



**NOTICE OF ANNUAL GENERAL MEETING**  
**SCHIBSTED ASA**  
**WEDNESDAY 6 MAY 2020 AT 10:30**

The shareholders of Schibsted ASA (the "**Company**") are hereby given notice of the Annual General Meeting to be held at **10:30 on Wednesday 6 May 2020**.

As a result of the Covid-19 pandemic the Annual General Meeting will be held as an electronic meeting only. Consequently, it will not be possible to attend the Annual General Meeting in person. Information about how to attend the Annual General Meeting is set out in Appendix 1.

The annual report for 2019 and other relevant documents are available on the Company's website ([www.schibsted.com](http://www.schibsted.com)).

**Agenda:**

1. **Election of chair**
2. **Approval of the notice of the Annual General Meeting and agenda**
3. **Election of a representative to co-sign the minutes of the Annual General Meeting together with the chair**
4. **Approval of the financial statements for 2019 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2019, as well as consideration of the statement on corporate governance**

The financial statements, accompanying notes, and the Board of Directors' Report are included in the annual report.

**Resolution proposal:** *"The General Meeting approved the financial statements for 2019 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2019. The General Meeting took into consideration the statement on corporate governance."*

5. **Approval of the auditor's fee for 2019**

**Resolution proposal:** *"The General Meeting approved the auditor's fee of NOK 1,894,609."*

6. **The Board of Director's declaration regarding the determination of salary and other remunerations to the management of Schibsted ASA (Statement of Executive Compensation) pursuant to section 6-16 a) of the Norwegian Public Limited Liability Companies Act**

The Statement of Executive Compensation was included in the annual report as note 9 to the financial statements for the Group. Pursuant to section 6-16 a) of the Public Limited Liability Companies Act, see section 5-6, subsection 3, the Statement of Executive Compensation shall be discussed at the Annual General Meeting of Schibsted ASA. An advisory vote shall be held on the Board of Director's guidelines for determining management remuneration. The guidelines for share-based remuneration are subject to the approval of the Annual General Meeting.

**Resolution proposals:**

a) *"The General Meeting endorsed the Statement of Executive Compensation."*

b) *The General Meeting approved the binding guidelines for share based programs for the coming financial year, as set out in the Statement of Executive Compensation."*

## 7. The Nomination Committee's report on its work during the period 2019-2020

The Nomination Committee's report is available on the Company's website ([www.schibsted.com](http://www.schibsted.com)). The Nomination Committee will present its report at the Annual General Meeting.

## 8. Election of shareholder-elected directors

A presentation of the Nomination Committee's proposals for shareholder-elected board members and for Board Chair can be found at [www.schibsted.com](http://www.schibsted.com).

As set out in the Nomination Committee's proposal, Marianne Budnik will not stand for re-election, and the Nomination Committee has proposed two new shareholder elected Board members, Satu Huber and Karl-Christian Agerup. The shareholder-elected board members are elected for one year at a time. The shareholders are invited to vote on each of the proposed directors.

Pursuant to Article 8 of the Company's Articles of Association, Blommenholm Industrier AS has exercised its right to directly appoint one director and has notified the Company that they wish to appoint Ole Jacob Sunde. The Nomination Committee considers all shareholder-elected board members, with exception of Ole Jacob Sunde and Karl-Christian Agerup, to be independent.

**Resolution proposal:** "The General Meeting approves the Nomination Committee's proposals regarding shareholder-elected directors for the period 2020-2021."

## 9. The Nomination Committee's proposal regarding directors' fees, etc.

The General Meeting shall determine the Board of Director's fees, including fees payable to directors who take part in committee work. The fees for the coming period, including the additional fees, are to be determined in advance. All fees are payable at the end of the term of office.

The proposal regarding fees for the period from the Annual General Meeting 2020 until the Annual General Meeting in 2021 is as follows (figures for the period 2019-2020 in brackets):

- a) **Director's fee:** Proposed fee payable to the Board Chair: NOK 1,102,000 (1,094,000). Proposed fee payable to other directors: NOK 517,000 (513,000).

