022	397	–	19	575	673	288	1,952	21%	79%
Renaud Bruyeron,	2023	–	–	–	–	–	–	–	–	–
(former) Chief Product and Technology Officer[13]	2022	72	–	4	207	76	–	359	21%	79%

Note 14: Personnel expenses and remuneration continued

		Fixed			Variable			Total	Proportion	
Name of leading person, position	Year	Base salary	Pension expense	Other benefits(1)	Short-term Variable Pay(2)	Share-based Pay(3)	Extra-ordinary items(4)		Fixed	Variable
Patricia Lobinger, (former) CEO Mobile.de(14)	2023	–	–	–	–	–	–	–	–	–
	2022	119	5	5	97	31	–	257	50%	50%
Ovidiu Solomonov, (former) VP Global Markets	2023	–	–	–	–	–	–	–	–	–
	2022	–	–	–	–	–	950	950	–	100%
Total	**2023**	**3,333**	**371**	**84**	**1,948**	**12,680**	**495**	**18,911**	**20%**	**80%**
	2022	3,387	1,678	571	2,328	5,443	3,700	17,107	33%	67%

(1) Other benefits relate mainly to car and private insurance allowances.
(2) Short-term Variable Pay is the accrued and paid amounts for 2023 (and not exceeding one year) including annual cash bonus from the Adevinta Variable Incentive plan.
(3) Share-based payment is the accrued amounts related to 2023 and 2022 (the amounts do not necessarily reflect actual shares transferred or cash payments). Cost details and valuation of share based payments are disclosed in note 15.
(4) Severance payments were made in connection with the termination of employment in 2023 and 2022.
(5) From 2023, Antoine Jouteau is no longer eligible for local profit sharing payment. His additional unemployment contribution ended at the end of 2022 as agreed in his new contractual agreement.
(6) Elisabeth Peyraube's remuneration is from 25 September 2023 to 31 December 2023.
(7) Nicki Dexter receives her remuneration in GBP. Average annual exchange rate is used to translate the numbers in the table above in EUR.
(8) Alexandre Collinet received a specific allowance of EUR 5,000 in September 2023 for stepping in the CFO role before Elisabeth joined Adevinta.
(9) Julien Jouhault remuneration as interim CPTO is from 1 January 2023 to 1 March 2023. Julien has been appointed as Global CPTO of Adevinta from 1 April 2023. His corresponding remuneration reflected in the table is covering the whole year.
(10) Ajay Bhatia's Other Benefits in 2022 included a relocation package as he joined Adevinta.
(11) Uvashni Raman's 2023 remuneration is from 1 January 2023 to 1 September 2023. She received her 2023 Adevinta Variable Incentive calculated on the whole year 2023.
(12) Rolv Erik Ryssdal receives his remuneration in NOK. Average annual exchange rate is used to translate the numbers in the table above in EUR. In 2023 he received salary from 1 January 2023 to 28 February 2023 and pension payments from 1 March 2023 to 31 December 2023.
(13) Renaud Bruyeron's remuneration is from 1 January 2022 to 18 April 2022.
(14) Patricia Lobinger's remuneration is from 1 January 2022 to 31 July 2022.

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 CFO received a monthly cash payment to invest directly in her pension plan.
- 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.

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.

Notes to the consolidated financial statements continued

Note 14: Personnel expenses and remuneration continued

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. The table below shows a reconciliation of the unvested share awards of Adevinta held by the Executive Management as of 31 December 2023.

					Information regarding reported fiscal year						
Main terms and conditions of share award plans					Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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	–	40,013	14,800	–	–	–
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	27,407	–	20,007	7,400	–	–	–
	11 Apr. 2019 to 31 Dec. 2021	11 Apr. 2019	31 Dec. 2023	31 Dec. 2023	27,406	–	20,006	7,400	–	–	–
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	52,151	–	–	52,151	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	–	65,875	–	–	65,875	65,875	65,875
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	162,569	–	–	162,569	162,569	162,569
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	11,612	–	11,612	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	11,612	–	–	–	11,612	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	11,612	–	–	–	11,612	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	11,612	–	–	–	11,612	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	11,612	–	–	–	11,612	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	11,613	–	–	–	11,613	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	17,384	–	17,384	–	–	–	–
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	–	28,233	–	–	–	28,233	28,233
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	504,768	–	–	504,768	504,768	504,768
Elisabeth Peyraube, CFO											
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	27,869	–	–	27,869	27,869	27,869

Note 14: Personnel expenses and remuneration continued

					Information regarding reported fiscal year						
Main terms and conditions of share award plans					Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
PSP New Joiner 2023	n.a.	25 Sep. 2023	25 Sep. 2024	n.a.	–	32,299	–	–	–	32,299	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	2,388	–	–	–	2,388	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	2,388	–	–	–	2,388	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	2,388	–	–	–	2,388	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	2,388	–	–	–	2,388	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	2,392	–	–	–	2,392	–
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	217,932	–	–	217,932	217,932	217,932
Uvashni Raman, CFO (former)											
PSP 2019	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2021	31 Dec. 2021	59,030	–	43,092	15,938	–	–	–
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	29,514	–	21,545	7,969	–	–	–
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2023	31 Dec. 2023	29,515	–	21,546	7,969	–	–	–
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	78,930	–	–	78,930	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	–	74,579	–	28,685	74,579	74,579	74,579
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	9,621	0	9,621	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	9,621	–	7,569	–	2,052	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	9,621	–	7,569	–	2,052	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	9,621	–	7,569	–	2,052	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	9,621	–	7,569	–	2,052	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	9,624	–	7,571	–	2,053	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	26,311	–	–	–	–	–	–
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	–	44,247	–	12,294	–	31,973	31,973

Notes to the consolidated financial statements continued

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year: Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
ASPP	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	86	–	86	–	–	–	–
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	99	–	99	–	–	–	–
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	77	–	77	–	–	–	–
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	85	–	–	85	–	–	–
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	98	–	–	98	–	–	–
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	–	166	–	166	–	–	–
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	–	161	–	161	–	–	–
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	–	143	–	143	–	–	–
	n.a.	31 Dec. 2022	31 Dec. 2024	n.a.	–	122	–	122	–	–	–
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	–	15,102	5,585	–	–	–
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2022	31 Dec. 2022	10,343	–	7,550	2,793	–	–	–
	10 Apr. 2019 to 31 Dec. 2021	10 Apr. 2019	31 Dec. 2023	31 Dec. 2023	10,343	–	7,550	2,793	–	–	–
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	32,169	–	–	32,169	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	31 Dec. 2026	–	43,583	–	–	43,583	43,583	43,583
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025		69,692	–	–	69,692	69,692	69,692
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	4,978	–	4,978	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	4,978	–	–	–	4,978	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	4,978	–	–	–	4,978	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	4,978	–	–	–	4,978	–

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year: Opening Balance	Information regarding reported fiscal year: During the Year			Information regarding reported fiscal year: Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	4,978	–	–	–	4,978	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	4,979	–	–	–	4,979	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	10,723	–	10,723	–	–	–	–
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	–	18,679	–	–	–	18,679	18,679
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	144,220	–	–	144,220	144,220	144,220
ASPP	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	87	–	87	–	–	–	–
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	83	–	83	–	–	–	–
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	65	–	65	–	–	–	–
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	98	–	98	–	–	–	–
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	142	–	142	–	–	–	–
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	–	194	–	–	–	194	–
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	–	240	–	–	–	240	–
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	–	207	–	–	–	207	–
	n.a.	16 Jan. 2023	16 Jan. 2025	n.a.	–	91	–	–	–	91	–
	n.a.	26 Apr. 2023	28 Apr. 2025	n.a.	–	107	–	–	–	107	–
	n.a.	17 Jul. 2023	17 Jul. 2025	n.a.	–	126	–	–	–	126	–
	n.a.	16 Oct. 2023	18 Oct. 2025	n.a.	–	80	–	–	–	80	–
Alexandre Collinet, COO											
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	n.a.	23,491	–	–	23,491	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	n.a.	–	21,195	–	–	21,195	21,195	21,195

Notes to the consolidated financial statements continued

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year: Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	69,673	–	–	69,673	69,673	69,673
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	4,976	0	4,976	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	4,976	–	–	–	4,976	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	4,976	–	–	–	4,976	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	4,976	–	–	–	4,976	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	4,976	–	–	–	4,976	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	4,980	–	–	–	4,980	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	7,831	–	7,831	–	–	–	–
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	–	21,196	–	–	–	21,196	21,196
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	144,220	–	–	144,220	144,220	144,220
Ajay Bhatia, CEO mobile.de & Head of Mobility											
Spot Awards 2022	n.a.	1 Aug. 2022	1 Aug. 2022	n.a.	–	–	130,233	–	–	–	–
	n.a.	1 Aug. 2022	1 Aug. 2023	n.a.	130,233	–	130,233	–	–	–	–
	n.a.	1 Aug. 2022	1 Aug. 2024	n.a.	–	130,233	–	–	–	130,233	130,233
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Aug. 2022	31 Dec. 2024	31 Dec. 2026	–	63,586	–	–	63,586	63,586	63,586
PSP New joiner 2022	n.a.	1 Aug. 2022	1 Aug. 2023	n.a.	6,624	–	6,624	–	–	–	–
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	69,673	–	–	69,673	69,673	69,673
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	8,294	–	8,294	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	8,294	–	–	–	8,294	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	8,294	–	–	–	8,294	–

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year						
					Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	8,294	–	–	–	8,294	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	8,294	–	–	–	8,294	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	8,297	–	–	–	8,297	–
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	360,549	–	–	360,549	360,549	360,549
Paul Heimann, CEO Kleinanzeigen & Head of Recommerce											
ELEP	25 Jun. 2021 – 31 Mar. 2022	25 Jun. 2021	31 Mar. 2022	n.a.	–	5,634	1,409	4,225	–	–	–
	25 Jun. 2021 – 31 Mar. 2023	25 Jun. 2021	31 Mar. 2023	n.a.	9,628	9,628	2,407	7,221	–	–	–
	25 Jun. 2021 – 31 Mar. 2024	25 Jun. 2021	31 Mar. 2024	n.a.	–	5,358	–	–	5,358	5,358	5,358
	25 Jun. 2021 – 31 Mar. 2025	25 Jun. 2021	31 Mar. 2025	n.a.	–	1,031	–	–	1,031	1,031	1,031
Integration awards 2021	n.a.	1 Nov. 2021	1 Nov. 2022	n.a.	1,401	–	1,401	–	–	–	–
	n.a.	1 Nov. 2021	1 Nov. 2023	n.a.	1,400	1,400	–	–	–	–	–
Integration awards 2022	n.a.	31 Mar. 2022	31 Mar. 2022	n.a.	–	5,786	5,786	–	–	–	–
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	n.a.	18,793	–	–	18,793	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	n.a.	–	18,546	–	–	18,546	18,546	18,546
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	69,673	–	–	69,673	69,673	69,673
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	4,976	–	4,976	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	4,976	–	–	–	4,976	0
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	4,976	–	–	–	4,976	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	4,976	–	–	–	4,976	–

Notes to the consolidated financial statements continued

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year: Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	4,976	–	–	–	4,976	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	4,980	–	–	–	4,980	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	6,265	–	6,265	–	–	–	–
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	–	18,546	–	–	–	18,546	18,546
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	216,329	–	–	216,329	216,329	216,329
Roman Campa, Head of Real Estate & Emerging Verticals											
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	n.a.	11,745	–	–	11,745	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	n.a.	–	15,950	–	–	15,950	15,950	15,950
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	63,866	–	–	63,866	63,866	63,866
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	4,562	–	4,562	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	4,562	–	–	–	4,562	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	4,562	–	–	–	4,562	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	4,562	–	–	–	4,562	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	4,562	–	–	–	4,562	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	4,562	–	–	–	4,562	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2025	3,916	–	3,916	–	–	–	–
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2026	–	15,950	–	–	–	15,950	15,950
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	216,329	–	–	216,329	216,329	216,329
ASPP	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	85	–	85	–	–	–	–
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	80	–	80	–	–	–	–
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	61	–	61	–	–	–	–

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year – Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	77	–	77	–	–	–	–
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	110	–	110	–	–	–	–
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	–	144	–	–	–	144	–
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	–	183	–	–	–	183	–
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	–	163	–	–	–	163	–
	n.a.	16 Jan. 2023	16 Jan. 2025	n.a.	–	140	–	–	–	140	–
	n.a.	26 Apr. 2023	28 Apr. 2025	n.a.	–	155	–	–	–	155	–
	n.a.	17 Jul. 2023	17 Jul. 2025	n.a.	–	176	–	–	–	176	–
	n.a.	16 Oct. 2023	18 Oct. 2025	n.a.	–	112	–	–	–	112	–
Julien Jouhault, Chief Product & Technology Officer											
PSP 2021	1 Jan. 2021 to 31 Dec. 2023	1 Jan. 2021	31 Dec. 2023	n.a.	7,752	–	–	7,752	–	–	–
PSP 2022	1 Jan. 2022 to 31 Dec. 2024	1 Jan. 2022	31 Dec. 2024	n.a.	–	7,630	–	–	7,630	7,630	7,630
PSP 2023	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	67,350	–	–	67,350	67,350	67,350
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2023	1 Jul. 2023	4,810	–	4,810	–	–	–	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2024	1 Jan. 2024	–	4,810	–	–	–	4,810	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2024	1 Jul. 2024	–	4,810	–	–	–	4,810	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2025	1 Jan. 2025	–	4,810	–	–	–	4,810	–
RSU 2023	n.a.	1 Apr. 2023	1 Jul. 2025	1 Jul. 2025	–	4,810	–	–	–	4,810	–
RSU 2023	n.a.	1 Apr. 2023	1 Jan. 2026	1 Jan. 2026	–	4,815	–	–	–	4,815	–
EMA 2021	n.a.	1 Jan. 2021	31 Dec. 2023	31 Dec. 2023	2,585	–	2,585	–	–	–	–

Notes to the consolidated financial statements continued

Note 14: Personnel expenses and remuneration continued

Main terms and conditions of share award plans					Information regarding reported fiscal year: Opening Balance	During the Year			Closing Balance		
1	2	3	4	5	6	7	8	9	10	11	12
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
EMA 2022	n.a.	1 Jan. 2022	30 Dec. 2024	31 Dec. 2024	–	7,631	–	–	–	7,631	7,631
Growth Award	1 Jan. 2023 to 31 Dec. 2025	1 Jan. 2023	31 Dec. 2025	31 Dec. 2025	–	144,220	–	–	144,220	144,220	144,220
ASPP	n.a.	3 Mar. 2021	3 Mar. 2023	n.a.	139	–	139	–	–	–	–
	n.a.	31 Mar. 2021	31 Mar. 2023	n.a.	143	–	143	–	–	–	–
	n.a.	30 Jun. 2021	30 Jun. 2023	n.a.	111	–	111	–	–	–	–
	n.a.	30 Sep. 2021	30 Sep. 2023	n.a.	137	–	137	–	–	–	–
	n.a.	31 Dec. 2021	31 Dec. 2023	n.a.	196	–	196	–	–	–	–
	n.a.	31 Mar. 2022	31 Mar. 2024	n.a.	–	268	–	–	–	268	–
	n.a.	30 Jun. 2022	30 Jun. 2024	n.a.	–	365	–	–	–	365	–
	n.a.	30 Sep. 2022	30 Sep. 2024	n.a.	–	325	–	–	–	325	–
	n.a.	16 Jan. 2023	16 Jan. 2025	n.a.	–	115	–	–	–	115	–
	n.a.	26 Apr. 2023	28 Apr. 2025	n.a.	–	268	–	–	–	268	–
	n.a.	17 Jul. 2023	17 Jul. 2025	n.a.	–	304	–	–	–	304	–
	n.a.	16 Oct. 2023	18 Oct. 2025	n.a.	–	196	–	–	–	196	–

Note 14: Personnel expenses and remuneration continued

Remuneration[1] to the Board of Directors:

€ thousand	2023 Board remuneration	2023 Committee Remuneration	2023 Total remuneration	2022 Board remuneration	2022 Committee Remuneration	2022 Total remuneration
Orla Noonan, Chairman of the Board and the Remuneration Committee, Member of CEO Succession Comittee	134	19	**153**	149	27	**176**
Peter Brooks – Johnson, Member of the Board and the Integration Committee	34	10	**44**	77	23	**100**
Sophie Javary, Member of the Board and the Remuneration Committee	69	9	**79**	77	10	**87**
Fernando Abril – Martorell Hernández, Member of the Board, Chairman of the Audit Committee and Member of CEO Succession Committee	69	24	**93**	77	30	**107**
Trond Berger, Chairman of the Nomination Committee	–	14	**14**	–	16	**16**
Ole E. Dahl, Member of the Nomination Committee	–	10	**10**	–	11	**11**
Julia Jaekel, Member of the Board and the Audit and CEO Succession Committees	69	16	**85**	77	22	**98**
Michael Nilles, Member of the Board and Integration Committee	69	17	**86**	77	14	**91**
Total	**445**	**119**	**564**	**533**	**153**	**687**

[1] The 2023 remuneration refers to agreed remuneration for 2023, 50% was paid in 2023 and 50% is due to be paid in 2024. The 2022 remuneration refers to agreed remuneration for 2022, 50% was paid in 2022 and 50% was paid in 2023. Board remuneration is agreed and paid in NOK. Average annual exchange rate is used to translate the numbers in the table above in EUR.

