

Adevinta

MINUTES FROM EXTRAORDINARY GENERAL MEETING ADEVINTA ASA

Thursday 16 May 2024 at 15:00 Oslo time

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

The Extraordinary General Meeting of Adevinta ASA, org. no. 921 796 226 (the “**Company**”) was held as a virtual meeting on 16 May 2024 at 15:00 (Oslo time) via the LUMI-AGM solution.

Lars Knem Christie opened the meeting and DNB Bank ASA, Registrars department informed of the registered attendance of shareholders present and proxies, as listed in [Annex 3](#). No comments were made to the record of attendance. The voting by the class A shares for each item on the agenda is included in [Annex 4](#). The class B shares are not included in Annex 4, and where the class B shares shall be accounted for this is specified under each relevant item in these minutes.

Antoine Jouteau (CEO), Orla Noonan (Board Chair), Trond Berger (Chair of the Nomination Committee), other representatives from the Company’s management and represented shareholders attended the Extraordinary General Meeting.

The following matters were on the agenda:

1. Approval of the notice and agenda of the Extraordinary General Meeting

The Extraordinary General Meeting made the following resolution:

“The Extraordinary General Meeting approves the notice and agenda.”

The resolution was approved with sufficient majority.

2. Election of chairperson for the meeting

The Extraordinary General Meeting made the following resolution:

“The Extraordinary General Meeting elects Lars Knem Christie as chairperson of the meeting.”

The resolution was approved with sufficient majority.

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

The Extraordinary General Meeting made the following resolution:

“The Extraordinary General Meeting elects Julia Gual to co-sign the minutes together with the chairperson of the meeting.”

The resolution was approved with sufficient majority.

4. Amendments to the Company's articles of association

The background for the Extraordinary General Meeting is the voluntary offer for all issued and outstanding ordinary class A shares (the "**Shares**") in the Company (such offer, the "**Offer**") made by Aurelia Bidco Norway AS (the "**Offeror**") pursuant to an offer document dated 22 December 2023 (the "**Offer Document**"). Please also refer to the announcement made by the Offeror on 24 April 2024 regarding the fulfilment of the Closing Conditions pursuant to the Offer Document section 3.3 ref. section 3.5, including the receipt of all required regulatory approvals, and further announcing that the settlement of the Offer is expected to be made to shareholders having accepted the offer on 29 May 2024.

As announced by the Company on 21 November 2023 and in connection with the Offer, the Company has entered into a transaction agreement with the Offeror (the "**Transaction Agreement**"). Pursuant to the Transaction Agreement, the Offeror has requested the Company to convene an extraordinary general meeting to (i) elect new members to the Board of Directors as nominated by the Offeror, conditional upon and effective from the date of settlement of the Offer in accordance with the terms of the Offer Document (the "**Settlement Date**"), and (ii) to amend the Company's Articles of Association as required in connection with the resolution of such election of new members to the Board of Directors. The Extraordinary General Meeting is called to consider this and certain other matters relating to the Offer, as set out in the Agenda below, following the Offeror's announcement on 24 April 2024 that the foregoing conditions under the Offer have been met.

The Extraordinary General Meeting made the following resolution:

"The Extraordinary General Meeting resolves to amend the Articles of Associations in accordance with the proposed amendments attached hereto as Appendix 1 whereby § 6, sub-section one first sentence, which currently reads: "The board of directors of the Company shall consist of a minimum of 5 and a maximum of 13 members.", shall read: "The board of directors of the Company shall consist of a minimum of 3 and a maximum of 13 members.", after the amendments, and whereby the amended Articles of Association shall be as set out in Appendix 2."

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

5. Election of members to the Board of Directors

It is the Company's understanding that all directors directly elected by shareholders pursuant to the articles of association will resign from the Board of Directors with effect from the Settlement Date and has assumed that this will take place.

The Extraordinary General Meeting made the following resolution:

"Subject to and with effect from the Settlement Date, the Board of Directors of the Company shall consist of the following shareholder elected members:

Dipan Patel (chair)

Maria Roentsch

Romain Jay."

The resolution was approved with sufficient majority.