**Additional fees:** The Nomination Committee has set the additional fee to NOK 50,000 (50,000) for directors who reside outside the Oslo region but in a Nordic country, and to NOK 100,000 (100,000) for directors who reside outside the Oslo region and outside the Nordic region.

- b) **Fees payable to the Board's alternate members:** The fee payable to the Board's alternate members is proposed to be NOK 24,000 (23,000) per meeting.

- c) **Fees payable to members of the Group Board's Compensation Committee:** The fee payable to the Compensation Committee's members is proposed to be NOK 130,000 (129,000) for the Chair of the Committee and NOK 85,000 (84,000) for the Committee's other members.

- d) **Fees payable to members of the Group Board's Audit Committee:** The fees payable to the Audit Committee's members are proposed to be NOK 192,000 (190,000) for the Chair of the Committee and NOK 118,000 (117,000) for the Committee's other members.

**Resolution proposal:** "The General Meeting approved the Nomination Committee's proposal regarding fees payable to the Board of Directors and the Board of Director's committees for the period from the Annual General Meeting in 2020 to the Annual General Meeting in 2021."

## 10. The Nomination Committee - fees

The proposed annual fee for the Nomination Committee is (figures for the period 2019-2020 in brackets) NOK 139,000 (138,000) for the Chair and NOK 86,000 (85,000) for the Committee's other members.

**Resolution proposal:** “The General Meeting approved the Nomination Committee’s proposal regarding fees for the period from the Annual General Meeting in 2020 to the Annual General Meeting in 2021.”

**11. Granting of authorisation to the Board of Directors to administrate some of the protection inherent in Article 7 of the Articles of Association**

Article 7 of the Company’s Articles of Association guarantees that important decisions concerning the Group’s core activities are submitted to Schibsted’s shareholders for final resolution.

*Article 7 of the Articles of Association states the following:*

*“Any resolutions to amend the Articles of Association, shall be passed by the General Meeting and shall require the endorsement of more than (i) 3/4 of the share capital represented in the relevant General Meeting and (ii) 3/4 of the A-shares represented in the relevant General Meeting.*

*The first paragraph applies likewise to decisions relating to, or votes taken on:*

- a) Amendments to the Articles of Association of directly or indirectly owned subsidiaries or the sale of shares or activities, including private placements, mergers and demergers, in such subsidiaries to anyone other than another company in the Schibsted Group.*
- b) The assignment of Aftenposten’s and Verdens Gang’s publication rights to anyone other than another company in the Schibsted Group.*

*With the majority stated in the first paragraph, the General Meeting can decide to grant the Board of Directors authorization to make decisions in matters referred to in the second paragraph, subparagraphs a) and b).*

*The Board shall ensure that the Articles of Association of subsidiaries include the provisions necessary to ensure that this regulation is implemented.”*

Pursuant to Article 7 paragraph three of the Articles of Association, the Annual General Meeting is asked to authorize the Board of Directors to administrate further specified parts of the protection inherent in the provision. The proposed authorization is identical to the authorization granted at the Annual General Meeting in 2019 and is worded as follows:

*“Pursuant to the third paragraph of Article 7 of the Articles of Association, the Board of Directors is authorized to make decisions on the following matters referred to in the second paragraph, subparagraph a) of Article 7 of the Articles of Association:*

- a) Voting relating to amendments to subsidiaries’ Articles of Association.*
- b) Decisions to sell shares or operations, including private placements, mergers or demergers, in subsidiaries when the net payment (sales amount, merger or demerger payment, etc.) does not exceed NOK 4 billion after financial adjustments.*

*Within the framework of the Group CEO’s general authorization, the Board of Directors may delegate its authority pursuant to this authorization to the management.*

*A director appointed pursuant to the second paragraph of Article 8 of the Articles of Association may demand that certain matters which are covered by this authorization must nonetheless be submitted to the General Meeting for its decision.*

*The authorization is valid until the next Annual General Meeting of Schibsted ASA in 2021.”*

**Resolution proposal:** “The General Meeting authorized the Board of Directors to administrate parts of Article 7 of Schibsted’s Articles of Association in accordance with the proposed authorization as worded above. The authorization is valid from the Annual General Meeting in 2020 until the Annual General Meeting in 2021.”