Notes to the consolidated financial statements continued

Note 15: Share-based payment

Policy
In equity-settled share-based payment transactions with employees, the employee services and the corresponding equity increase are measured by reference to the fair value of the equity instruments granted. The fair value of the equity instruments is measured at grant date and is recognised as personnel expenses and equity increase immediately or over the vesting period when performance vesting conditions require an employee to serve over a specified time period.

At each reporting date the entities remeasure the estimated number of equity instruments that are expected to vest taking into account the estimated forfeiture rate and non-market performance conditions. The amount recognised as an expense is adjusted to reflect the number of equity instruments which are expected to be, or actually become, vested.

In cash-settled share-based payment transactions with employees, the employee services and the incurred liability are measured at the fair value of the liability. The employee services and the liability are recognised immediately or over the vesting period when performance vesting conditions require an employee to serve over a specified time period. Until the liability is settled, the fair value of the liability is revised at each reporting date and at settlement date, with changes in fair value recognised in profit or loss.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised over the remaining vesting period for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee.

Share-based payment transactions with settlement alternatives are classified as cash-settled if a present obligation to settle in cash exists. In the absence of this obligation share-based payment transactions are classified as equity-settled. A liability for the cash-settled award is recognised only when it is probable (more likely than not) that the settlement in cash occurs.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (see note 18).

Significant estimates
Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of awards, the Group uses a Monte-Carlo simulation model. For cash-settled share-based awards, the liability is remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognised in profit or loss. This requires a reassessment of the estimates used at the end of each reporting period.

Significant judgment
According to the terms of the Prospectus for the Offer (see note 1), outstanding share-based awards that will or would have vested as a result of the Offer, will be settled in cash. Management believes that as at 31 December 2023 the closing of the Offer was probable. Accordingly, the expected manner of settlement has changed from equity-settlement to cash-settlement for the share-based awards vesting upon the transaction.

Note 15: Share-based payment continued
For share-based payment transactions in which the manner of settlement is contingent on an event that is outside the control of either Adevinta or the employees, which is the case for Growth and Special awards, there are two potential outcomes (equity or cash) running in parallel since the grant date. At each reporting date Adevinta assesses which outcome is more likely and accounts for these share-based payment transactions on an equity- or cash-settled basis accordingly. Any adjustment in estimated expenses arising from a switch between the cumulative amount for the equity-settled award and the cash-settled award is recognised in profit or loss in the current period.

For share-based payment transactions in which Adevinta has the choice of whether to settle in cash or by issuing equity instruments, which is the case for all awards other than Growth and Special awards, the change in the expected manner of settlement is accounted for as a modification. At the moment when it becomes probable that the expected manner of settlement changes, so that the awards will be settled in cash instead of shares, the related liability is measured using the fair value of the equity-settled awards at the modification date, based on the elapsed portion of the vesting period. This amount is recognised as liability with a corresponding reduction of equity.

Long-term incentive plans
Adevinta runs many share-based awards granted to management and employees. In 2023 new awards were granted mainly related to the Growth award and the Special award that were granted to group management and other key members of management, the PSP 2023 award that were granted to senior employees and management and the Restricted Stock Unit (RSU) award that was granted to senior employees and management. Below is a summary of the main ongoing share-based incentive programmes.

Growth and Special Award
On 1 April 2023 the Growth awards and Special awards were granted to group management and other key members of management of Adevinta. The shares will be issued for no cash consideration subject to a three-year vesting period and achieving certain EBITDA and revenue growth targets (50% and 50% vesting, respectively) over a three-year performance period. Furthermore, the number of shares the employee receives will depend on the Adevinta ASA share price performance against a peer group (relative Total Shareholder Return (TSR)) over a three-year performance period similar to PSP. Adevinta ASA shares must perform better than 50% of Adevinta ASA's peers ("median" relative TSR). The manner of settlement (equity or cash) of these awards is contingent on change of control over Adevinta.

The fair value of the awards granted has been estimated at the date of grant using a Monte-Carlo simulation model, taking into account the terms and conditions on which the awards have been granted. The model simulates the TSR and compares it against a group of peers. It takes into account the projection period (being the vesting period), the share price (Adevinta ASA's share price) at grant date, the risk-free interest rate, the dividend yield, the share price volatility of both Adevinta ASA and the peer group, future expected correlation of comparators' TSR and initial TSR performance.

The awards had a grant date fair value of €4.43.

The Restricted Stock Unit Plan ("RSU")
On 1 April 2023 the RSU award was granted to senior employees and management of Adevinta. The shares will be issued to employees for no cash consideration subject to employment during the vesting period. The number of shares issued to participants is the target percentage of an employee's annual base salary divided by the share price at the grant date. The shares vest over a three-year period in 6 semi-annual instalments at 1 July and 1 January. Adevinta has the choice of whether to settle these awards in cash or by issuing equity instruments.

The awards had a grant date fair value of € 6.51.

Notes to the consolidated financial statements continued

Note 15: Share-based payment continued

The Adevinta Performance Share Plan ("PSP")

Under the PSP, the employees will be granted awards of Adevinta ASA shares on an annual basis. These shares will be issued for no cash consideration subject to a three-year vesting period and in some cases an additional holding and employment period. For the awards granted in 2019 and 2020 to the group management this means that 50% of the awards vest after three years, 25% vests after four years and the remaining 25% vests after 5 years. The awards granted in 2021, 2022 and 2023 vest 100% after three years, and the 2021 and 2022 there are in some cases subject to a further two year holding requirement. The number of awards granted to eligible employees is based on their prescribed maximum opportunity under the plan (for the Adevinta executive management team the maximum amount is in the range of 175% and 300% of their base salary). The number of shares the employee receives will depend on the Adevinta ASA share price performance against a peer group (TSR) over a three-year performance period:

- For minimum payout, Adevinta ASA shares must perform better than 50% of Adevinta ASA's peers ("median" relative TSR). If this is achieved, 25% of the shares granted to the employees under the PSP award will be transferred to the employee after the performance period.
- For maximum payout, Adevinta ASA shares must perform better than 75% of Adevinta ASA's peers ("upper quartile" relative TSR). If this is achieved, 100% of the shares granted to the employee under the PSP award will "vest" and be transferred to the employee.
- The payout is linear between the minimum and maximum payout.

The terms of the PSP Awards granted in 2020 were modified on 3 May 2022. Pursuant to the modification, a minimum of 25% of PSP Awards granted in May 2020 will vest. For TSR performance between median and upper-quartile, straight line vesting will apply from 25% vesting to 100% vesting as applied to the original award.

Adevinta has the choice of whether to settle these awards in cash or by issuing equity instruments.

The fair value of awards granted has been estimated at the date of grant using a Monte-Carlo simulation model, taking into account the terms and conditions on which the awards have been granted. The model simulates the TSR and compares it against a group of peers. It takes into account the projection period (being the vesting period), the share price (Adevinta ASA share price) at grant date, the risk-free interest rate, the dividend yield, the share price volatility of both Adevinta ASA and the peer group, future expected correlation of comparators' TSR and initial TSR performance.

The peer group regarding the PSP is the group of companies in the STOXX Europe 600 Index (Europe's 600 largest listed companies that are between half and twice the size of Adevinta ASA, as measured by market capitalisation at date of grant).

The 2023 PSP awards had a grant date fair value of €4.00 (€1.04 for 2022 Executive PSP and €1.22 for 2022 Non-Executive PSP).

Deferred Annual Variable Incentive award ("DAVI awards")

Under the DAVI awards scheme granted in 2021 and 2022, Adevinta shares may be issued to the selected employees for no consideration following the outcome of a one-year performance period where two non-market performance conditions apply, being financial targets and strategic targets.

The number of awards issued to participants in the DAVI scheme is the target percentage of an employee's annual base salary divided by the share price at the date of grant.

Note 15: Share-based payment continued

Subject to continued employment, 50% of the shares will vest on the first anniversary after the end of the performance period and 50% of the shares will vest on the second anniversary after the end of the performance period.

Adevinta has the choice of whether to settle these awards in cash or by issuing equity instruments.

The shares granted in 2022 had a grant date fair value of €10.51. The above mentioned performance conditions do not impact the fair value of the awards and are only considered in determining the number of instruments that will ultimately vest.

Legacy equity plan ("LEP")

The LEP awards were granted on 6 August 2021 to employees of eBay Classifieds Group as a voluntary replacement of the unvested awards previously issued by eBay (eCG's former parent company), which lapsed and were forfeited as a result of Adevinta ASA's acquisition of eBay Classifieds Group. Awards vest in instalments between 31 March 2022 and 31 March 2025 for no cash consideration.

For executives, 100% of the LEP awards will vest subject to a relative TSR performance condition with a minimum of 25% of the awards vesting. For non-executives, the LEP awards are not subject to any performance conditions.

Adevinta has the choice of whether to settle these awards in cash or by issuing equity instruments.

The shares granted in 2022 had a grant date fair value of €9.47 – €11.95 for executive LEP depending on the instalment and €17.20 for non-executives.

The Adevinta Share Purchase Plan ("ASPP")

Adevinta employees can participate in the Adevinta Share Purchase Plan (ASPP). As a participant of the ASPP, Adevinta employees have the opportunity to purchase Adevinta ASA shares through contributions from their salary ("Purchased Shares") and receive a company matching award of free shares in proportion to their Purchased Shares, subject to continued employment and a holding period for the Purchased Shares of two years. Adevinta has the choice of whether to settle these awards in cash or by issuing equity instruments.

The shares granted in 2023 had a grant date fair value of €7.04, €5.83, €9.64 and €10.01 (2022: €6.95, €5.95, €6.78 and € 8.19) due to the awards being granted every quarter.

Modification of share-based payment arrangements

In December 2023, pursuant to the Offer (see note 1), the expected manner of settlement of the awards that will vest upon the transaction date changed from equity to cash settlement. The fair value of the awards at the date of the modification was €10.28. No incremental fair value was recognised as a result of the modification. The fair value of the modified awards was determined using the same models and principles as described above.

Notes to the consolidated financial statements continued

Note 15: Share-based payment continued

Shares granted, not vested

The table below includes the development in shares for programmes that have been granted in Adevinta ASA shares:

	2023	2022
Number of shares granted, non-vested at 1 January	3,256,878	1,772,817
Number of shares granted	11,545,051	4,257,808
Number of shares forfeited	(1,644,893)	(2,058,547)
Number of shares vested	(1,903,732)	(2,673,052)
Number of shares settled in cash	(29,578)	(99,927)
Adjustments of shares granted(*)	2,530,019	2,057,779
Number of shares non-vested at 31 December	**13,753,745**	**3,256,878**
Weighted average share price at vesting date for awards vested during the year (NOK per share)	78.6	76.7
Weighted average fair value at grant date for awards granted during the year (NOK per share)	63.0	65.0

(*) Adjustment of shares granted mainly reflects changes in estimates during the vesting period of the number of shares expected to be vested due to changes in expected achievement of performance conditions.

At 31 December 2023 the number of non-vested shares that are expected to be settled in cash was 6,296,336.

The weighted average remaining contractual life (vesting period) for the share-based awards outstanding as at 31 December 2023 was 1.40 years (2022: 1.42 years). However, due to the Offer (see note 1), the company expects to settle the outstanding awards in cash on a pro-rata basis upon the completion of the transaction which is expected to be in Q2 2024.

Accounting impacts

In 2023 and 2022, the accounting effects of the share-based payment programmes were as follows:

€ million	2023	2022
Share-based cost (included in personnel expenses) (note 14)	**44**	**33**
Of which equity-settled	38	32
Of which cash-settled	6	1
Liabilities arising from share-based payment transactions 31 December	**45**	**1**

Due to the Offer (see note 1), the expected manner of settlement has in December 2023 changed from shares to cash on a pro-rata basis for most of the company's share-based awards, resulting in an increase in liabilities of €43 million with a corresponding increase in personnel costs of €(2) million and decrease in equity of €41 million.

Note 15: Share-based payment continued

€ million	2023			2022		
	Personnel cost	Increase in equity	Increase in liabilities	Personnel cost	Increase in equity	Increase in liabilities
PSP 2019 – 2023	6	6	0	7	7	–
LEP award	2	2	0	9	9	0
Merger award 2021 -2022	2	2	0	3	3	–
DAVI award 2021 – 2022	5	6	(1)	9	8	0
Growth and Special award 2023	9	–	9	–	–	–
RSU 2023	13	17	(3)	–	–	–
Other awards	3	3	0	4	4	–
Employee share saving plan	3	2	1	1	1	(0)
Total	**44**	**38**	**6**	**33**	**32**	**1**

Note 16: Other income and expenses

Significant judgement

Income and expenses presented within "Other income and expenses" are characterised by being transactions and events not considered by management to be reliable indicators of underlying operations. Management believes that these items are normally not recurring, and therefore presenting them separately provides useful information. Other income and expenses include items such as restructuring costs, integration-related costs, acquisition- and divestment-related costs, gains or losses on sale or remeasurement of assets, investments or operations and other expenses. Acquisition- and divestment-related costs may include costs both related to transactions done and transactions that were not completed.

€ million	2023	2022
Gain on sale and remeasurement of subsidiaries, joint ventures and associates (note 9 and 10)	10	25
Other	7	12
Other income or gain	**17**	**37**
Loss on sale and remeasurement of subsidiaries, joint ventures and associates (note 9 and 10)	(1)	(7)
Restructuring costs	(0)	(17)
Digital services tax related to previous years	–	(28)
Acquisition- and divestment-related costs (note 10)	(1)	(3)
Integration-related costs	(69)	(87)
Verticalisation project costs	(22)	–
Rebranding costs	(15)	–
Aurelia offer related costs	(24)	–
Other	(3)	(7)
Other expenses or loss	**(134)**	**(149)**
Total	**(117)**	**(112)**

Notes to the consolidated financial statements continued

Note 16: Other income and expenses continued
Gain on sale and remeasurement of subsidiaries, joint ventures, and associates of €10 million in 2023 mainly relates to the gain on sale of Adevinta Hungary (€7 million) and gain on dilution of Younited (€2 million). In 2022 the line item mainly related to €22 million gain on sale of InfoJobs Brazil and € 4 million gain on dilution of Younited.

Other income of €7 million in 2023 relates mainly to the release of tax provisions (€4 million) and collections of insurance claims (€2 million). Other income of €12 million in 2022 is mainly related to a VAT claim that was cash collected in 2022 (€11 million) related to costs incurred due to the acquisition and integration of eBay Classifieds Group.

Integration related costs mainly relate to the acquisition of eBay Classifieds Group.

Verticalisation project costs relate to restructuring Adevinta's operating model and organisation to be divided by verticals across our five core European markets.

Rebranding costs relate to the rebranding of "eBay Kleinanzeigen" to "Kleinanzeigen". Per the acquisition agreement with eBay, Adevinta cannot use the "eBay Kleinanzeigen" brand beyond 2024.

Aurelia offer related costs relate to the Offer from a consortium led by Permira and Blackstone regarding the purchase of all shares of Adevinta (see note 1).

Digital Services Tax related to previous years in 2022 relate to the digital services tax in France for the period 2019 to 2021.

Restructuring costs in 2022 consist primarily of costs related to restructuring processes in France (€15 million).

Note 17: Financial items

€ million	2023	2022
Interest income	29	26
Net foreign exchange gain	8	28
Gain on sale of equity instruments	0	(0)
Other financial income	3	0
Total financial income	**40**	**54**
Interest expense	(84)	(77)
Other financial expenses	(27)	(26)
Total financial expenses	**(111)**	**(103)**
Net financial items	**(71)**	**(49)**

Note 17: Financial items continued

Interest expense consists of:

	2023	2022
Interest on Senior Security Notes (note 21)	(29)	(29)
Interest on EUR TLB (note 21)	(40)	(30)
Interest on USD TLB (note 21)	(11)	(13)
Interest on lease liabilities (note 28)	(3)	(2)
Interest expense on other borrowings measured at amortised cost	(1)	(2)
Total interest expense	**(84)**	**(77)**

In 2023 and 2022, interest income relates mainly to the loan denominated in Brazilian real (BRL) granted by Adevinta to Bom Negócio Atividades de Internet Ltda in 2020 (€23 million (2022: €24 million)) (note 21).

In 2023 and 2022 the interest expenses are mainly related to new financing obtained in connection to the eCG acquisition (note 21). Other financial expenses are mainly due to amortisation of the costs directly attributable to the issue of the new financing using the effective interest method amounting to €(21) million (2022: €(22) million).

Note 18: Earnings per share

Policy:

The weighted average number of shares outstanding is adjusted for the effects of any potential dilutive shares as at the reporting date as follows:

- For share-based payment programmes where Adevinta is committed to match shares purchased by employees without performance conditions, by including the expected number of matching shares that would be issuable.
- For other share-based payment programmes, by including the number of shares that would be issuable based on the number of shares granted less the number of shares forfeited and adjusted for the expected outcome of performance conditions.

Adjusted earnings per share is calculated as profit (loss) attributable to owners of the parent adjusted for items reported in the income statement as Other income and expenses and Impairment loss, adjusted for taxes and non-controlling interests. The number of shares included in the calculation is the same as the number for earnings per share and diluted earnings per share, as described above.