Assuming that all directors directly elected by shareholders pursuant to the articles of association will resign from the Board of Directors with effect from the Settlement Date, and with effect from the Settlement Date, the Board of Directors of Adevinta ASA then consists of the following shareholder-elected members:

Dipan Patel (chair)

Maria Roentsch

Romain Jay.

6. Approval of remuneration to the members of the Board of Directors

The Extraordinary General Meeting made the following resolution:

"The Extraordinary General Meeting approved the proposal made by the Nomination Committee of remuneration to the members of the Board of Directors who resign with effect from the Settlement Date. Such members of the Board of Directors shall receive remuneration in accordance with the resolution of the Annual General Meeting in 2023, including any additional fees payable to directors who take part in committee work, adjusted pro rata for the term in service from the Annual General Meeting in 2023 until the Settlement Date.

In addition, the Extraordinary General Meeting approved the proposal by the Nomination Committee to pay additional remuneration to the members of the Board of Directors who are not affiliated with any of eBay, Schibsted and Permira, for the extraordinary and extensive work carried out in connection with the Offer, as set out below:

Orla Noonan, Chair: EUR 250,000

Each of Fernando Abril-Martorell, Julia Jäkel, Sophie Javary and Michael Nilles: EUR 100,000."

The resolution was approved with sufficient majority.

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

[Only Norwegian version is signed]

By: _____

Name: Lars Knem Christie

By: _____

Name: Julia Gual

ARTICLES OF ASSOCIATION

Adevinta ASA

(Updated as per ~~29 June 2023~~ [16 May 2024](#))

Article 1

Name

The Company is a public limited liability company under the name Adevinta ASA.

Article 2

Registered office

The registered office of the Company is in Oslo.

Article 3

Business

The business of the Company is the operation of digital marketplaces and other types of business relating to this. The business of the Company may be operated through participation in other companies.

Article 4

Share capital and share classes

1. 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 A shares and class B shares of the Company shall be registered in Verdipapirsentralen (VPS).
2. The class A shares shall each carry one vote, while the class B shares shall have no voting rights. Save for the above and the provisions in Article 5, the class A shares and the class B shares shall otherwise rank pari passu and give equal rights to dividends and other distributions and all other rights.
3. Any holder of class B shares can at any time request the exchange of, and exchange, any or all of its class B shares into class A shares (ref. section 4-1 (2) of the Norwegian Public Limited Liability Companies Act (the “**Companies Act**”)) by notifying the Company, provided that such exchange does not result in the holder, taken together with close associates of the holder (as defined in section 2-5 of the Norwegian Securities Trading Act), including for any avoidance of doubt any Affiliate (as defined below) (a “**Close Associate**”), exceeding a shareholding of one-third of the total number of outstanding class A shares.

Notwithstanding the above, a holder of class B shares may request the exchange of, and exchange, class B shares into class A shares if the holder has already triggered a mandatory offer obligation under the Norwegian Securities Trading Act and publicly announced that it

intends to put forward a mandatory offer, provided that such mandatory offer has not been completed at the time of the request for exchange.

4. Shareholders are required to adhere to the above exchange regulations at their own risk, and the Company has no obligation to monitor, consider or express any opinion in this respect, including if the terms and conditions for exchange pursuant to the foregoing in this Article 4 are met.
5. The exchange ratio shall be 1:1, so that each class B share shall be exchangeable into one class A share.
6. In the event the Company resolves to carry out a rights offering of class A shares or other issuance of class A shares or other equity instruments with preferential rights for holders of class A shares, the Company shall also carry out a corresponding rights offering of class B shares or other issuance of class B shares or other equity instruments with preferential rights for the holders of class B shares at the same offer price, allowing each holder of class B shares to subscribe for class B shares and such other equity instruments in order to maintain its pro rata shareholding in the Company and preserve the value of the exchange right under this Article 4.
7. The Company shall as soon as practicably possible following receipt of a request for an exchange of class B shares into class A shares implement such exchange by procuring registration of the relevant amendments to the first paragraph of this Article 4 with the Norwegian Register of Business Enterprises and the issuance of the new class A shares in the securities depository. Further, the Company shall ensure that the new class A shares as soon as practicably possible become listed and tradeable at the stock exchange(s) and other regulated market place(s) on which the other class A shares are listed.