## 12. Proposal for the reduction of share capital by redemption of own shares

On 16 July 2019 Schibsted announced a buyback program with an ambition to buy back up to 2% of the Company's shares. The buyback program was completed in March 2020. Following the buyback program, Schibsted ASA owns 4,926,964 of its own shares (3,543,657 A-shares and 1,383,307 B-shares), equal to approximately 2% of the Company's share capital.

The Company's Board of Directors proposes to redeem 3,543,657 A-shares and 883,307 B-shares held by the Company by way of share capital reduction in accordance with section 12-1 first subparagraph (2) of the Public Limited Liability Companies Act. The Board proposes to retain 500,000 B-shares to be used in the Company's share-based incentive schemes.

Following the proposed reduction, the Company will have a share capital of NOK 117,130,512 divided into 104,459,958 A-shares and 129,801,066 B-shares each with a nominal value of NOK 0.50. Following the adoption of the proposed redemption of shares, Schibsted ASA will own no A-shares and 500 000 B-shares equal to approximately 0.2% of its share capital.

Pursuant to section 12-2 of the Norwegian Public Companies Act, the Company's auditor has confirmed that after the reduction, the company's nondistributable equity will be fully covered. The confirmation is available on the Company's website ([www.schibsted.com](http://www.schibsted.com)).

### **Resolution proposal:**

- (i) *"The company's share capital shall be reduced by NOK 2,213,482 through the redemption of 4,426,964 own shares (3,543,657 A-shares and 883,307 B-shares), to NOK 117,130,512, consisting of 104,459,958 A-shares and 129,801,066 B-shares, each with a nominal value of NOK 0.50.*
- (ii) *Section 4 of the articles of association shall be amended so as to reflect the share capital and the number of shares after the share capital reduction."*

## 13. Authorization to the Board of Directors to buy back Company shares

The Board of Directors proposes that the General Meeting resolves to grant the Board of Directors an authorization to buy back up to 10% of the Company's shares for a period from the date of this Annual General Meeting and until the Annual General Meeting of the Company in 2021, but in no event later than 30 June 2021. The shares may serve as settlement or compensation in the Company's long-term incentive schemes, as well as the Employee Share Saving Plan. The shares may also be used as settlement in acquisitions and to improve the company's capital structure.

Following the redemption of shares set out in Item 12, the Company will have a share capital of NOK 117,130,512 divided into 104,459,958 A-shares and 129,801,066 B-shares, each with a nominal value of NOK 0.50.

### **Resolution proposal:**

- (i) *"The Board of Directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act to acquire and dispose of own shares in Schibsted ASA.*
- (ii) *The authorization is valid until the next Annual General Meeting of Schibsted ASA in 2021, but in no event later than 30 June 2021.*
- (iii) *The total nominal value of the shares acquired or held by the Company may not exceed NOK 11,713,051.*
- (iv) *The minimum amount which can be paid for the shares is NOK 30, and the maximum amount is NOK 1,000.*
- (v) *The Board is free to decide on the acquisition method and possible subsequent sale of the shares.*
- (vi) *The shares may serve as settlement in the Company's share based long-term incentive schemes, as well as the Employee Share Saving Plan, and may be used as settlement in acquisitions, and to improve the capital structure of the Company. The shares may not be used in a take-over situation cf. section 6-17 (2) of the Norwegian Securities Trading Act".*

#### 14. Authorization to the Board of Directors to increase the share capital

As in previous years, the Board of Directors proposes that the Annual General Meeting grants to the Board of Directors an authorization to issue new shares in the Company. The Board of Directors believes it is in the Company's interest to have the flexibility to raise capital in order to ensure that the Company is equipped to participate in value accretive opportunities going forward, which in turn will allow the Company to execute on its growth strategy.