Notes to the consolidated financial statements continued

Note 18: Earnings per share continued

	2023	2022
Weighted average number of shares outstanding (*)	1,217,268,875	1,218,560,056
Potentially dilutive share-based awards, effects of which on dilution was ignored, because these instruments were anti-dilutive for the respective period. Awards expected to be settled in cash are excluded.	4,207,936	3,458,347
Weighted average number of shares outstanding – diluted (*)	**1,217,268,875**	**1,218,560,056**
Profit (loss) attributable to owners of the parent	(142)	(1,832)
Continuing operations	(139)	(1,774)
Discontinued operations	(3)	(57)
Earnings per share (€)	(0.12)	(1.50)
Continuing operations(*)	(0.11)	(1.45)
Discontinued operations	(0.00)	(0.05)
Diluted earnings per share (€)(*)	(0.12)	(1.50)
Continuing operations(*)	(0.11)	(1.45)
Discontinued operations(*)	(0.00)	(0.05)

Calculation of adjusted earnings per share (including continued and discontinued operations)

	2023	2022
Profit (loss) attributable to owners of the parent	(142)	(1,832)
Other income and expenses(*)	120	108
Impairment loss (including joint ventures and loans receivable)	237	1,834
Taxes and non-controlling effect of other income and expenses and Impairment loss	(63)	(88)
Profit (loss) attributable to owners of the parent – adjusted(*)	**152**	**21**
Earnings per share – adjusted (€)(*)	0.12	0.02
Diluted earnings per share – adjusted (€)(*)	0.12	0.02

(*) 2022 comparatives were amended to correct an error in calculations.

Note 19: Intangible assets

Policy

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised, but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired (note 11), and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses. Amortisation of intangible assets with a finite useful life is allocated on a systematic basis over their useful life. Intangible assets with an indefinite useful life are not amortised.

Costs of developing software and other intangible assets are expensed until all recognition criteria are met, including the following:

- it can be demonstrated that the asset will generate probable future economic benefits; and
- the cost of the asset can be measured reliably.

The cost of an internally generated intangible asset is the sum of expenditures incurred from the time all requirements for recognition as an asset are met and until the time the asset is capable of operating in the manner intended by management.

Subsequent expenditures incurred in the operating stage to enhance an intangible asset are expensed as incurred unless the asset recognition criteria, including the ability to demonstrate increased probable economic benefits, are met. Assets' maintenance costs are expensed as incurred.

Intangible assets with a finite expected useful life are amortised on a straight-line basis from the point at which the asset is ready for use over the expected useful life. The amortisation period of software and licenses is normally 3 years, for trademarks 3 years, for customer relationships 9 to 11 years, and for other intangible assets it is between 1.5 and 10 years.

Estimation uncertainty

The amortisation method, expected useful lives and residual values used in the calculation of amortisation are based on estimates and are reassessed annually.

Significant judgment

Adevinta has significant activities related to developing new technology to deliver digital classified and advertising products for our customers and users. Judgment is required to determine whether the asset recognition criteria are met including expected economic benefits.

Notes to the consolidated financial statements continued

Note 19: Intangible assets continued

Development in net carrying amount in 2023, € million	Goodwill	Trademarks, indefinite	Trademarks, definite	Software and licences	Customer relations	Total
As at 1 January	6,930	3,132	134	263	421	10,880
Additions	–	–	0	112	–	112
Acquired through business combinations	3	–	–	–	–	3
Disposals	–	–	–	(0)	–	(0)
Disposals through sales of businesses	(11)	(2)	–	–	(0)	(13)
Reclassifications	(2)	–	–	3	–	1
Amortisation	–	–	(74)	(144)	(49)	(268)
Impairment loss	–	(146)[1]	–	(1)	–	(147)
Translation differences	0	(5)	–	(0)	(1)	(6)
As at 31 December	**6,920**	**2,979**	**60**	**233**	**371**	**10,563**
Of which accumulated cost	8,566	3,349	251	666	524	13,356
Of which accumulated amortisation and impairment loss	(1,645)	(370)	(191)	(433)	(154)	(2,793)

Development in net carrying amount in 2022, € million	Goodwill	Trademarks, indefinite	Trademarks, definite	Software and licences	Customer relations	Total
As at 1 January	8,420	3,457	127	313	474	12,790
Additions	0	–	0	80	–	80
Acquired through business combinations	14	–	–	0	–	14
Disposals	(0)	(0)	(0)	(2)	–	(2)
Disposals through sales of businesses	(9)	(0)	(0)	(2)	–	(12)
Reclassifications	–	(95)	95	(0)	–	–
Amortisation	–	(0)	(88)	(124)	(53)	(265)
Impairment loss	(1,492)[1]	(228)[1]	–	(3)	–	(1,722)
Translation differences	(3)	(2)	0	1	0	(4)
As at 31 December	**6,930**	**3,132**	**134**	**263**	**421**	**10,880**
Of which accumulated cost	8,621	3,360	251	564	529	13,398
Of which accumulated amortisation and impairment loss	(1,692)	(228)	(117)	(301)	(108)	(2,518)

[1] See note 11.

Note 19: Intangible assets continued

Trademarks with an indefinite expected useful life have been acquired through business combinations and management expects they will generate cash flows over an indefinite period of time considering the awareness of the trademark, current business plans, including incurring marketing and legal expenses to obtain the future economic benefits from the trademarks, and that the use of these trademarks is legally protected and is not limited by any economic or legal restrictions.

Additions in software and licenses mainly consist of internally developed intangible assets. Research and development expenditure that do not meet the criteria for recognition as intangible assets are recognised as an expense when incurred. Such expenses amounted to €47 million in 2023 and €46 million in 2022 and are mainly related to search for new and improved products and systems and expenses incurred prior to the asset recognition criteria are met.

Note 20: Property, plant and equipment

Policy

Property, plant & equipment are depreciated on a straight-line basis over their estimated useful life. Depreciation schedules reflect the assets' residual value. Equipment, furniture and similar assets are amortised over 3-10 years.

	2023		2022	
Development in net carrying amount € million	**Equipment, furniture and similar assets**	**Total**	**Equipment, furniture and similar assets**	**Total**
As at 1 January	28	28	35	35
Additions	8	8	9	9
Disposals	(1)	(1)	–	–
Reclassifications	0	0	1	1
Depreciation	(13)	(13)	(16)	(16)
Translation differences	0	0	–	–
Acquisitions through business combinations	0	0	–	–
Disposals through sales of businesses	(0)	(0)	–	–
As at 31 December	**22**	**22**	**28**	**28**
Of which accumulated cost	169	169	169	169
Of which accumulated depreciation and impairment loss	(147)	(147)	(141)	(141)

Notes to the consolidated financial statements continued

Note 21: Financial assets and liabilities

Policy

Adevinta initially recognises loans, receivables and deposits on the date that they originate. All other financial assets and financial liabilities (including financial assets designated at fair value through profit or loss or other comprehensive income) are recognised initially on the trade date at which Adevinta becomes a party to the contractual provisions of the instrument. All financial instruments are initially measured at fair value plus or minus transaction costs with the exception of financial assets or financial liabilities measured at fair value through profit or loss.

On initial recognition financial instruments are classified in one of the following categories:

- Financial assets or financial liabilities at fair value (either through Other Comprehensive Income (OCI) or through profit or loss)
- Financial assets at amortised cost
- Equity instruments designated at fair value through OCI
- Financial liabilities at amortised cost

The classification of financial assets depends on both the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

Financial assets or financial liabilities measured at fair value through profit or loss include financial assets or liabilities held for trading and acquired or incurred primarily with a view of selling or repurchasing in the near term, and derivatives that are not held for trading, but not designated for hedge accounting. These financial assets and liabilities are measured at fair value when recognised initially, and transaction costs are charged to expense as incurred. Subsequently, the instruments are measured at fair value, with changes in fair value, including interest income, recognised in profit or loss as financial income or financial expenses.

Financial assets measured at amortised cost are assets giving rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. The category is included in the statement of financial position items "Non-current financial assets", "Trade receivables", "Other current financial assets" and "Cash and cash equivalents". Financial assets measured at amortised cost are recognised initially at fair value plus directly attributable transaction costs. After initial measurement, these financial assets are measured at amortised cost using the effective interest method, reduced by any impairment loss. Effective interest related to financial assets measured at amortised cost is recognised in profit or loss as "Financial income".

The carrying amounts of trade and other current receivables are assumed to be the same as their fair values, due to their short-term nature. Short-term loans and receivables are, for practical reasons, measured at nominal values.

Adevinta classifies its investments in equity instruments as Financial assets at fair value through profit or loss unless an irrevocable election is made at initial recognition to classify the investments as equity instruments designated at fair value through OCI (FVOCI). Currently all equity instruments are designated at FVOCI. When designated at FVOCI, gains and losses are never recycled through profit or loss. Dividends are recognised as financial income in profit or loss. The carrying amount of investments in equity instruments is included in the statement of financial position item "Non-current financial assets". Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Note 21: Financial assets and liabilities continued

Financial liabilities not included in any of the above categories are classified as financial liabilities measured at amortised cost. Financial liabilities measured at amortised cost are included in the statement of financial position items “Non-current interest-bearing borrowings”, “Non-current lease liabilities“, “Other non-current financial liabilities”, “Current interest-bearing borrowings”, “Current lease liabilities” and “Other current financial liabilities”. After initial measurement, these liabilities are measured at amortised cost using the effective interest method. Effective interest is recognised in profit or loss as financial expenses. Short-term financial liabilities are, for practical reasons, measured at nominal values.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire and Adevinta has transferred substantially all the risks and rewards of ownership. Financial liabilities are derecognised when the obligation is discharged, cancelled or it expires. Any rights and obligations created or retained in such a transfer are recognised separately as assets or liabilities.

Financial assets and liabilities are offset, and the net amount presented in the Consolidated statement of financial position, when Adevinta has a legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously.

Management assesses, at each reporting date, the general pattern of deterioration or improvement in the credit quality of debt instruments (loans issued) carried at amortised costs or FVOCI. The amount of Expected Credit Loss (ECL) recognised as a loss allowance or provision depends on whether there has been a significant increase in credit risk.

For trade receivables, Adevinta applies a simplified approach in calculating ECLs. Adevinta does not track changes in credit risk, but instead has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. At each reporting date Adevinta recognises a loss allowance reflecting the lifetime expected credit losses based on the provision matrix. Changes in the loss allowance are recognised as other operating expenses. Impairment of all other financial assets is recognised as financial expenses.

Please see note 4 for the disclosures in relation to fair value measurements and note 21.5 for policy on hedge accounting.

Notes to the consolidated financial statements continued

Note 21: Financial assets and liabilities continued

21.1 Financial instruments by category

Carrying amount of financial assets and liabilities divided into categories:

31 December 2023, € million	Note	Financial assets at amortised cost	Equity instruments at fair value through OCI	Financial assets at fair value through OCI	Financial liabilities at amortised cost	Financial liabilities at fair value through profit or loss	Total
Other non-current financial assets	21.2	154	26	–	–	–	180
Trade receivables	22	202	–	–	–	–	202
Other current financial assets	21.2	30	–	16	–	–	46
Cash and cash equivalents	29	57	–	–	–	–	57
Total financial assets		**443**	**26**	**16**	**–**	**–**	**484**
Non-current interest-bearing borrowings	21.4	–	–	–	1,771	–	1,771
Other non-current financial liabilities		–	–	–	–	3	3
Current interest-bearing borrowings	21.4	–	–	–	9	–	9
Trade payables		–	–	–	68	–	68
Other current financial liabilities		–	–	–	–	4	4
Total financial liabilities		**–**	**–**	**–**	**1,848**	**7**	**1,855**

31 December 2022, € million	Note	Financial assets at amortised cost	Equity instruments at fair value through OCI	Financial assets at fair value through OCI	Financial liabilities at amortised cost	Financial liabilities at fair value through profit or loss	Total
Other non-current financial assets	21.2	140	33	66	–	–	239
Trade receivables	22	157	–	–	–	–	157
Other current financial assets	21.2	52	–	–	–	–	52
Cash and cash equivalents	29	70	–	–	–	–	70
Total financial assets		**419**	**33**	**66**	**–**	**–**	**518**
Non-current interest-bearing borrowings	21.4	–	–	–	2,183	–	2,183
Other non-current financial liabilities		–	–	–	–	4	4
Current interest-bearing borrowings	21.4	–	–	–	9	–	9
Trade payables		–	–	–	43	–	43
Other current financial liabilities		–	–	–	–	4	4
Total financial liabilities		**–**	**–**	**–**	**2,235**	**8**	**2,243**

Note 21: Financial assets and liabilities continued

21.2 Other financial assets

31 December, € million	Non-current		Current	
	2023	2022	2023	2022
Investments in equity and debt instruments	26	33	–	–
Loans issued (note 21.3)	153	140	25	49
Derivative financial instruments (note 21.5)				
used for hedging	–	66	16	–
held for trading at FVTPL	–	–	–	0
Other financial assets	1	–	5	3
Total other financial assets	**180**	**239**	**46**	**52**

Details of the Group's exposure to risks arising from current and non-current financial assets are set out in note 7.

21.3 Interest-bearing loans issued

31 December, € million	Carrying amount		Fair value	
	2023	2022	2023	2022
Loans issued to joint ventures and associates	138	122	135	113
Vendor loan notes	15	18	14	17
Total non-current interest-bearing loans	**153**	**140**	**149**	**130**
Loans issued to joint ventures and associates	21	7	21	7
Vendor loan notes	4	42	4	42
Total current interest-bearing loans	**25**	**49**	**25**	**49**
Total interest-bearing loans issued	**177**	**189**	**174**	**179**

Loans issued as at 31 December 2023 are denominated in BRL and € (31 December 2022: in BRL, € and USD).

In October 2020 Adevinta issued a loan of BRL 949 million to OLX Brazil joint venture and the loan bears an interest of SELIC + 2% subject to 18 months grace period and has a tenor of 15 years (note 12). On 23 December 2022 Adevinta converted part of the loan into the equity instruments of OLX Brazil. The portion of the loan converted into equity corresponds to BRL 380 million (€76 million) of the principal amount leaving a remaining principal amount of BRL 569 million. After the partial conversion, the terms of the loan and the interest of the Group in the joint venture remained unchanged.

As consideration for the disposal of InfoBras in March 2022 (note 10), Adevinta issued a vendor loan note of € 18 million bearing an interest of 3.5% and maturing in 2029 with partial repayments starting from 2024.

Part of consideration for the disposal of the business in Australia in August 2022 (note 10) was a vendor loan note of €42 million (USD 44 million) bearing an interest of 3.5% and maturing in May 2023. The vendor loan note was collected in May 2023.

The fair values of non-current loans are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy (note 4) due to the use of unobservable inputs, including own credit risk.

Notes to the consolidated financial statements continued

Note 21: Financial assets and liabilities continued

21.4 Interest-bearing borrowings

31 December, € million	Carrying amount 2023	Carrying amount 2022	Fair value 2023	Fair value 2022
Non-current interest-bearing borrowings				
Senior Secured Facilities	726	1,144	772	1,130
Senior Secured Notes	1,045	1,039	1,050	985
Total non-current interest-bearing borrowings	**1,771**	**2,183**	**1,822**	**2,115**
Current interest-bearing borrowings				
Senior Secured Facilities and other credit facilities	5	5	5	5
Senior Secured Notes	4	4	4	4
Total current interest-bearing borrowings	**9**	**9**	**9**	**9**
Total interest-bearing borrowings	**1,780**	**2,193**	**1,831**	**2,124**

Interest-bearing borrowings as at 31 December 2023 and 2022 are denominated in € and USD currency. Senior Secured Notes (the "notes") amounting to €1,060 million consist of two tranches: €660 million aggregate principal amount of notes due in 2025, bearing interest at a rate of 2.625% per annum and €400 million aggregate principal amount of notes due in 2027, bearing interest at a rate of 3.000% per annum. The notes were issued pursuant to an indenture between, among others, Adevinta and Citibank N.A., London Branch, as trustee and security agent.

Concurrently with the consummation of the offering of the notes, Adevinta entered into a new senior secured Term Loan B facility consist ing of a €900 million EUR-denominated tranche (the "EUR TLB") and a USD506 million US-dollar-denominated tranche (the "USD TLB" and, together with the EUR TLB, the "Term Loan B"). The EUR TLB bears interest at a rate per annum equal to EURIBOR (subject to a floor of zero) plus 2.50%, in accordance with the leveraged based margin ratchet. The USD TLB bears interest at a rate per annum equal to LIBOR (subject to a 0.75% floor) plus 2.75%, in accordance with the leveraged based margin ratchet. Adevinta entered into a deal-contingent forward starting 3 year cross-currency interest rate swap, effectively converting the USD506 million USD TLB into €427 million with an all-in fixed rate of 3.169% (note 7). During 2023 €(150) million from EUR TLB and €(237) million from USD TLB were repaid. During 2022 €(150) million in relation to the multicurrency revolving facility and €(165) million from EUR TLB were repaid. After repayments the outstanding notional principal amounts are €585 million for EUR TLB and USD189 million for USD TLB as at 31 December 2023.

The Term Loan B and the Senior Secured Notes are guaranteed by certain subsidiaries of Adevinta and eBay Classifieds Group and secured by shares of certain of the guarantors as well as certain material bank accounts and the intercompany receivables of Adevinta.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy (note 4) due to the use of unobservable inputs, including own credit risk. Adevinta has complied with the financial covenants of its borrowing facilities during the 2023 and 2022 reporting periods, see note 7 for details.

Details of the Group's exposure to risks arising from current and non-current borrowings and the implications of the Offer (see note 1) on the Group's outstanding debt are set out in note 7.

Note 21: Financial assets and liabilities continued

21.5 Derivatives and hedging activities

Policy

The Group designates certain derivatives as hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).