In line with previous authorizations, the proposed authority shall only be used to issue B-shares, and is limited to 10% of the share capital within the B-share class. The proposed authority includes the right to set aside the pre-emptive rights of existing shareholders.

##### **Resolution proposal:**

- (i) *"The Board of Directors is authorized pursuant to the Public Limited Liability Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 6,490,053. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) *The authority may only be used to issue B-shares.*
- (iii) *The authority shall remain in force until the Annual General Meeting in 2021, but in no event later than 30 June 2021.*
- (iv) *The pre-emptive rights of the shareholders under section 10-4 of the Public Limited Liability Companies Act may be set aside.*
- (v) *The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. section 10-2 of the Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with section 13-5 of the Public Limited Liability Companies Act."*

\*\*\*

#### **Shares in the Company and the accompanying right to vote**

The Company has a share capital of NOK 119,343,994, divided into 108,003,615 A-shares and 130,684,373 B-shares, each with a nominal value of NOK 0.50.

At the company's General Meeting each A-share provides 10 votes and each B-share provides 1 vote. In accordance with Article 6 of the Company's Articles of Association, no shareholder may own or vote at the General Meeting in respect of more than 30% of the shares.

Shares that are owned or acquired by: a) the shareholder's spouse, under-age children or persons with whom the shareholder shares a common household, b) companies in which the shareholder has the influence stated in section 1-2 of the Norwegian Public Limited Liability Companies Act, c) companies within the same group as the shareholder and d) any party with which the shareholder has a binding collaboration regarding the exercise of the shareholder rights are regarded as equivalent to the shareholder's own shares. As of the date of this notice, the Company owns 4,926,964 of its own shares (3,543,657 A-shares and 1,383,307 B-shares), equal to approximately 2% of its share capital, for which the company cannot exercise any voting rights.

If the shares are registered in VPS with a manager, cf. Section 4-10 of the Public Limited Liability Companies Act, and the actual shareholder wishes to vote for his/her shares, the actual shareholder must re-register the shares in a separate VPS account in the name of the actual shareholder. This must be done prior to the General Meeting.

#### **Shareholders' rights**

Shareholders may not demand that new issues be put on the agenda after the deadline for doing so has expired; see section 5-11, second sentence of the Norwegian Public Limited Liability Companies Act.

A shareholder is entitled to propose resolutions regarding the issues which the General Meeting is invited to discuss.

A shareholder may demand that, at the General Meeting, directors and the general manager provide available information on matters that may influence assessment of:

1. Approval of the annual financial statements and annual report.
2. Issues that have been submitted to the shareholders for a decision.
3. The Company's financial position, including the operations of other companies in which the Company participates and other issues which the General Meeting will discuss, unless the information requested cannot be provided without causing undue harm to the Company.

If information must be obtained, so that no answer can be given at the General Meeting, a written reply shall be prepared within two weeks after the General Meeting. This reply shall be made available to the shareholders at the Company's office and sent to all the shareholders who have requested such information. If the reply must be regarded as significantly important for assessing factors mentioned in the previous paragraph, the reply shall be sent to all the shareholders with a known address.

### **Electronic Meeting**

In accordance with *Temporary Regulation dated 27 March 2020 no. 464 regarding exemption from the rules relating to physical meeting in private and public limited liability companies as a result of the outbreak of Covid-19* the Annual General Meeting will be held only as an electronic meeting. Please see Appendix 1 for information on how to participate in the electronic meeting. As an alternative to participating in the electronic meeting, shareholders can provide voting instructions in advance as set out under "Proxy forms" below.

### **Registration for the General Meeting**

No registration is needed for using the online AGM solution, however, please note that you must be logged into the online AGM before the meeting starts.

### **Proxy forms**

Shareholders may authorize their own proxy before the expiry of the registration deadline. A proxy form stating voting instructions may also be given to the Board Chair, Ole Jacob Sunde. The proxy form that must be used is enclosed with this notice and must be signed and sent to DNB Bank ASA at the abovementioned address. The deadline for submitting proxy forms is 4 May 2020 16.00.

\*\*\*

The Annual General Meeting will be opened by the Board Chair. This notice and its enclosures have been sent to all shareholders with a known place of residence. The annual financial statements and Board of Directors' report stating the proposed allocation of the profit for 2019, including the Board of Directors' Statement of Executive Compensation and the Auditor's Report, as well as the Nomination Committee's Report are available on the Company's website [www.schibsted.com](http://www.schibsted.com). These documents can also be sent by e-mail or by post if ordered on Schibsted's investor web pages ([www.schibsted.com](http://www.schibsted.com)).

Shareholders may submit any inquiries regarding the Annual General Meeting to *DNB Bank ASA*, tel: (+47) 22 48 35 90.

Oslo, 14 April 2020

FOR THE BOARD OF DIRECTORS OF SCHIBSTED ASA



Ole Jacob Sunde  
Board Chair

## APPENDIX 1: GUIDE FOR ONLINE PARTICIPATION AT ANNUAL GENERAL MEETING 2020

Schibsted ASA will be conducting this year's annual general meeting ("AGM") as a digital meeting, giving you the opportunity to participate online by using your computer, phone or tablet. This is a precautionary measure to prevent the spread of Covid-19 and to ensure the safety and wellbeing of shareholders, employees and other stakeholders. Therefore, there will be no opportunity for physical presence this year. You may also grant a proxy as previous years. Please refer the notice for the AGM and appendices for further information on advance voting and proxies.

The digital AGM is administered by DNB Bank ASA, Registrars Department, which has licensed the software for the online AGM from Lumi Ltd., giving all shareholders the option to attend the AGM on an online platform.

By attending the online AGM, you will be able to listen to a live webcast of the meeting, submit questions relating to the items on the agenda and cast your votes on each item on the agenda. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (In Norwegian either "Verdipapirsentralen" or "VPS") in relations to this AGM.

No registration is needed for using the online AGM solution, however, please note that you must be logged into the online AGM before the meeting starts. The following pages will provide you with a brief guide on how to access, participate and submit your votes at the online AGM.

**Shareholder who do not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20.**

### HOW TO ACCESS THE ONLINE AGM

#### STEP 1

In order to attend the online AGM you need access to the Lumi solution by doing either of the following:

- Use the Lumi AGM app:** Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM, or
- Visit <https://web.lumiagm.com>:** Go to the Lumi AGM website <https://web.lumiagm.com> either on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

#### STEP 2

Once you have either downloaded the **Lumi AGM app** or entered <https://web.lumiagm.com> into your web browser, you'll be asked to enter the following **meeting ID** and click **Join**:

-----  
Meeting ID: 132-095-574.  
-----

#### STEP 3

You will then be required to enter your ID:

- Reference number from VPS for the AGM**
  - PIN code from VPS for the AGM**
- You will be able to log in one hour before the meeting starts.**

When successfully authenticated, the info screen will be displayed. You can view company information, submit questions relating to the items on the agenda and live stream the webcast.



### HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the AGM, available to each shareholder through VPS Investor Services.


Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS registered shareholders may access VPS Investor Services through [www.vps.no](http://www.vps.no) or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in investor Services will also receive their reference number and PIN code by post (on the ballots) together with the summons from the company.

**Nominee registered shareholders:** Shares held through nominee accounts (Not relevant for Norwegian shareholders) must be transferred to a segregated VPS account registered in the name of the shareholder in order to participate in the AGM. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information and/or instructions on obtaining your reference number and PIN code for nominee registered shares.