At inception of the hedge relationship, and on an ongoing basis, the Group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

The effective portion of changes in the fair value of derivatives designated as hedging instruments in cash flow hedges is recognised in other comprehensive income and is accumulated in the hedging reserve. The ineffective portion is recognised in profit or loss.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- The gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within finance cost at the same time as the interest expense on the hedged borrowings.
- In other cash flow hedges the hedging reserve will be reclassified to profit or loss when the hedged expected future cash flows affect profit or loss.

When a hedging instrument in a cash flow hedge expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss.

Changes in the fair value of derivatives not designated as hedging instruments are recognised in financial income or expenses.

A hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into cross-currency interest rate swap that has similar critical terms as the hedged item, such as reference rate, payment dates and notional amount. As all critical terms matched during the year, there is an economic relationship.

Notes to the consolidated financial statements continued

Note 21: Financial assets and liabilities continued
21.5 Derivatives and hedging activities continued

Hedge ineffectiveness for interest rate swaps is assessed using the same principles as for hedges of foreign currency purchases. It may occur due to:

- differences in the timing of cash flows of the hedged items and the hedging instruments;
- changes to the forecasted amount of cash flows of hedged items and hedging instruments;
- different indexes (and accordingly different curves) linked to the hedged risk of the hedged items and hedging instruments
- the counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items.

Hedge ineffectiveness in relation to the interest rate swaps was negligible for 2023 and 2022.

Derivatives not designated as hedging instruments

The Group used foreign exchange forward contracts to hedge some of its foreign currency transaction exposures in 2023 and 2022 for which hedge accounting was not applied. The impact of these derivatives on the statement of financial position and the income statement was negligible in 2023 and 2022.

Derivatives designated as hedging instruments

Cash flow hedges

The Group is holding the following derivative instruments which have been designated as hedging instruments to hedge future exposures in currency and interest rate risks related to forecasted cash flows:

	Maturity						
	Less than 1 months	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	>1 year	Total
As at 31 December 2023							
Foreign exchange forward contracts (highly probable forecasted flows)							
Notional amount (in € million)	(3)	(6)	(9)	(9)	(8)	–	(34)
Average forward rate (CAD/EUR)	1.4644	1.4672	1.4702	1.4747	1.4799	–	1.4732
Cross-currency interest swap contracts (borrowings)							
Notional amount (in € million)	–	–	189	–	–	–	189
Average forward rate (USD/EUR)	–	–	1.18510	–	–	–	1.18510

Note 21: Financial assets and liabilities continued
21.5 Derivatives and hedging activities continued

	Maturity						
	Less than 1 months	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	>1 year	Total
As at 31 December 2022							
Foreign exchange forward contracts (highly probable forecasted flows)							
Notional amount (in € million)	–	(42)	–	–	–	–	(42)
Average forward rate (USD/EUR)	–	1.0598	–	–	–	–	1.0598
Notional amount (in € million)	(3)	(5)	(9)	(10)	(9)	–	(36)
Average forward rate (CAD/EUR)	1.4483	1.4516	1.4574	1.4633	1.4673	–	1.46003
Cross-currency interest swap contracts (borrowings)							
Notional amount (in € million)	–	–	–	–	–	467	467
Average forward rate (USD/EUR)	–	–	–	–	–	1.18510	1.18510

Hedging instruments recognised in the statement of financial position are as follows:

€ million	Notional amount	Carrying amount	Line item in the statement of financial position
31 December 2023			
Cross-currency interest swap contracts on borrowings	189	16	Other current financial assets
Foreign currency forward contracts in relation to royalty income	34	0	Other current financial liabilities
31 December 2022			
Foreign currency forward contracts in relation to the loans issued	42	0	Other current financial assets
Cross-currency interest swap contracts on borrowings	467	66	Non-current financial assets
Foreign currency forward contracts in relation to royalty income	36	0	Other current financial liabilities

The changes of hedged items presented in the Hedging reserve in statement of financial position are as follows:

Hedging reserve, € million	2023	2022
USD vendor loan note issued (hedged by foreign currency forward contracts (€/USD))	–	(2)
USD borrowings (hedged by cross-currency interest swap contracts (€/USD))	13	(27)
Total	**13**	**(29)**

Notes to the consolidated financial statements continued

Note 21: Financial assets and liabilities continued
21.5 Derivatives and hedging activities continued
The changes of the cash flow hedges (net effect of hedging instruments and hedged items) presented in the statement of other comprehensive income are as follows:

Total hedging gain/(loss) recognised in OCI (Hedging reserve), € million	2023	2022
USD borrowings and cross currency interest swap contract (€/USD)	(8)	22
USD vendor loan note issued and foreign currency forward contracts (€/USD)	2	(2)
Foreign currency forward contracts in relation to the provision of services/purchases of services	(0)	(1)
Total	**(5)**	**19**

21.6 Financial liabilities related to business combinations and increases in ownership interests

The contingent considerations recognised as at 31 December 2023 amounted to €5 million of which €2 million mature within 1 year and €3 million mature between 1 and 2 years after the reporting date (31 December 2022: €6 million of which €2 million mature within 1 year and €4 million mature between 1 and 2 years after the reporting date). Movements in contingent consideration during 2023 and 2022 were immaterial.

Note 22: Trade receivables and contract assets and liabilities

Trade receivables

31 December, € million	2023	2022
Trade receivables	230	178
Less provision for impairment of trade receivables	(27)	(21)
Trade receivables, net	**202**	**157**

The breakdown of trade receivables by due date is as follows:

31 December, € million	2023	2022
Not due	164	123
Past due 0-45 days	25	24
Past due 46-90 days	14	4
Past due over 90 days	27	29
Total	**230**	**178**

Contract assets and liabilities

The contract assets primarily relate to Adevinta's rights to consideration for advertisements delivered, but not billed at the reporting date. No significant credit losses are expected on contract assets.

The contract liabilities relate to payments received in advance of performance under advertising and classified contracts. Contract liabilities are recognised as revenue when Adevinta performs under the contract.

Note 22: Trade receivables and contract assets and liabilities continued

The following table provides information about receivables and significant changes in contract assets and contract liabilities from contracts with customers.

	2023			2022		
€ million	Receivables from contracts with customers	Contract assets	Contract liabilities	Receivables from contracts with customers	Contract assets	Contract liabilities
Balance as at 1 January	**157**	**39**	**66**	**143**	**39**	**68**
Transfers from/to other headings	–	–	–	(3)	1	2
Net of cash received and revenues recognised during the period from continuing operations	19	45	6	(12)	38	(1)
Transfer from contract assets recognised at the beginning of the period to receivables	39	(39)	0	39	(39)	–
Acquisitions through business combinations	0	–	0	0	–	0
Disposals through sales of businesses	(1)	(0)	(1)	(3)	–	(3)
Impairment losses recognised during the period from continuing operations	(12)	–	–	(7)	–	–
Reclassification to assets held for sale	–	–	–	(1)	(0)	(1)
Translation differences	(0)	(0)	0	1	0	0
Balance as at 31 December	**202**	**45**	**71**	**157**	**39**	**66**

All contracts have a duration of one year or less, hence contract liabilities at the beginning of the period are recognised as revenue during the period. Remaining performance obligations at the reporting date have original expected durations of one year or less. The Group applies the practical expedient and does not disclose information about remaining performance obligations that have an original expected duration of one year or less.

Contract costs

In 2023 and 2022, no significant incremental commission fees were capitalised and no impairment loss related to capitalised contract costs was recognised.

Note 23: Other non-current and current assets

As at 31 December the Group had recognised the following other non-current and current assets:

	Non-current		Current	
31 December, € million	2023	2022	2023	2022
Public duties receivable	–	–	48	11
Prepaid expenses and deposits given	22	15	39	25
Other assets	–	–	7	19
Total	**22**	**15**	**94**	**55**

Public duties mainly include VAT receivables.

Notes to the consolidated financial statements continued

Note 24: Equity

Policy

Own equity instruments which are acquired (treasury shares) are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of treasury shares. Consideration paid or received is recognised directly in equity.

The development in share capital and other paid-in equity is set out in the statement of changes in equity.

	Total number of shares					
	Shares outstanding		Treasury shares		Issued	
	Class A	Class B	Class A	Class B	Class A	Class B
As at 31 December 2021	**1,164,365,859**	**59,256,068**	**1,321,054**	**–**	**1,165,686,913**	**59,256,068**
Increase in treasury shares	(10,000,000)	–	10,000,000	–	–	–
Decrease in treasury shares	2,673,052	–	(2,673,052)	–	–	–
As at 31 December 2022	**1,157,038,911**	**59,256,068**	**8,648,002**	**–**	**1,165,686,913**	**59,256,068**
Decrease in treasury shares	1,903,732	–	(1,903,732)	–	–	–
As at 31 December 2023	**1,158,942,643**	**59,256,068**	**6,744,270**	**–**	**1,165,686,913**	**59,256,068**

The total share capital of the company is NOK 244,988,596.20 divided into 1,165,686,913 class A shares (ordinary shares) and 59,256,068 class B shares (non-voting shares), in total 1,224,942,981 shares, each with a nominal value of NOK 0.20. The class A shares represent NOK 233,137,382.60 and the class B shares represent NOK 11,851,213.60 of the total share capital.

The class B shares are not listed on the Oslo Stock Exchange, but are exchangeable into class A shares on a one-for-one basis on the terms and conditions set out in the company's amended Articles of Association.

The Annual General Meeting of Adevinta ASA held 29 June 2022, authorised the Board to buy-back own shares up to a nominal value of NOK 24,498,859 with a minimum amount of NOK 20 and a maximum amount of NOK 750 paid per share. The Board is free to decide on the acquisition method and possible subsequent sale of the shares. The shares may serve as settlement in the company's share-based incentive schemes, as well as employee share saving plans, and may be used as settlement in acquisitions, and to improve the company's capital structure. This authorisation is valid until the Annual General Meeting of the company in 2023, but in no event later than 30 June 2023.

At the Annual General Meeting of 29 June 2022 it was also resolved to authorise the Board to increase the share capital of Adevinta ASA, cf. the Public Limited Liability Companies Act Section 10-14 (1). The Board's authorisation may be carried out on multiple occasions, but should not exceed an aggregate of NOK 24,498,859. The Board was further authorised to issue convertible loans to a total amount of NOK 7,500,000,000 (or equivalent in other currencies) whereby the share capital may be increased by a total of NOK 24,498,859 as a result of such conversions taking place. Both the Board's authorisation to increase the share capital and the issuance of convertible loans is restricted so that they cannot be utilised to issue shares and convertible loans that in the aggregate would result in a share capital increase in excess of the Maximum Amount upon full conversion of any convertible loans. The authorisation will lapse at the time of the Annual General Meeting of the company in 2023, but no later than 30 June 2023.

At the Annual General Meeting of 29 June 2023 it was resolved to authorise the Board to increase the company's share capital 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. The authorisation will lapse at the time of the Annual General Meeting of the company in 2024, but no later than 30 June 2024.

Note 24: Equity continued

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.

As at 31 December 2023, voting rights held by Schibsted, eBay and Permira were 30%, 30% and 12%, respectively (rounded).

Treasury shares

On 24 February 2022, Adevinta ASA announced the decision to initiate a buy-back of up to 10 million of its own shares. The share buy-back programme was structured into two tranches. The first tranche was completed on 22 March 2022 and comprised a buy-back of 4 million shares amounting to €37 million. The second tranche was completed on 18 October 2022 and comprised a buy-back of 6 million shares amounting to €42 million. The purpose of the buy-back was to acquire shares to be used as settlement in the company's share-based incentive plans over the next 3 years. In 2022, a total of 2,673,052 treasury shares were transferred to employees in connection with the settlement of share-based incentive schemes and sold through brokers to cover the participant's tax liabilities in relation to the shares transferred. In 2023, a total of 1,903,732 treasury shares were transferred to employees in connection with the settlement of share-based incentives schemes and sold through brokers to cover the participant's tax liabilities in relation to the shares transferred. Further information with respect to these incentives is published on the Group's website.

Note 25: Other non-current and current liabilities

As at 31 December the Group had recognised the following other non-current and current liabilities:

	Non-current		Current	
31 December, € million	**2023**	**2022**	**2023**	**2022**
Public duties payable	–	–	102	67
Accrued salaries and other employment benefits	2	1	132	74
Accrued expenses	–	–	166	110
Provisions (note 26)	18	24	12	10
Other liabilities	0	0	4	4
Total	**20**	**25**	**415**	**265**

Public duties are mainly related to VAT and include digital services tax.

The increase in accrued salaries and other employment benefits is mainly related to the expected manner of settlement having changed from shares to cash on a pro-rata basis for most of the company's share-based employee incentives awards (note 15), due to the Offer (see note 1), resulting in an increase in liabilities of €43 million. Accrued expenses in 2023 were impacted by the Offer related external costs (€(24) million).

Notes to the consolidated financial statements continued

Note 25: Other non-current and current liabilities continued

Current liabilities related to digital services tax in France

The French digital services tax legislation (DST) was enacted in July 2019 and applicable retrospectively from 1 January 2019.

The main features of the DST bill are a single rate of 3% to be levied on gross revenue derived from two types of activities if deemed to be made or supplied in France:

- The supply, by electronic means, of a digital interface that allows users to contact and interact with other users, in particular in view of delivering goods or services directly between those users.
- Services provided to advertisers or their agents enabling them to purchase advertising space located on a digital interface accessible by electronic means in order to display targeted advertisements to users located in France, based on data provided by such users.

Taxpayers of DST are defined as companies (wherever their location) for which the annual revenue received in consideration for taxable services cumulatively exceeds both of the following thresholds in the previous tax year:

- €750 million of worldwide revenue; and,
- €25 million of revenue generated in France.

The DST applies to digital services revenue for 2019, 2020, 2021 and 2022. DST expenses negatively impact Adevinta Group's EBITDA and are deductible for corporate income tax purposes.

In Q3 2022 Adevinta received a ruling reply from the French tax authorities. Based on this ruling most of Adevinta's revenues in France would be subject to French DST. Adevinta, supported by external legal counsel opinion, disagrees with the ruling and has therefore appealed it. Despite disagreeing with this ruling, in October 2022 and in December 2022 Adevinta paid, respectively, on account €11 million related to DST for 2022 and €22 million related to FY 2019-2021. Adevinta made these payments to act in good faith and maintain its good standing status with the French tax authorities and to also prevent penalties and interest that may become due in the ensuing period should the options Adevinta is pursuing to refute the ruling not materialise. An outstanding amount of €6 million related to LBC France FY 2019-2020 period was paid in Q3 2023. The final outcome of the appeal and other actions is uncertain, but due to the existing ruling management had at 31 December 2022 decided to recognise the payments made and an accrual for the outstanding amounts as an expense in accordance with the principles in the tax ruling which amounts to €40 million (€11 million related to FY2022 presented in "Other operating expenses" and €28 million related to FY2019-2021 presented in "Other expense"). In 2023 an expense amounting to €(14) million has been recognised in "Other operating expenses" and a liability for payable DST of €3 million was included in "Public duties payable" as at 31 December 2023 (31 December 2022: €8 million).

Note 26: Provisions and contingent liabilities

Policy

Provisions are recognised when Adevinta has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. The provision is calculated based on the best estimate of future cash outflows. If the effect is material, future cash outflows will be discounted using a current pre-tax interest rate that reflects the risks specific to the provision. The increase in the provision due to the passage of time is recognised as an interest expense.

A provision for restructuring costs is recognised when a constructive obligation arises. Such an obligation is assumed to have arisen when the restructuring plan is approved by management and the implementation of the plan has begun or its main features are announced to those affected by it.

Contingent liabilities are possible obligations arising from past events whose existence depends on the occurrence of uncertain future events or a present obligation arising from past events for which it is not probable that an economic outflow will be required to settle the obligation or where the amount of the obligation cannot be measured reliably. Adevinta classifies contingent liabilities as those events where an outflow of resources from the Group is not probable. Contingent liabilities are not recognised in the consolidated financial statements, except for those arising from business combinations. Contingent liabilities are disclosed, unless the probability that an economic outflow will be required to settle the obligation is remote.

Estimation uncertainty

The nature of a provision leads to some degree of uncertainty. A provision is made and calculated based on assumptions at the time the provision is made and will be routinely updated when new information is available. Provisions are constantly monitored and adjusted to reflect the current best estimate.

Defined benefit plans obligations are calculated based on a set of selected financial and actuarial assumptions. Changes in parameters such as discount rates, mortality rates, future salary adjustments, etc. could have substantial impacts on the estimated pension liability.

Significant judgment

Management applies judgment when assessing contingent liabilities, by considering the likelihood of occurrence of future events that are uncertain, and the valuation of any potential future obligation derived from them. Management believes that certain digital services are out of scope for digital services tax in Spain and hence have not recognised a liability for such services, but there is uncertainty related to this assessment as disclosed further below. Contingent liabilities require a continued assessment to determine whether circumstances have changed, especially whether an outflow of resources has become probable.

The table below shows provisions recognised by the Group:

	Non-Current		Current	
31 December, € million	**2023**	**2022**	**2023**	**2022**
Provision for restructuring costs (note 26.1)	4	11	5	4
Pension liabilities (note 26.2.2)	12	10	–	–
Other provisions	2	3	7	6
Total	**18**	**24**	**12**	**10**

Notes to the consolidated financial statements continued

Note 26: Provisions and contingent liabilities continued

26.1 Restructuring

Restructuring provision relates mainly to the reorganisation in France and predominantly includes termination benefits. Adevinta announced its "Growing at Scale" strategy in November 2021. As part of this strategy Adevinta started a transformation process resulting in the loss of a number of jobs in Europe, mostly in France. In relation to this a restructuring plan for France was drawn up and announced to the local union representatives in 2022. The restructuring is expected to be completed by 2025.

During 2023 €3 million of the provision was used and €4 million of unused provision was reversed.

26.2 Pension plans

Adevinta has both defined contribution plans and defined benefit plans.

26.2.1 Defined contribution pension plans

In the defined contribution plans, the company pays an agreed annual contribution to the employee's pension plan, but any risk related to the future pension is borne by the employee. For these plans, the pension cost will be equal to the contribution paid to the employees' pension plan. Once the contributions have been paid, there are no further payment obligations attached to the defined contribution pension, hence no liability is recognised in the statement of financial position.

An expense related to defined contribution pension plans or multi-employer pension plans accounted for as defined contribution plans of €(5) million (2022: €(5) million) is presented within "Personnel expenses" line in the income statement.

26.2.2 Defined benefit pension plans and other defined obligations

In a defined benefit plan the company is responsible for paying an agreed pension to the employee, and the risk related to the future pension is hence borne by Adevinta.

In a defined benefit plan, the net liability recognised is the present value of the benefit obligation at the reporting date, less fair value of plan assets. The present value of defined benefit obligations, current service cost and past service cost is determined using the projected unit credit method and actuarial assumptions regarding demographic variables and financial variables. Net pension expense includes service cost and net interest on the net defined benefit liability recognised in profit or loss and remeasurements of the net defined benefit liability recognised in other comprehensive income.

Past service cost is the change in the present value of the defined benefit obligation resulting from a plan amendment or curtailment. Past service cost is recognised at the earlier date of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised.

The defined benefit pension obligations relate to companies in France and Norway. In addition, there are other defined benefit obligations from companies in Italy.

€ million	2023	2022
Net (income)/expense defined benefit obligation	**3**	**2**
Of which recognised in Profit or loss – Personnel expenses	1	3
Of which recognised in Profit or loss – Financial expenses	0	(0)
Of which recognised in Other Comprehensive Income – remeasurements of defined benefit pension liabilities	2	(2)

Note 26: Provisions and contingent liabilities continued

26.2.2 Defined benefit pension plans and other defined obligations continued

Changes in defined benefit obligations:

€ million	2023	2022
Liability as of 1 January:	**10**	**9**
Current and past service cost	1	3
Settlements	(1)	(1)
Interest expense	0	0
Remeasurements	2	(2)
Liability as of 31 December:	**12**	**10**

26.3 Current and contingent liabilities related to digital services tax in Spain

The DST in Spain levies a 3% tax over certain digital services and is effective from January 2021 for groups with worldwide revenue above €750 million and Spanish revenues applicable to DST above €3 million, with the first payment made in 2021.

The assessment of the extent that Spanish DST is applicable to Adevinta Group is surrounded by a high degree of uncertainty. The main uncertainties relate to which of the services that Adevinta Group provided to its users in Spain are to be considered within the scope of DST. The current interpretation points to the non-inclusion of some of the said services and hence the paid amounts and the liability for DST in Spain recognised as at 31 December 2023 have been based on such interpretation. Should the interactions with the Spanish Tax Authorities and other actions conclude differently, the additional payable DST amounts are not expected to exceed €18 million in total for 2023, 2022 and 2021.

Note 27: Income taxes

Policy

Deferred tax assets relating to tax deficits and other tax-reducing temporary differences are recognised to the extent that it is probable that they can be applied against future taxable income.

Significant judgment

To determine the amount of deferred tax assets that can be recognised, Adevinta considers the history of taxable profits and losses, the likely timing and the level of future taxable profits based on management's expectations and market knowledge together with tax planning strategies. For unrecognised deferred tax assets see table below.

Regulatory developments

In December 2021, the Organisation for Economic Co-operation and Development (OECD) issued model rules for a new global minimum tax framework (Pillar Two), and various governments around the world have issued, or are in the process of issuing, legislation on this. In the countries where Adevinta is headquartered or operates, being mainly Norway, France, Germany, Spain, Netherlands, Italy, Belgium and Canada, the governments released draft legislation on Pillar Two during May – December 2023, but final legislation has not been enacted in 2023. If and when enacted, the legislation is expected to be effective for the Group's financial year beginning 1 January 2024. Adevinta has done a preliminary assessment of the potential exposure to Pillar Two income taxes based on the 2022 tax filings, country-by-country reporting and financial statements for the constituent entities in the Group. Based on this assessment, Management does not expect any significant impact on the Group's income taxes as a consequence of Pillar Two, but this could change depending on the developments of the data used for the assessment in future tax years. An updated assessment will be performed once 2023 tax filings, country-by-country reporting and financial statements are available.

Notes to the consolidated financial statements continued

Note 27: Income taxes continued

Adevinta's income tax expense comprises the following:

€ million	2023	2022
Current income taxes	(137)	(40)
Deferred income taxes	101	23
Tax (expense) income	**(36)**	**(17)**
Of which recognised in profit or loss from continuing operations	(40)	(10)
Of which recognised in other comprehensive income	4	(7)

The relationship between tax expense and accounting profit (loss) before taxes is as follows:

€ million	2023	2022
Profit (loss) before taxes from continuing operations	**(91)**	**(1,756)**
Tax (expense) income based on weighted average nominal tax rate*	21	463
Tax effect of share of profit (loss) of joint ventures and associates	(20)	(26)
Tax effect of impairment loss on goodwill and other intangible assets	–	(399)
Tax effect of gain (loss) on sale and remeasurement of subsidiaries, joint ventures and associates	0	14
Tax effect of foreign currency translation effects for the Norwegian tax group	(21)	–
Tax effect of Aurelia Offer related costs	(5)	–
Tax effect of other permanent differences	(13)	(15)
Current period unrecognised deferred tax assets	(9)	(20)
Previously unrecognised tax losses used in current period	9	32
Reassessment of deferred taxes	(1)	(69)
Adjustments of previously recognised income tax provisions	–	12
Other	(1)	(3)
Tax (expense) income recognised in profit or loss from continuing operations	**(40)**	**(10)**
***Weighted average nominal tax rate**	**23%**	**26%**

The weighted average nominal tax rate varies over time due to differentials in nominal tax rates and variations in profit before tax in the countries where Adevinta operates.

The tax expense in 2023 increased compared to 2022, mainly due to improved profit before tax. The tax expense in 2023 was also negatively impacted by foreign exchange adjustment in the Norwegian tax group.

Tax effect of other permanent differences in 2023 mainly includes tax effect from non-deductible operating and finance expenses and tax-free dividends. In 2022 non-deductible acquisition costs were also included.

Note 27: Income taxes continued

The tax expense for 2022 was positively impacted by €32 million of previously unrecognised tax losses used in the current period mainly in the Norwegian tax Group and negatively impacted by €(69) million from the reassessment of previously recognised deferred tax assets in the Dutch tax group as it is uncertain whether sufficient future tax profits will become available to utilise such assets.

Adjustments of previously recognised income tax provisions in 2022 include mainly an adjustment of an income tax provision related to the Mexican operations.

Adevinta's net deferred tax liabilities (assets) are made up as follows as at 31 December:

€ million	2023	2022
Current items	(10)	(4)
Intangible assets	708	766
Other non-current items	(70)	(29)
Unused tax losses	(98)	(113)
Calculated net deferred tax liabilities (assets)	**531**	**620**
Unrecognised deferred tax assets	122	134
Net deferred tax liabilities (assets) recognised	**653**	**754**
Of which deferred tax liabilities	656	757
Of which deferred tax assets	(3)	(3)

Adevinta's unrecognised deferred tax assets relate mainly to operations with tax losses where it's uncertain whether sufficient future taxable profits will become available to utilise such losses, which mainly relate to operations in the Netherlands and Italy. The majority of these tax losses can be carried forward for an unlimited period.

The development in the recognised net deferred tax liabilities (assets):

€ million	2023	2022
As at 1 January	**754**	**744**
Change included in tax expenses from continuing operations	(97)	(30)
Change included in tax expenses from discontinued operations (note 10)	–	33
Change included in other comprehensive income	(4)	7
Reclassifications	1	–
Disposal through sale of businesses	0	–
Translation difference	(2)	(1)
As at 31 December	**653**	**754**

Deferred tax liabilities and assets are offset for liabilities and assets in companies which are included in local tax groups.

Notes to the consolidated financial statements continued

Note 28: Lease agreements

Policy

Adevinta assesses at contract inception whether a contract is, or contains, a lease. For short-term leases and leases of low-value assets, lease payments are recognised on a straight-line basis or other systematic basis over the lease term. All other leases are accounted for under a single on-balance sheet model implying recognition of lease liabilities and right-of-use assets as further described below. The Group separates non-lease components from lease components and accounts for each component separately.

At the commencement date of a lease, a lease liability is recognised for the net present value of remaining lease payments to be made over the lease term. The present value is calculated using the incremental borrowing rate if the interest rate implicit in the lease is not readily determinable. The lease term is the non-cancellable period of a lease together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. Lease payments include penalties for terminating leases if the lease term reflects the exercise of such an option.

At the commencement date of a lease, a right-of-use asset, representing the right to use the underlying asset during the lease term, is recognised at cost. The cost of the right-of-use asset includes the amount of the lease liability recognised, any initial direct costs incurred, and lease payments made on or before the commencement date less any lease incentives received.

In relation to leases acquired in a business combination, Adevinta measures the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets are measured at an amount equal to the lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Lease liabilities are subsequently increased by interest expenses, reduced by lease payments made and remeasured to reflect any reassessment or lease modification or to reflect revised in-substance fixed lease payments. A lease modification is a change in the lease term, a change in the assessment of an option to purchase the underlying asset in the context of a purchase option or a change in the future lease payments.

Right-of-use assets are subsequently measured at cost less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful life of the underlying asset.

Adevinta mainly has lease contracts for office buildings and vehicles used in its operations. For most leases of office equipment, such as personal computers, photocopiers and coffee machines, Adevinta has applied the recognition exemption for leases of low-value assets (below €5,000).

Leases of office buildings generally have lease terms between three and 15 years, while motor vehicles generally have lease terms between one and three years.

Estimation uncertainty

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Adevinta cannot readily determine the interest rate implicit in the lease, therefore it uses its incremental borrowing rate (IBR) to measure lease liabilities. IBR is estimated using observable inputs, such as market interest rates, when available. It is required to make certain entity-specific estimates such as the subsidiary's stand-alone credit rating.

Effects of leases on the consolidated financial statements

The Group's leases are primarily related to office buildings. Leases of cars are also recognised, while leases of office equipment, such as personal computers, photocopiers and coffee machines, to a large degree are considered of low value and not included. There are no significant variable lease payments.

The most significant leases are:

User of the office building	Address	End of lease term
Mobile.de GmbH and Kleinanzeigen	Dernburgstrasse 50/Herbartstrasse 18, Berlin	2030
Adevinta France	UFO – 26 Rue des Jeuneurs, Paris	2029
Adevinta Spain and HQ Functions	Ciudad de Granada 150, Barcelona	2028
Adevinta France	85 Rue de Faubourg Saint Martin, Paris	2026
Distilled Ireland	Latin Hall 8, Dublin	2026
Subito Italy	via Benigno Crespi 19, Milano	2025
Marktplaats BV	Wibaustraat 224, Renault BLDG, Amsterdam	2025
Mobile.de GmbH	J9, Albert Einstein Ring 26, Kleinmachnow	2025

Income statement

€ million	2023	2022
Expense related to short-term leases and low value assets	(4)	(4)
Gross operating profit (loss)	**(4)**	**(4)**
Depreciation of right-of-use asset	(20)	(19)
Share of profit (loss) of joint ventures and associates	(1)	(1)
Operating profit (loss)	**(25)**	**(24)**
Interest expense on lease liabilities (note 17)	(3)	(2)
Currency translation differences	0	(0)
Profit (loss) before taxes	**(28)**	**(26)**

Notes to the consolidated financial statements continued

Note 28: Lease agreements continued

Statement of financial position

Carrying amount of right-of-use asset recognised and the movements during the period, € million	Buildings and land	Equipment, furniture and similar assets	Total
As at 1 January 2023	67	2	69
Additions	31	0	31
Disposed through sales of businesses	(0)	–	(0)
Partial or full termination	(1)	0	(1)
Depreciation – profit (loss) from continuing operations	(20)	(1)	(20)
Currency translation differences	(0)	(0)	(0)
As at 31 December 2023	**77**	**1**	**78**

Carrying amount of right-of-use asset recognised and the movements during the period, € million	Buildings and land	Equipment, furniture and similar assets	Total
As at 1 January 2022	82	1	82
Additions	4	2	6
Disposed through sales of businesses	(1)	–	(1)
Depreciation – profit (loss) from continuing operations	(18)	(1)	(19)
As at 31 December 2022	**67**	**2**	**69**

Maturity analysis (undiscounted amounts) of lease liability as at 31 December, € million	2023	2022
<3 months	5	5
3 months to 1 year	17	15
1 to 2 years	19	18
2 to 5 years	42	35
>5 years	12	9
Total	**94**	**82**

Statement of cash flows

The following amounts related to leases are recognised in the statement of cash flows:

€ million	2023	2022
Total cash flow from operating activities	(7)	(6)
Total cash flow from financing activities	(22)	(19)
Total	**(28)**	**(25)**

Note 28: Lease agreements continued

The principal portion of lease payments are classified as cash flow from financing activities. The interest portion of lease payments are classified as cash flow from operating activities together with lease payments related to short-term and low-value leases.

Future cash flows to which Adevinta is potentially exposed that are not reflected in the lease liability

The Group has no significant leases that have not yet commenced as at 31 December 2023.

Set out below are the potential future lease payments relating to periods following the exercise date of extension and termination options that are not included in the lease term:

€ million	Between 1 and 5 years	More than 5 years	Total
Extension options expected not to be exercised	11	61	71
Termination options expected not to be exercised	–	–	–
Total	**11**	**61**	**71**

Expenses related to short-term and low value leases are expected to remain insignificant in 2024.

Note 29: Supplemental information to the consolidated statement of cash flows

Policy

Cash and cash equivalents consist of bank deposits and other monetary instruments with a maturity of three months or less.

Aggregate cash flows arising from obtaining control of subsidiaries and businesses:

	2023	2022
Cash in acquired companies (note 10)	(0)	(0)
Acquisition cost other current assets	(0)	(0)
Acquisition cost non-current assets	(3)	(13)
Aggregate acquisition cost assets	**(3)**	**(14)**
Contingent consideration (note 10)	1	3
Acquisition of subsidiaries, gross of cash acquired	**(2)**	**(10)**
Cash in acquired companies (note 10)	0	0
Settlement of contingent consideration originated in prior periods – Pixie Pixel	(2)	–
Settlement of contingent consideration – Null Leasing	–	(1)
Acquisition of subsidiaries, net of cash acquired	**(4)**	**(11)**

Notes to the consolidated financial statements continued

Note 29: Supplemental information to the consolidated statement of cash flows continued
Proceeds from sale of subsidiaries, net of cash sold:

	2023	2022
Proceeds from sale of subsidiaries	70	22
Cash sold	(3)	(10)
Proceeds from sale of subsidiaries, net of cash sold	**68**	**12**

Changes in liabilities arising from financing activities:

	2023		2022		
€ million	Interest-bearing borrowings	Lease liabilities	Interest-bearing borrowings	Put obligations	Lease liabilities
Debt as at 1 January	**2,193**	**78**	**2,464**	**2**	**92**
Cash flows from financing activities					
Repayment of interest-bearing loans and borrowings (note 21.4)	(387)	–	(321)	–	–
Payment of lease liabilities (note 28)	–	(22)	–	–	(19)
Interest expense (note 17 and note 28)	81	3	74	–	2
Interest payment	(81)	(3)	(74)	–	(2)
Payment of commitment fees	(3)	–	(4)	–	–
Disposed through sales of businesses	–	(0)	(2)	(2)	(1)
Partial or full termination	–	(1)	–	–	–
Additions	–	31	–	–	6
Foreign exchange adjustments	(11)	0	28	–	0
Transaction costs charged to expense related to new financing (note 17)	21	–	22	–	–
Loan origination fees reclassified to prepayments	(1)	–	3	–	–
Settlement of cross-currency interest rate swaps	(30)	–	–	–	–
Reclassification of interest expense from non-current interest payable	–	–	2	–	–
Debt as at 31 December	**1,780**	**86**	**2,193**	**–**	**78**

Note 30: Auditors' remuneration

Details on the fees to the Group's auditors for the fiscal year 2023:

€million	Audit services	Other attestation services	Tax advisory services	Other non-audit services	Total
Adevinta Group					
EY[1]	3	–	–	0	3
Other auditors	0	–	0	0	0
Total	**3**	**–**	**0**	**0**	**3**
Adevinta ASA					
EY	1	–	–	–	1

[1] Including €500 thousand in relation to audit of special purpose financial statements required by eBay.