## HOW TO VOTE

Once the voting has opened, the polling icon  will appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

For - Vote  
received

To change your vote, simply select another voting direction. If you wish to cancel your vote, please press Cancel.


Once the chairperson has opened voting, voting on any item can be performed at any time during the meeting until the chairperson closes the relevant voting on the specific resolution. Your last choice before the voting is closed will be final and cannot be changed.

Please note that any voting prior to the meeting or proxy with voting instruction registered prior to the AGM, is final.



## QUESTIONS TO THE CHAIRPERSON

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

If you would like to ask a question relating to the items on the agenda, select the messaging icon. 

Type your message within the chat box at the bottom of the messaging screen. Once you have completed your message, click the Send button.

Questions submitted online will be moderated before being sent to the chairperson to avoid repetition and to remove any inappropriate language. All questions and messages will be presented with the full name and identity of the shareholder raising the question.

## DOWNLOADS

Links will be available on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and your network connection (3G, 4G).



Ref. no.:

PIN code:

## Notice of Annual General Meeting

Meeting in Schibsted ASA will be held on  
6 May 2020 at 10.30 by way of an electronic meeting

**Record Date (Share register): 5 May 2020**

**Deadline for registration of proxies: 4 May 2020 at 16.00**

### Notice of attendance

Shareholders are only allowed to participate online due to the Covid-19 situation. See separate guide on how shareholders can participate electronically. Registration is not required to participate online, but shareholders must be logged in before the meeting starts. If you are not logged in before the general meeting starts, you will not be able to attend. Log in starts an hour before.

Please note that shareholders who do not wish to participate online have the opportunity to authorize another person. Information on how this can be done follows:

---

### Proxy without voting instructions for Annual General Meeting of Schibsted ASA

Ref. no.:

PIN code:

**Proxy should be registered through the Company's website [www.schibsted.com](http://www.schibsted.com) or through VPS Investor Services.**

For granting proxy through the Company's website, the above mentioned reference number and PIN code must be stated.

In VPS Investor Services chose *Corporate Actions and General Meeting*.

If you are not able to register this electronically, you may send by E-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **4 May 2020 at 16.00**. If a shareholder who wishes to give proxy is a company, the company certificate must be attached.

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

**The undersigned:** \_\_\_\_\_

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Schibsted ASA on 6 May 2020.

---

Place

Date

Shareholder's signature (only for granting proxy)

Ref. no.:

PIN code:

**Proxy with voting instructions** for Annual General Meeting in Schibsted ASA

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **4 May 2020 at 16.00**. If a shareholder who wishes to give proxy is a company, the company certificate must be attached.

**Proxies with voting instructions must be dated and signed in order to be valid.**

**The undersigned:**

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Schibsted ASA on 6 May 2020.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2020	For	Against	Abstention
1. Election of chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice of the Annual General Meeting and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a representative to co-sign the minutes of the Annual General Meeting together with the chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the financial statements for 2019 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2019, as well as consideration of the statement on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the auditor's fee for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6a) Advisory vote on the Statement of Executive Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b) Approval of the guidelines for share based incentive programs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. The Nomination Committee's report on its work during the period 2019-2020 (no voting)			
8. Election of shareholder-elected directors and Board Chair			
a) Ole Jacob Sunde (election as Board Chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Christian Ringnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Birger Steen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Eugenie van Wiechen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Phillipe Vimard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Anna Mossberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Satu Huber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Karl-Christian Agerup	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. The Nomination Committee's proposal regarding directors' fees, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. The Nomination Committee – fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Granting of authorization to the Board of Directors to administrate some of the protection inherent in Article 7 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Proposal for the reduction of share capital by redemption of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorization to the Board of Directors to buy back Company shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorization to the Board of Directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature (Only for granting proxy with voting instructions)