Details on the fees to the Group's auditors for the fiscal year 2022:

€million	Audit services	Other attestation services	Tax advisory services	Other non-audit services	Total
Adevinta Group					
EY	2	0	0	0	2
Other auditors	1	0	0	0	1
Total	**3**	**0**	**0**	**0**	**3**
Adevinta ASA					
EY	0	0	0	0	0

Notes to the consolidated financial statements continued

Note 31: Ownership

Subsidiaries	Country of incorporation	% holding
Editora Balcão Ltda	Brazil	100.0%
Adevinta France SASU	France	100.0%
SCM Local SASU	France	100.0%
LBC France SASU	France	100.0%
Locasun SASU	France	100.0%
Adevinta Product & Tech France SASU	France	100.0%
SAS SNEEP	France	100.0%
MBDE GmbH	Germany	100.0%
Oak Germany Buyer GmbH	Germany	100.0%
Mobile.de GmbH	Germany	100.0%
Kleinanzeigen.de GmbH	Germany	100.0%
Adevinta Classified Media Ireland Ltd	Ireland	100.0%
Distilled Ltd	Ireland	50.0%
Distilled Shared Services Ltd	Ireland	50.0%
Distilled Nominees Ltd	Ireland	50.0%
Distilled Financial Services Ltd	Ireland	50.0%
Daft Media Ltd	Ireland	50.0%
Adverts Marketplace Ltd	Ireland	50.0%
Done Deal Ltd	Ireland	50.0%
Subito.it S.r.l	Italy	100.0%
IM S.r.l.	Italy	100.0%
InfoJobs Italia S.r.l.	Italy	100.0%
Automobile.it S.r.l.	Italy	100.0%
Vivanuncios Classifieds Mexico, S. de R.L. De C.V.	Mexico	100.0%
Adevinta Oak Holdings B.V.	Netherlands	100.0%
Adevinta Netherlands NV	Netherlands	100.0%
Hebdo Mag Brazil Holdings BV	Netherlands	100.0%

Note 31: **Ownership** continued

Subsidiaries	Country of incorporation	% holding
SnT Netherlands BV	Netherlands	100.0%
Marktplaats BV	Netherlands	100.0%
Marktplaats Bemiddeling BV	Netherlands	100.0%
Adevinta Ventures BV	Netherlands	100.0%
Adevinta NV	Netherlands	100.0%
Adevinta Finance AS	Norway	100.0%
SnT Classified ANS	Norway	100.0%
Marketplaces Austria Holding AS	Norway	100.0%
Adevinta Products & Technology SLU	Spain	100.0%
Adevinta Information Services SLU	Spain	100.0%
Adevinta Holdco Spain SLU	Spain	100.0%
Adevinta Iberica SLU	Spain	100.0%
Locasun Spain SLU	Spain	100.0%
Adevinta Spain SLU	Spain	100.0%
Inmoweb SLU	Spain	100.0%
Witei Solutions SLU	Spain	100.0%
Adevinta Ventures AB	Sweden	100.0%
Adevinta Growth Partner AB	Sweden	100.0%
Adevinta Products & Technology UK Limited	United Kingdom	100.0%
Adevinta UK Ltd	United Kingdom	100.0%
Gumtree IP ROW Holding Ltd	United Kingdom	100.0%
Kijiji Canada Ltd	Canada	100.0%
Kijiji Classifieds, LLC	USA	100.0%
alaMaula Argentina S.R.L.	Argentina	100.0%
2ememain Belgium BVBA	Belgium	100.0%
Gumtree Software Engineering (Shanghai) Co, Limited	China	100.0%

Notes to the consolidated financial statements continued

Note 31: Ownership continued

Joint ventures	Country of incorporation	% holding
Willhaben internet service GmbH & Co KG	Austria	50.0%
Car4You GmbH	Austria	50.0%
Willhaben internet service GmbH	Austria	50.0%
Autopro24 Datenmanagement GmbH	Austria	50.0%
Bom Negócio Atividades de Internet Ltda	Brazil	50.0%
ZAP Internet Ltda.	Brazil	50.0%
Vivareal Internet Ltda.	Brazil	50.0%
Geoimóvel Tecnologia e informaçao imobiliaria Ltda.	Brazil	50.0%
ZAP + Suahouse Tecnologia e Gestão imobiliária Ltda.	Brazil	50.0%
DataZap S.A. Intellgencia imobiliaria	Brazil	50.0%
Infoprop Brasil Tehnologia Ltda	Brazil	50.0%
OLX Pay Instituição de Pagamento Ltda	Brazil	50.0%
OLX Participaçoes Ltda	Brazil	50.0%
Altimus Desenvolvimentode Software Ltda	Brazil	50.0%
Silver Brazil JVCO BV	Netherlands	50.0%

Associate companies	Country of incorporation	% holding
Younited SA	France	7.6%
703 Search BV	Netherlands	31.5%

Note 32: Events after the balance sheets date and other information

Voluntary offer to acquire all issued and outstanding ordinary Class A shares in Adevinta ASA

On 21 November 2023, a voluntary offer (the "Offer") was announced by Aurelia Bidco Norway AS (the "Offeror") to acquire all issued and outstanding ordinary A shares in Adevinta. The offer period under the Offer expired on 9 February 2024. The Offer was, pursuant to stock exchange announcements on 12 and 22 February 2024, announced as accepted for a total of 238,577,833 Adevinta shares, which, taken together with the 885,909,719 Adevinta shares (incl. the class B shares) to which the Offeror is conditionally entitled, equals approximately 94.8% of the total issued and outstanding share capital and voting rights in Adevinta on a fully diluted basis, thus fulfilling the closing condition in the Offer relating to "minimum acceptance". Subject to the remaining closing conditions for the Offer, it is expected that the Offer will be completed in the second quarter of 2024, following receipt of the necessary regulatory approvals and clearances.

Other than the matters described above, no further matters have arisen since 31 December 2023 which have significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial periods.

Alternative peformance measures

Definitions and Reconciliations

The consolidated financial information is prepared in accordance with international financial reporting standards (IFRS). In addition, the Group presents alternative performance measures (APMs). The APMs are regularly reviewed by management and their aim is to enhance stakeholders' understanding of the Group's performance.

APMs should not be considered as a substitute for superior measures of performance in accordance with IFRS. APMs are calculated consistently over time and are based on financial data presented in accordance with IFRS and other operational data as described below. As APMs are not uniformly defined, the APMs set out below might not be comparable with similarly labelled measures by other companies.

Measure	Description	Reason for including
Adjusted net cash flow from operating activities	Adjusted net cash flow from operating activities is defined as: ↘ EBITDA; ↘ plus the decrease or minus the increase in non-cash items (including share-based compensation), change in working capital and provisions related to EBITDA; ↘ minus the payment of income tax; ↘ minus development and purchase of property, plant and equipment and intangible assets; ↘ minus IFRS 16 lease payments.	Management believes that it is a useful indicator of the amount of cash flows generated by operating activities, after income tax.
EBITDA/Gross operating profit (loss)	EBITDA is earnings before other income and expenses, impairment, joint ventures and associates, interest, tax and depreciation and amortisation. The measure equals gross operating profit (loss).	Shows performance regardless of capital structure, tax situation and adjusted for income and expenses related to transactions and events not considered by management to be part of operating activities. Management believes the measure enables an evaluation of operating performance.
EBITDA margin	Gross operating profit (loss)/Operating revenues.	Shows the operations' performance regardless of capital structure and tax situation as a ratio to operating revenue. Management believes the measure enables an evaluation of operating performance.
Liquidity reserve	Liquidity reserve is defined as the sum of cash and cash equivalents and unutilised drawing rights on credit facilities.	Management believes that the liquidity reserve shows the total liquidity available for meeting current or future obligations.
Interest-bearing debt/Total debt	Interest-bearing debt is defined as interest bearing liabilities, including current and non-current lease liabilities. Total debt is defined as interest-bearing debt.	Management believes that it is a useful indicator of the Group's debt profile and its ability to meet its debt obligations.

Alternative peformance measures continued

Measure	Description	Reason for including
Net interest-bearing debt/Total net debt	Net interest-bearing debt is defined as interest bearing liabilities, including current and non-current lease liabilities less cash and cash equivalents, proceeds from borrowings placed in the escrow account and cash pool holdings. Total net debt is defined as net interest-bearing debt.	Management believes that net interest-bearing debt provides an indicator of the net indebtedness and an indicator of the overall strength of the Consolidated statement of financial position. The use of net interest-bearing debt does not necessarily mean that the cash and cash equivalent and cash pool holdings are available to settle all liabilities in this measure. Net interest-bearing debt includes proceeds of the Senior Secured Notes held in escrow until closing of the eCG acquisition.
Earnings per share adjusted (EPS adj.)	Earnings per share adjusted for other income and expenses, impairment loss, non-controlling interests related to other income and expenses and impairment loss and taxes.	The measure is used for comparing earnings to shareholders adjusted for income and expenses related transactions and events net of tax not considered by management to be part of operating activities. Management believes the measure enables an evaluation of value created to shareholders excluding effects of non-operating events and transactions.
Revenues adjusted for currency fluctuations	Growth rates on revenue adjusted for currency effects are calculated using the same foreign exchange rates for the period last year and this year.	Enables comparability of development in revenues over time excluding the effect of currency fluctuation.
Organic revenue growth	Revenue growth adjusted for the effects of currency movements and changes in the scope of consolidation.	Enables comparability of development in revenues over time excluding the effect of currency fluctuations and changes in consolidation scope.

Reconciliation of EBITDA

€ million	Year 2023	Year 2022
Gross operating profit (loss)	**651**	**548**
= EBITDA (before other income and expenses, impairment, JVs and associates)	651	548

Reconciliation of liquidity reserve

€ million	Year 2023	Year 2022
Cash and cash equivalents	57	70
Unutilised drawing rights on credit facilities	1,390	450
Liquidity reserve	**1,447**	**520**

Reconciliation of net interest-bearing debt

€ million	Year 2023	Year 2022
Non-current interest-bearing borrowings	1,771	2,183
Lease liabilities, non-current	65	58
Total non-current liabilities	**1,836**	**2,241**
Current interest-bearing borrowings	9	9
Lease liabilities, current	21	20
Total current liabilities	**30**	**29**
Total interest-bearing debt	**1,866**	**2,270**
Cash and cash equivalents	(57)	(70)
Net interest-bearing debt	**1,809**	**2,199**

Income statement

for the year ended 31 December

€ thousand	Note	2023	2022
Operating Revenues	**3**	**4**	**11,605**
Personnel expenses	4	(8,987)	(5,431)
Other operating expenses	5,19	(22,282)	(20,763)
Depreciation and amortization	10	(752)	(669)
Other income	6	0	11,155
Other expenses	7	(24,112)	(2,895)
Operating profit (loss)		**(56,129)**	**(6,998)**
Financial income	8	160,480	99,055
Financial expenses	8	(82,953)	(2,600,833)
Net financial items		**77,527**	**(2,501,778)**
Profit (loss) before taxes		**21,398**	**(2,508,776)**
Taxes	9	(32,817)	(13,748)
Profit (loss) after taxes		**(11,420)**	**(2,522,524)**

Statement of financial position

for the year ended 31 December

€ thousand	Note	2023	2022
ASSETS			
Intangible assets	10	880	1,632
Investments in subsidiaries	11	6,319,230	6,319,230
Other non-current assets	12	2,369,203	2,568,394
Non-current assets		**8,689,314**	**8,889,256**
Current assets	12	868,873	448,276
Cash and cash equivalents	13	12,246	13,740
Current assets		**881,119**	**462,017**
Total assets		**9,570,433**	**9,351,272**
EQUITY AND LIABILITIES			
Share capital	14	24,384	24,384
Other paid-in capital	14	9,909,253	9,914,900
Treasury shares	14	(57,098)	(70,581)
Retained earnings	14	(2,099,825)	(2,088,375)
Equity		**7,776,714**	**7,780,328**
Pension liabilities	16	2,938	3,117
Other non-current liabilities	17,18	1,194,912	1,186,703
Non-current liabilities		**1,197,850**	**1,189,821**
Current liabilities	17,18	**595,869**	**381,124**
Total equity and liabilities		**9,570,433**	**9,351,272**

Statement of cash flows

for the year ended 31 December

€ thousand	Note	2023	2022
CASH FLOW FROM OPERATING ACTIVITIES			
Profit (loss) before taxes		21,398	(2,508,776)
Depreciation and amortization	10	752	669
Impairment of shares	8,11	–	2,543,543
Capitalised interest income	8,12	(116,864)	(92,514)
Net effect pension liability	16	(211)	1,786
Other non-cash items and change in working capital		92,898	180,883
Net cash flow from operating activities		**(2,027)**	**125,591**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of intangible assets and property, plant & equipment	10	–	4,011
Change in subsidiaries' receivables and liabilities in cash pool (net)	12,17	(327,245)	(199,341)
Increase of non-current loans to subsidiaries	12	(70,000)	–
Repayment of non-current loans to subsidiaries	12	386,055	482,146
Acquisitions of and capital increase in subsidiaries	11	–	(45)
Net cash flow from investing activities		**(11,190)**	**286,771**
Net cash flow before financing activities		**(13,217)**	**412,362**
CASH FLOW FROM FINANCING ACTIVITIES			
Net sale (purchase) of treasury shares	14	11,721	(57,893)
Repayment of non-current loans from group	17	–	(31,679)
Repayment of interest-bearing loans and borrowings	17	–	(315,000)
Net cash flow from financing activities		**11,721**	**(404,572)**
Net increase (decrease) in cash and cash equivalents		**(1.495)**	**7,790**
Cash and cash equivalents as at 1 January		**13,740**	**5,950**
Cash and cash equivalents as at 31 December	**13**	**12,246**	**13,740**

Notes to the parent company financial statements

Note 1: Company information

Adevinta ASA is the parent company of the Adevinta Group. The activities of Adevinta ASA mainly include a part of the group's executive management, financing, provision of management and financing services to other group companies and other activities as a consequence of being listed on the Oslo stock exchange.

Schibsted ASA had retained a majority interest of 59% in Adevinta ASA until 25 June 2021. Pursuant to the acquisition of eCG, the economic interest held by Schibsted decreased to 33% and eBay Inc obtained an economic interest of 44% and neither party had control over the Adevinta Group. The major shareholders as at 31st December 2023 are, eBay, Schibsted and Permira holding 30%, 30% and 12% of voting rights, respectively. None of the parties have control over the Adevinta Group. See note 15 Shareholder structure for further ownership details.

The financial statements for Adevinta ASA for the year 2023 were approved by the Board of Directors on 18 April 2024 and will be proposed to the General Meeting in June 2024.

On 21 November 2023, a voluntary offer (the "Offer") was announced by Aurelia Bidco Norway AS (the "Offeror") to acquire all issued and outstanding ordinary A shares (the "Shares") in the company. The Offer was announced by Permira and Blackstone on behalf of funds advised by Permira Advisers LLP and funds advised by The Blackstone Group International Partners LLP, as well as General Atlantic and TCV. Pursuant to the Offer, the consideration for Shares tendered will, at the election of accepting shareholders, be settled with NOK 115.0 per Share in cash, in depository receipts with indirect exposure to the Offeror, or as a combination of cash and such depository receipts, subject to certain limitations. The complete terms and conditions of the Offer are set out in an Offer document published by the Offeror and approved by the Oslo Stock Exchange on 22 December 2023. For further information on the outcome of the Offer, please see Note 32. For further information on the Offer, visit: www.abgsc.com.

Note 2: Significant accounting policies

The financial statements for Adevinta ASA have been prepared in accordance with the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Principles (NGAAP).

All amounts are in euros (€) thousand, which is Adevinta ASA's functional and presentation currency, unless otherwise stated.

Cash and cash equivalents

Adevinta ASA is the ultimate owner of Adevinta's multi-currency cash pool system. Adevinta ASA's funds in the cash pool are classified as cash and cash equivalents. The subsidiaries' positions in the cash pool are recognised as receivables and liabilities in Adevinta ASA's statement of financial position. Liabilities and receivables are classified in their entirety as current.

Cash and cash equivalents consist of bank deposits and other monetary instruments with a maturity of three months or less.

Classification

An asset or liability is classified as current when it is part of a normal operating cycle, held primarily for trading purposes, falls due within 12 months or when it consists of cash or cash equivalents on the statement of financial position date. Other items are classified as non-current.

Shares

Subsidiaries are all entities controlled, either directly or indirectly, by Adevinta ASA. For further information concerning evaluation as to whether Adevinta ASA controls an entity, please see note 2 (Basis for preparing the consolidated financial statements) in the consolidated financial statements.

Shares are classified as investment in subsidiaries from the date Adevinta ASA effectively obtains control of the subsidiary (acquisition date) and until the date Adevinta ASA ceases to control the subsidiary.

Notes to the parent company financial statements continued

Note 2: Significant accounting policies continued
Subsidiaries are recognised according to the cost method and are yearly tested for impairment. An impairment loss is recognised if the carrying amount exceeds the recoverable amount.

Group contributions and dividends received are recognised as financial income, provided that they do not represent a repayment of capital invested. If dividends and/or group contributions exceed withheld profits after the acquisition date, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the statement of financial position.

Property, plant & equipment and intangible assets
Property, plant & equipment and intangible assets are measured at cost less accumulated depreciation, amortisation and impairment. Property, plant & equipment and intangible assets with limited economic lives are depreciated over the expected economic life. An impairment loss is recognised if the carrying amount exceeds the recoverable amount. Impairment losses are reversed if the basis for the impairment is no longer present.

Leases
Leases are classified as either finance leases or operating leases. Leases that transfer substantially all the risks and rewards incidental to the asset are classified as finance leases. Other leases are classified as operating leases. All of the company's leases are considered to be operational. Lease payments related to operating leases are recognised as expenses over the lease term.

Foreign currency
Adevinta ASA's functional currency is euros (€). Foreign currency transactions are translated into the functional currency on initial recognition by using the spot exchange rate at the date of the transaction. Foreign currency monetary items are translated with the closing rate at the reporting date. Foreign currency gains and losses are reported in the income statement in the lines "Financial income" and "Financial expenses," respectively.

Trade receivables
Trade receivables are recognised at nominal value less provision for expected loss.

Treasury shares
Acquisition and proceeds from sale of treasury shares are accounted for as equity transactions.

Pension plans
Adevinta ASA has chosen, in accordance with NRS 6, to use measurement and presentation principles according to IAS 19R Employee Benefits.

The accounting principles for pension are consistent with the Group principles, as described in note 26 (Other non-current and current liabilities) in the consolidated financial statements.

Share-based payment
Adevinta ASA accounts for share-based payment in accordance with NRS 15A Share-based Payment. NRS 15A requires share-based payments to be accounted for as required by IFRS 2 Share-based Payment. See note 15 (Share-based payment) in the consolidated financial statements for additional information.

Revenue recognition
Revenues from rendering of services are recognised in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Note 2: Significant accounting policies continued

Taxes

Tax expense (tax income) comprises current tax payable and changes to deferred tax assets and/or liabilities. Deferred tax liabilities and assets are computed for all temporary differences between the tax basis and the carrying amount of an asset or liability in the financial statements and the tax basis of tax losses carried forward. Deferred tax assets are recognised only when it is probable that the asset will be utilised against future taxable profit. Taxes payable and deferred taxes are recognised directly in equity to the extent that they relate to equity transactions.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged.

Adevinta ASA makes an assessment both at the inception of the hedge relationship as well as on an ongoing basis, whether the derivatives are expected to be highly effective in offsetting the changes in the fair value or cash flows for the respective hedged items during the period for which the derivatives are in place and designates the derivatives as a hedging instrument or not, accordingly.

The effective portion of changes in the fair value of derivatives designated as hedging instruments in cash flow hedges is recognised in equity and is accumulated in the hedging reserve. In the case of purchase of non-financial assets, the hedging reserve will be reclassified to the carrying amount of these assets when such assets are recognised in the statement of financial position. In other cash flow hedges the hedging reserve will be reclassified to profit or loss when the hedged expected future cash flows affect profit or loss.

Changes in the fair value of currency derivatives, not designated as hedging instruments, are recognised in financial income or expenses.

Provisions and contingent liabilities

Provisions are recognised in the financial statements when it is more probable than not that future uncertain events will result in outflow of economic resources based on the best estimate of the amount to be paid. Contingent liabilities are possible obligations arising from past events whose existence depends on the occurrence of uncertain future events or a present obligations arising from past events for which it is not probable that an economic outflow will be required to settle the obligation or where the amount of the obligation cannot be measured reliably. Contingent liabilities are not recognised in the financial statements. Contingent liabilities are disclosed in notes to the financial statements, unless the probability that an economic outflow will be required to settle the obligation is remote.

Statement of cash flows

The statement of cash flows is prepared under the indirect method. Cash and cash equivalents include cash, bank deposits and cash on hand.

Note 3: Operating revenues

	2023	2022
Management services to subsidiaries	4	11,605
Operating revenues	**4**	**11,605**

Operating revenues consist of management services provided to other group companies.

Notes to the parent company financial statements continued

Note 4: Personnel expenses

	2023	2022
Salaries and wages	1,828	2,080
Social security costs	2,396	551
Net pension expense (note 16)	8	1,781
Other personnel expenses	54	70
Share-based payment	4,701	949
Total personnel expenses	**8,987**	**5,431**
Number of FTEs	1	2

Remuneration of the Board is included in personnel expenses. Board directors are not included in the number of FTEs.

On August 15th 2022 Antoine Jouteau was designated CEO of Adevinta ASA and his remuneration is included in Personnel expenses. The former CEO Rolv Erik Ryssdal has retired as from 1st March 2023 at the date his employment with the company ended. For further information concerning remuneration to management and share-based payment, see note 14 (Personnel expenses and remuneration) and note 15 (Share-based payment) in the consolidated financial statements.

Note 5: Other operating expenses

	2023	2022
Rent and maintenance	3	17
Office and administrative expenses	413	271
Professional fees	22,367	17,835
Acquisition related costs	74	8
Integration related cost	0	1,796
Other	(574)	836
Other operating expenses	**22,282**	**20,763**

Note 6: Other income

	2023	2022
Other income	–	(11,155)
Other income	**–**	**(11,155)**

Other income in 2022 is due to a VAT refund received from the Norwegian Tax Authorities related to acquisition and integration costs incurred in 2020 and 2021.

Note 7: Other expenses

	2023	2022
Transition costs	–	1,115
Other costs	24,112	1,780
Other expenses	**24,112**	**2,895**

Other costs in 2023 are related to the Aurelia Offer.

Note 8: Financial items

Financial income consists of:

	2023	2022
Interest income	116,797	92,540
Interest income cash pool	34,364	4,544
Foreign exchange gain (agio)	9,349	1,970
Other financial income	(30)	1
Total	**160,480**	**99,055**

Financial expenses consist of:

	2023	2022
Interest expenses	62,760	41,506
Interest expenses on pension plans (note 13)	77	15
Impairment loss on shares	–	2,543,542
Foreign exchange loss (disagio)	3.760	1,808
Other financial expenses	16,356	13,961
Total	**82,953**	**2,600,832**

Interest income relates to income on long-term loans to group companies as well as interest income from the cash pool.

Interest expenses consist predominantly of the interest expenses on the Notes and EUR TLB as described in note 17 (Non-current and current liabilities). Other financial expenses in 2023 and 2022 include the amortization of origination fees and other financial expenses.

Notes to the parent company financial statements continued

Note 9: Income taxes

Set out below is a specification of the difference between the profit before taxes and taxable income of the year:

	2023	2022
Profit (loss) before taxes	21,398	(2,508,776)
Currency exchange difference[1]	24,903	73,470
Impairment loss on shares	–	2,543,543
Other permanent differences	33,206	48
Change in temporary differences[2]	(305)	2,048
Effect of unrealised actuarial gain (loss) in the pension liability	(31)	(151)
Taxable income before use of tax losses carried forward	**149,170**	**110,182**
Use of tax losses carried forward from previous years for which no deferred tax asset has been recognised	**–**	**(47,690)**
Taxable income before group contributions	**149,170**	**62,492**
Group contribution	**–**	**(62,492)**
Taxable income	**149,170**	**–**
Tax rate	22%	22%

[1] The currency exchange difference occurs as a result of the parent company financial statements being presented in EUR and tax return being filed in NOK.
[2] Change in temporary differences and taxable losses to carry forward from previous years differ from the movement in the table "net deferred tax liability (asset)" below due to changes in the final tax return that was presented after parent company financial statements were approved.

Taxes payable and taxes charged to expenses are calculated as:

	2023	2022
Calculated taxes payable	32,817	13,748
Tax related to unrealised actuarial gain (loss) in the pension liability	7	–
Tax expense	**32,824**	**13,748**

Effective tax rate is a result of:

	2023	2022
Profit (loss) before taxes	21,398	(2.508.776)
Tax charged based on nominal rate	4,707	(551,931)
Tax effect permanent differences	7,299	559,557
Tax effect currency exchange differences	20,879	16,163
Change in temporary differences not booked	(67)	451
Use of tax losses carried forward from previous years for which no deferred tax asset has been recognised	–	(10,492)
Group Contribution	7	(13,748)
Taxes	**32,824**	**0**

Note 9: Income taxes continued

The net deferred tax liability (asset) consists of the following:

	2023	2022
Temporary differences related to:		
Intangible assets	79	(169)
Pension liabilities	(2,938)	(3,117)
Other current liabilities	228	350
Temporary differences	**(2,631)**	**(2,936)**
Taxable losses to carry forward[(2)]	–	–
Total basis for deferred tax liability (assets)	**(2,631)**	**(2,936)**
Tax rate	22%	22%
Net deferred tax liability (asset) with applicable year's tax rate	(597)	(646)
Deferred tax assets not booked	597	646
Net deferred tax liability (asset)	**–**	**–**

Note 10: Intangible Assets

Intangible assets in net carrying amount in 2023

	Intellectual Property (IP)	Consolidation tool	Other	Total
As at 1 January	**–**	**1,632**	**–**	**1,632**
Additions	–	–	–	–
Disposals	–	–	–	–
Amortisation	–	(752)	–	(752)
As at 31 December	**–**	**880**	**–**	**880**
Of which accumulated costs	–	2,255	–	2,255
Of which accumulated amortization and impairment loss	–	(1,375)	–	(1,375)

Notes to the parent company financial statements continued

Note 10: Intangible Assets continued
Intangible assets in net carrying amount in 2022

	Intellectual Property (IP)	Consolidation tool	Other	Total
As at 1 January	**4,189**	**2,076**	**46**	**6,311**
Additions	–	179	–	179
Disposals	(4,189)	–	–	(4,189)
Amortisation	–	(623)	(46)	(669)
As at 31 December	**–**	**1,632**	**–**	**1,632**
Of which accumulated costs	–	2,255	1,376	3,631
Of which accumulated amortization and impairment loss	–	(623)	(1,376)	(1,999)

Pursuant to the acquisition of eCG in 2021, Adevinta ASA acquired some IP related to Kijiji Canada amounting to €4,189 thousand. This IP has been transferred at net book value to a subsidiary of the Group in March 2022.

Note 11: Subsidiaries and associates

Adevinta ASA is the ultimate parent company in the Adevinta Group with operations worldwide. For more information about these operations, see note 5 (Operating segments) to the consolidated financial statements.

Shares in subsidiaries directly owned by Adevinta ASA:

	Ownership and voting share	Location	Total Equity	Result (100%)	Carrying amount 2023	Carrying amount 2022
Adevinta Finance AS	100%	Oslo, Norway	1,430,846	(321,514)	2,142,970	2,142,970
Adevinta Oak Holdings BV	100%	Amsterdam, Netherlands	(974,333)	(13,926)	4,176,215	4,176,215
Adevinta N.V.	100%	Amsterdam, Netherlands	45	–	45	45
Total					**6,319,230**	**6,319,230**

In 2022 management has performed impairment assessment of the company's investment in subsidiaries. In relation to this, impairment losses have been recognized for Adevinta Oak Holdings BV of €2,543,543 thousand due to lower recoverable amounts.

In 2023 management has performed impairment assessment of the company's investment in subsidiaries. In relation to this, no impairment losses have been recognized.

Note 12: Other non-current and current assets

	Non-current		Current	
	2023	**2022**	**2023**	**2022**
Group companies' receivables in cash pool	–	–	861,638	333,707
Other receivables from Group companies	2,369,203	2,568,394	5,722	113,774
Prepaid expenses	–	–	1,251	3
Other receivables	–	–	261	792
Total	**2,369,203**	**2,568,394**	**868,873**	**448,276**

Non-current receivables from Group companies in 2023 consist of a loan to Adevinta Oak Holding BV of €73.314 thousand (€0 in 2022), a loan to Adevinta France SASU of €73.385 thousand (€113,327 thousand in 2022), a loan to Adevinta Finance AS of €631,773 thousand (€935,067 thousand in 2022) and a loan to Oak Germany Buyer GmbH of €1,590,730 thousand (€1,506,313 thousand in 2022).

Other receivables from Group companies in 2022 includes a loan to LBC France SASU €13,687 thousand that has been repaid in 2023.

Note 13: Cash and cash equivalents

	2023	**2022**
Net assets in cash pool	12,213	13,544
Net assets outside the cash pool	33	19
Total Cash and cash equivalents	**12,246**	**13,740**

Adevinta ASA has a multi-currency cash pool with BNP Paribas. This cash pool has been established to optimise liquidity management for Adevinta.

The Group has an uncommitted overdraft facility of €10 million linked to the cash pool with BNP Paribas. At year end 2022 and 2023, this facility was not drawn.

Excess liquidity is placed in Adevinta's relationship banks, in the cash pool or in the short-term money market.

Notes to the parent company financial statements continued

Note 14: Equity

	Share capital	Treasury shares	Other paid-in capital	Retained earnings	Total
Equity as at 31 December 2022	**24,384**	**(70,581)**	**9,914,900**	**(2,088,375)**	**7,780,328**
Change in treasury shares	–	13,483	(1,762)	–	11,721
Share-based payment	–	–	(3,886)	–	(3,886)
Unrealised actuarial gain (loss) in pension plans, net of tax	–	–	–	(31)	(31)
Profit (loss)	–	–	–	(11 ,420)	(11 ,420)
Equity as at 31 December 2023	**24,384**	**(57,098)**	**9,909,253**	**(2,099,825)**	**7,776,714**

As part of the consideration for the acquisition of eCG, Adevinta ASA issued a new class of non-voting shares ("Class B Shares") on 25 June 2021 and set up a dual-share class structure. The class B shares are not listed on the Oslo Stock Exchange, but are exchangeable into class A shares on a one-for-one basis on the terms and conditions set out in the company's amended Articles of Association. The share capital of Adevinta ASA is NOK 244,988,596.20 consisting of 1,165,686,913 ordinary Class A Shares and 59,256,068 Class B Shares (non-voting shares), each with a nominal value of NOK 0.20. For more information on number of shares, see note 24 (Equity) in the consolidated financial statements.

The Annual General Meeting of Adevinta ASA held 29 June 2022, authorised the Board to buy-back own shares up to a nominal value of NOK 24,498,859 with a minimum amount of NOK 20 and a maximum amount of NOK 750 paid per share. The Board is free to decide on the acquisition method and possible subsequent sale of the shares. The shares may serve as settlement in the company's share-based incentive schemes, as well as employee share saving plans, and may be used as settlement in acquisitions, and to improve the company's capital structure. This authorisation is valid until the next Annual General Meeting of the company in 2023, but in no event later than 30 June 2023.

At the Annual General Meeting of 29 June 2023 it was resolved to authorise the Board to increase the company's share capital 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. The authorisation will lapse at the time of the Annual General Meeting of the company in 2024, but no later than 30 June 2024.

In 2022 Adevinta ASA acquired 10,000,000 of its own shares at a total purchase price including broker fees of NOK 792.5 million (equivalent to €79.4 million). The purpose of the buy-backs was to have treasury shares available to settle share-based long-term incentive schemes obligations in the upcoming future. In 2022 Adevinta ASA has transferred a total of 2,673,052 treasury shares with respect to long-term incentive schemes (NOK 261.8 million, equivalent to €26 million).

In 2023 Adevinta ASA did not acquired any of its own shares. In 2023 Adevinta ASA has transferred a total of 1,903,730 treasury shares with respect to long-term incentive schemes (NOK 155.4 million, equivalent to €13.5 million).

Adevinta ASA holds 6,744,270 treasury shares as of 31 December 2023 (8,648,002 as of 31 December 2022).

Note 15: Shareholder structure
The 20 largest shareholders as at 31 December 2023

Name	Number of shares	% of shares
eBay Inc.*	404,231,183	33,0%
Schibsted ASA	344,803,374	28,1%
Clearstream Banking S.A.**	137,380,359	11,2%
Danske Bank	34,988,915	2,9%
Folketrygdfondet	30,030,896	2,5%
Blommenholm Industrier AS	17,093,587	1,4%
Goldman Sachs International**	12,059,133	1,0%
Euroclear Bank S.A./N.V.**	10,833,676	0,9%
State Street Bank and Trust Comp**	10,059,366	0,8%
JPMorgan Chase Bank, N.A., London**	10,055,968	0,8%
Adevinta ASA	6,744,270	0,6%
J.P. Morgan SE**	5,763,007	0,5%
JPMorgan Chase Bank, N.A., London**	5,719,521	0,5%
Goldman Sachs & Co. LLC**	5,567,504	0,5%
Skandinaviska Enskilda Banken AB	5,049,371	0,4%
State Street Bank and Trust Comp**	4,781,057	0,4%
The Bank of New York Mellon SA/NV**	3,921,984	0,3%
J.P. Morgan Securities Plc**	3,518,773	0,3%
J.P. Morgan Securities LLC**	3,467,590	0,3%
Verdipapirfondet KLP Aksjenorge In	3,463,717	0,3%
Total 20 largest shareholders		**86,70%**

* Through eBay International Management B.V. and eBay International Holding GmbH
** Nominee account

The list of shareholders is based on the public VPS list. The number of shareholders as at 31 December 2023 is 4,680 compared to 5,438 in 2022. Foreign ownership is 61% as at 31 December 2023 versus 64% in 2022. See note 24 (Equity) in the consolidated financial statements for more information regarding number of shares.

Notes to the parent company financial statements continued

Note 15: Shareholder structure continued

Number of shares owned by the Board and the Group management:

Name	Number of shares
Orla Noonan (Chairman of the Board)	20.030
Sophie Javary (Member of the Board)	–
Fernando Abril-Martorell Hernandez (Member of the Board)	23.000
Kristin Skogen Lund (Member of the Board)	–
Alexander Rosinski (Member of the Board)	–
Julia Jaeckel (Member of the Board)	–
Michael Nilles (Member of the Board)	30.000
Julie Simpson (Member of the Board)	–
Marc Solomons (Member of the Board)	–
Dipan Patel (Member of the Board)	–
Antoine Jouteau (CEO)	84.180
Elisabeth Peyraube (CFO)	–
Bhatia Ajay (Mobile.de)	144.176
Roman Campa (Head of Real Estate & Emerging Verticals)	14.337
Paul Heimann (Head of Re-Commerce Vertical)	9.050
Alexandre Collinet (COO)	19.599
Nicola Jo-Anne Dexter (People & Communications)	36.912
Julien Jouhault (CPTO)	20.806
Total Board and Group management	**402.090**

Note 16: Pension plans

The company is obliged to have an occupational pension scheme in accordance with the Act on Mandatory company Pensions ("Lov om obligatorisk tjeneste-pensjon"). The company's pension scheme meets the requirements of the Act.

As at 31 December 2023 as well as 2022 the pension plans covered 1 working member. Note 26 (Provisions and contingent liabilities) in the consolidated financial statements contains further description of the pension plans.

Amounts recognised in the balance sheet:	2023	2022
Present value of unfunded defined benefit liabilities	2,938	3,117
Net pension liabilities	**2,938**	**3,117**
Social security tax included in present value of defined benefit liabilities	333	380

Changes in pension liabilities:	2023	2022
As at 1 January	3,117	1,180
Net pension expense	76	1,786
Contributions/benefits paid	(286)	0
Unrealised actuarial (gain) loss recognized in equity (incl. tax)	31	151
As at 31 December	**2,938**	**3,117**

New measurement of defined benefit obligation includes:

	2023	2022
Actuarial gains and losses arising from changes in financial assumptions	–	–
Other effects of remeasurement (experience deviation)	(31)	(151)
Remeasurement of defined benefit liabilities	**31**	**151**

Notes to the parent company financial statements continued

Note 17: Non-current and current liabilities

	Non-current		Current	
	2023	2022	2023	2022
Liabilities to credit institutions	1,188,387	1,180,178	3,888	3,876
Financial derivatives	–	–	109	13
Group companies' liabilities in cash pool	–	–	504,647	303,962
Other liabilities to Group companies	6,525	6,525	16,396	72,702
Other liabilities	–	–	70,828	571
Total	**1,194,912**	**1,186,703**	**595,869**	**381,124**

In November 2020, Adevinta ASA issued Senior Secured Notes (the "Notes") amounting to €1,060 million. The notes consist of two tranches: €660 million aggregate principal amount of notes due in 2025, bearing interest at a rate of 2.625% per annum and €400 million aggregate principal amount of notes due in 2027, bearing interest at a rate of 3.000% per annum (both paid semiannually). The notes were issued pursuant to an indenture between, among others, Adevinta and Citibank N.A., London Branch, as trustee and security agent, see note 22 (Financial risk management) and 23 (Interest-bearing borrowings) in the consolidated financial statements.

Concurrently with the consummation of the offering of the Notes, Adevinta ASA entered into a new senior secured Term Loan B facility consisting of a €900 million EUR-denominated tranche (the "EUR TLB") and a $506 million U.S. dollar-denominated tranche (the "USD TLB" and, together with the EUR TLB, the "Term Loan B"). In June 2021 both EUR and USD tranches were fully drawn to finance the acquisition of eBay Classifieds Group, Adevinta ASA drew down €317,590 thousand from the EUR TLB facility agreement and the rest of the EUR tranche and full USD tranche were drawn by Adevinta Oak Holding BV. In 2022 Adevinta ASA repaid €165 million of the EUR TLB. As of 31 December 2023 non-current external interest-bearing borrowings are shown net of costs related to the issuance of debt amounting to €24,141 thousand (€32,412 thousand in 2022) that are deferred and amortized over the life of the related debt. The accumulated amortization in 2023 charged to the profit and loss account amounted to €8,176 thousand (€8,144 thousand in 2022).

In November 2020 Adevinta ASA entered into a Senior Facilities Agreement that included a five year multicurrency Revolving Credit Facility ("RCF EUR Loan") for a total amount of €450 million also contingent on the eBay Classifieds Group acquisition, of which €150 million were drawn as of 31 December 2021. As of 31 December 2022 the drawn portion of the RCF EUR Loan has been repaid. Current External interest-bearing borrowings as of 31 December 2023 corresponds to the accrued interest payable in the short term that amounted to €3,888 thousand in 2023 (€3,876 thousand in 2022).

Financial derivatives relate to a foreign currency interest hedge in accordance with the group's financial policy, see note 18 (Financial risk management and interest-bearing borrowings) below and note 7 (Financial risk management) and 21 (Derivatives and hedging activities) in the consolidated financial statements.

The non-current liabilities to group companies consist of a loan from Adevinta Oak Holdings BV of €6,525 thousand. A loan from Adevinta Finance AS of €31,679 thousand has been repaid in 2022.

As at 31 December 2023, Other current liabilities to Group companies corresponds mainly to Group Contributions by €16,396 thousand and accruals for intercompany invoices pending to be received.

As at 31 December 2023, Other current liabilities of €70,828 thousand corresponds mainly to accruals for Corporate Income Tax for €32,817 thousand, accruals for €21,487 thousand for the Aurelia Offer related costs and accruals for Share-based compensation for € 8,176 thousand.

Note 18: Financial risk management and interest-bearing borrowings

Financial risk management

Funding and control of refinancing risk is handled by Adevinta's Corporate Finance and Risk function. To fund the eBay Classifieds Group acquisition, in Q4 2020 Adevinta ASA completed the placement of Senior Secured Notes (the "Notes"), see note 17 (Non-current and current liabilities). Concurrently with the consummation of the offering of the Notes, Adevinta ASA entered into a new senior secured Term Loan B facility consisting of a €900 million EUR-denominated tranche (the "EUR TLB") and a $506 million U.S. dollar-denominated tranche (the "USD TLB" and, together with the EUR TLB, the "Term Loan B"). Adevinta used the proceeds from the Notes and Term Loan B to, among other things, fund a portion of the cash consideration for the acquisition of the eBay Classifieds Group ("eCG") and refinance existing debt.

Since June 2021, Adevinta Group's main funding sources are the Revolving Credit Facility of €450 million (fully undrawn), Senior Secured Notes of €1,060 million and Term Loan B facility of €900 million and $506 million. During 2022 €(150) million in relation to the multicurrency revolving facility and €(165) million from EUR TLB were repaid. During 2023 €(150) million from EUR TLB and €(237) million from USD TLB were repaid. After repayments the outstanding notional principal amounts are €585 million for EUR TLB and USD209 million for USD TLB as at 31 December 2023.

As per note 17 (Non-current and current liabilities) Adevinta ASA entered into certain derivatives to hedge currency risks. For management of currency risk, see note 7 (Financial risk management) and 21 (Derivatives and hedging activities) in the consolidated financial statements. For the financial statements of Adevinta ASA hedge accounting has not been applied.

Interest-bearing borrowings, composition and maturity profile:

	Non-current		Current	
	2023	2022	2023	2022
Bonds issued	1,060,000	1,060,000	–	–
Bank and institutional loans	152,590	152,590	–	–
Loan from Group companies	6,525	6,525	–	–
Total principal amounts	**1,219,115**	**1,219,115**	**–**	**–**
of which maturity beyond five years	–	552,590	–	–

For more details on bank loans and credit facilities, see note 21 (Interest-bearing borrowings) in the consolidated financial statements.

Note 19: Guarantees

Adevinta ASA has issued parent company guarantees as security for payment of office rent in selected subsidiaries for €278 thousand (€278 thousand in 2022).

The Term Loan B and the Notes are guaranteed by certain subsidiaries of the Adevinta Group and are secured by shares of certain of the guarantors, as well as, material bank accounts and the intercompany receivables of Adevinta Group.

Notes to the parent company financial statements continued

Note 20: Transactions with related parties

Adevinta ASA has business agreements with companies in the Group. The pricing of all transactions with Group companies are based on the arm's length principle.

	2023	2022
Operating revenues from other Group companies	4	11,605
Purchase of goods and services from Schibsted ASA	–	63
Purchase of goods and services from other Group companies	16,969	17,500
Financial income from other Group companies	133,222	97,057
Financial expenses from other Group companies	24,044	404

Remuneration to management

See note 4 above and note 14 and note 15 to the consolidated financial statements for information concerning remuneration to management and share-based payment.

Note 21: Events after the reporting period

Please see note 32 (Events after the balance sheet date) in the consolidated financial statements for information about events after the reporting period.

Declaration by the Board of Directors and CEO

We confirm that, to the best of our knowledge, the financial statements for the period 1 January to 31 December 2023 have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the Group taken as a whole, and that the Board of Directors' report includes a fair review of the development and performance of the business and the position of the company and the Group taken as a whole, together with a description of the principal risks and uncertainties that they face.

18 April 2024

Adevinta ASA's Board of Directors

Orla Noonan
Board Chair

Antoine Jouteau
CEO Adevinta

Fernando Abril-Martorell Hernández
Board member

Kristin Skogen Lund
Board member

Sophie Javary
Board member

Julie Simpson
Board member

Aleksander Rosinski
Board member

Julia Jäkel
Board member

Michael Nilles
Board member

Mark Solomons
Board member

Dipan Patel
Board member

Independent Auditor's report

To the Annual Shareholders' Meeting of Adevinta ASA

Building a better working world

Statsautoriserte revisorer
Ernst & Young AS

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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Adevinta ASA

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Adevinta ASA (the Company) which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company comprise the statement of financial position as at 31 December 2023 and the income statement and statement of cash flows for the year then ended and notes to the financial statements, including a summary of material accounting policies. The consolidated financial statements of the Group comprise the consolidated statement of financial position as at 31 December 2023, the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year then ended and notes to the financial statements, including material accounting policy information.

In our opinion

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

Our opinion is consistent with our additional report to the audit committee.

Basis for opinion

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

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

We have been the auditor of the Company for 6 years from the election by the general meeting of the shareholders in 2018 for the accounting year 2018.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the financial statements.

Impairment assessment of goodwill and intangible assets with indefinite useful life

Basis for the key audit matter
Investments that have a small headroom between calculated recoverable amount and carrying amount are sensitive to changes in management estimates and are dependent on future growth in profitability to recover goodwill and intangible assets with indefinite useful life.

Estimates related to future cash flows and the determination of discount rates to calculate present values are based on management's expectations of market developments and conditions, the competitive environment, current developments in revenues and margins, trends and macroeconomic expectations, technological development, the ability to realise synergies, interest rate levels and other factors for the relevant operations or markets. The use of different assumptions could produce significantly different value in use estimates.

Since goodwill and intangible assets with indefinite useful lifeare material and subject to estimation uncertainty, impairment assessment of goodwill and intangible assets with indefinite useful life was a key audit matter.

Our audit response
We assessed the key assumptions used by management in their assessment of recoverable amount and whether there is an indication of impairment by comparing the carrying amount to the calculated recoverable amount. Our procedures included assessing the identification of cash generating units and testing of assumptions used in the value in use model, including estimates related to forecasted future cash flows and the estimated weighted average cost of capital. As part of our procedures, we discussed the forecasted sales, the current market situation, and expectations about future growth with management. We also tested supporting documentation related to budgets and sales forecasts and the mathematical accuracy of the value in use calculation and assessed sensitivity analysis of the critical assumptions prepared by management, including relevant disclosures. We used a valuation specialist to assist us in evaluating the discount rate applied.

We refer to note 3 Significant accounting judgments and major sources of estimation uncertainty and note 11 Impairment assessment for additional information.

Revenue recognition and cut-off

Basis for the key audit matter
Revenue is recognized when the entity satisfies a performance obligation by transferring a promised good or service (ie an asset) to a customer. A good or service is considered transferred when the customer obtains control. Adevinta has products and services with various contractual terms and different pricing elements in contracts with customers throughout the Group. Some revenue is recognized over a

Our audit response
We assessed the design of internal controls related to revenue recognition. Further, we considered the Group's accounting policies for revenue recognition. We have on a sample basis compared sales transactions, recognized before and after the balance sheet date to customer contracts and performance obligations and assessed whether the implied revenue recognition criteria are in compliance with the

Independent Auditor's report continued

Building a better working world

period whilst others at a certain point in time. Several IT-systems provide input to the revenue recognition processes and there have been significant changes to these processes in recent years. Due to the complexity of the revenue models and the supporting IT-systems, there is a risk of revenue not being recognized in the correct period. Hence, cut-off of revenue was a key audit matter.

group accounting policies. We refer to note 6 Revenue recognition for additional information.

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and the CEO) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility contain the information required by applicable legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that the other information is materially inconsistent with the financial statements, there is a material misstatement in this other information or that the information required by applicable legal requirements is not included in the board of directors' report, the statement on corporate governance or the statement on corporate social responsibility, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility are consistent with the financial statements and contain the information required by applicable legal requirements.

Responsibilities of management for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Independent Auditor's report continued

Building a better working world

Report on other legal and regulatory requirement

Report on compliance with regulation on European Single Electronic Format (ESEF)

Opinion

As part of the audit of the financial statements of Adevinta ASA we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name adevintaasa-2023-12-31-en, have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements.

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

Management's responsibilities

Management is responsible for the preparation of the annual report in compliance with the ESEF Regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Auditor's responsibilities

Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation. We conduct our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation.

As part of our work, we perform procedures to obtain an understanding of the company's processes for preparing the financial statements in accordance with the ESEF Regulation. We test whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 25 April 2024
ERNST & YOUNG AS

Kjetil Rimstad
State Authorised Public Accountant (Norway)

Share information

Shareholders	31 December 2023
Number of registered shareholders	4,680
Percentage of non-Norwegian shareholders	22.0%
Average daily trading volume in 2023	768k

Source: VPS/Oslo Stock Exchange/Reuters

Largest country of ownership	31 December 2023
Norway	39%
United States	38%
Luxembourg	13%
United Kingdom	5%
Belgium	3%
Ireland	1%
Sweden	1%
Other	1%

Source: VPS
The trading data in the table above are based on data from the Oslo Børs and Reuters.

Share information continued

Adevinta conducts a quarterly analysis of shareholders registered at nominee accounts. A list of Adevinta's shareholders, including those registered with nominee accounts, is presented below. The list was updated as of 31 December 2023.

Rank	Name	% of shares outstanding	Number of shares
1	eBay Inc.*	33.0%	404,231,183
2	Schibsted ASA	28.1%	344,803,374
3	Astinlux Finco S.à r.l.	11.2%	136,875,162
4	Danske Bank A/S	2.8%	34,281,805
5	Folketrygdfondet	2.5%	30,017,988
6	Baillie Gifford & Co.	1.5%	17,842,954
7	Blommenholm Industrier AS	1.4%	17,093,587
8	Capital World Investors	0.9%	11,290,597
9	VOR Capital LLP	0.9%	11,164,479
10	DNB Asset Management AS	0.8%	10,213,895
11	The Vanguard Group, Inc.	0.8%	9,912,774
12	Goldman Sachs International	0.8%	9,823,848
13	BlackRock Institutional Trust Company, N.A.	0.8%	9,814,798
14	Storebrand Kapitalforvaltning AS	0.8%	9,237,393
15	KLP Fondsforvaltning AS	0.6%	7,836,114
16	J.P. Morgan Securities plc	0.6%	5,699,667
17	Citigroup Global Markets Ltd.	0.4%	5,165,411
18	SEB Enskilda Equities	0.4%	5,049,371
19	UBS Unlimited	0.4%	4,877,208
20	Alfred Berg Kapitalforvaltning AS	0.4%	4,490,016

* Through eBay International Management B.V. and eBay International Holding GmbH

The shareholder identification data are provided by Nasdaq. The data are obtained through an analysis of beneficial ownership and fund manager information provided in replies to disclosure of ownership notices issued to all custodians on Adevinta's share register. While every reasonable effort is made to verify all data, neither Nasdaq nor Adevinta can guarantee the accuracy of the analysis. For an overview of the 20 largest shareholders as of 31 December 2023 from the public VPS register, refer to the annual accounts for Adevinta ASA, Note 15 Shareholder structure.

Dividend and buyback of shares

Distribution of dividends and providing the opportunity to buy back shares are regarded as suitable ways to adapt Adevinta's capital stucture. The Board of Directors has adopted a dividend policy that allows for development of Adevinta's business and further growth. The company's eventual aim is to pay a stable and growing dividend going forward while maintaining flexibility to invest in growth. The focus in the medium term remains on deleveraging. The company does not expect to pay any dividend related to the financial year 2023.

Shareholder structure

The shareholding and voting rights of Adevinta's major shareholders as at 31 December 2023 are summarised below:

- Schibsted owns a 28% stake in Adevinta and 30% voting rights
- eBay owns a 33% stake in Adevinta and 30% voting rights
- Permira owns a 11% stake in Adevinta and 12% voting rights

Currently, both Schibsted and eBay are presented on Adevinta's Board of Directors by two Directors, and Permira by one Director, in accordance with Adevinta's Articles of Association. For further information on the development of the share capital in 2023, please refer to Note 24 (Equity) to the consolidated financial statements.

Share structure

Adevinta was listed on the Oslo Stock Exchange with two share classes on 10 April 2019. The Class A shares carried 10 votes per share, whereas the Class B shares carried one vote. During Autumn 2019, the company collapsed the share classes into one class, with equal rights for all shareholders. As part of the consideration for the acquisition of eCG, Adevinta ASA issued a new Class of non-voting shares ("Class B Shares") on 25 June 2021 and set up a dual-share class structure. The Class B shares are not listed on the Oslo Stock Exchange, but are exchangeable into Class A shares on a one-for-one basis under the terms and conditions set out in the company's amended Articles of Association. The share capital of Adevinta ASA is composed of 1,165,686,913 ordinary Class A Shares and 59,256,068 Class B Shares (non-voting shares). For further information, please refer to Note 24 (Equity) to the consolidated financial statements.

Return

Adevinta's shares are listed on the Oslo Stock Exchange under the ticker code ADE. These shares are among the most traded in Norway and the company is a constituent of the Oslo Stock Exchange Benchmark Index (OSEBX). Adevinta is covered by sell-side analysts in Scandinavia and London. Adevinta's shares produced a total return for shareholders of 71% in 2023. In comparison, the OSEBX produced a return of 10% over the same period. Adevinta's share price performance compared to various indices and peers can be accessed at Adevinta.com/ir.

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