Article 5

Transferability

The shares in both classes of shares are freely transferable. Upon a transfer of class B shares to a transferee who is not a Close Associate of eBay Inc. (“eBay”), the relevant class B shares shall be exchanged for class A shares, except (at the election of the transferor) for a transfer to a third party acquirer in a mandatory tender offer. Article 4 no. 7 shall apply correspondingly to any such exchange.

Article 6

Board of directors and committees

1. The board of directors of the Company shall consist of a minimum of 53 and a maximum of 13 members. Within this range, and subject to Article 6 no. 2, 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 any directors appointed by shareholders pursuant to Article 6 no. 2). The chairperson of the board of directors is elected by the shareholders at a general meeting.

2. Each shareholder who has a holding of class A shares equal to or in excess of the below thresholds has an individual right by notice to the Company to directly appoint directors as follows:

- 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
- 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.

The appointment right pursuant to this Article 6 no. 2 cannot be exercised during the last six calendar weeks prior to the Company's annual general meeting.

3. The total number of directors appointed directly to the board of directors by shareholders pursuant to Article 6 no. 2 shall not exceed a total of six directors. If such shareholders are entitled to appoint more than six directors in total, the shareholders with the largest shareholdings shall be entitled to appoint the directors in accordance with the provisions above up to the maximum limit of six directors. If there are two or more shareholders with equal holdings, the appointment right shall defer to the shareholder(s) that reached the applicable ownership threshold first.

4. If the appointment of one or more directors by a shareholder pursuant to Article 6 no. 2 would result in a composition of the Board with less than half of the directors elected by the general meeting, the Board shall as soon as practically possible, and at the latest within nine weeks from the date on which the Company is notified of the appointment, hold an extraordinary general meeting to elect additional member(s) to the Board to ensure that the majority of the directors are elected by the general meeting in accordance with Article 6 no. 1. In such case, the appointment of director(s) by the shareholder pursuant to Article 6 no. 2 shall first become effective as of the time of such extraordinary general meeting. The shareholder may appoint the same number of observer(s) (without voting rights) to the Board for the period until the appointment of director(s) becomes effective.

5. Each shareholder, for so long as it holds class A shares representing at least 25% of the total number of class A shares, has the right to designate at least one representative to each committee of the board of directors. The designee for each committee shall be one of the directors appointed by such shareholder pursuant to Article 6 no. 2. All committees will be comprised of either:

- (i) a majority of directors elected by the general meeting; or
- (ii) an equal number of directors elected by the general meeting and directors appointed by shareholders pursuant to Article 6 no. 2, 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.

6. A shareholder having appointed director(s) pursuant to Article 6 no. 2 may at any time by notice to the Company withdraw the appointment and appoint substitute director(s) provided

that (i) the shareholder at such time holds class A shares in excess of the relevant threshold and (ii) the total number of directors in the company remains in compliance with Article 6 no. 1. During the last six calendar weeks prior to the Company's annual general meeting, any substitution of a director must be for a director (a) with the same gender, and (b) if the director being substituted is a Norwegian resident or a citizen of the European Economic Area (the "EEA") residing in an EEA member state, who is either a Norwegian resident or an EEA citizen residing in an EEA member state.

7. If a shareholder who has appointed one or two directors pursuant to Article 6 no. 2 falls below the relevant ownership threshold(s) for such number of appointments, such that the number of directors who were appointed by such shareholder and sit on the board of directors exceeds the number of directors that the shareholder has the right to appoint pursuant to Article 6 no. 2 as of such time (such excess directors, the "**Excess Directors**"), the service period for the Excess Director(s) shall immediately expire (without limiting the ability of such Excess Director to be re-elected as a director elected by a general meeting), provided that if the shareholder has appointed two directors pursuant to Article 6 no. 2 and only one director's service period shall expire pursuant to the foregoing, then the shareholder shall have a period of two weeks from the date of which the ownership threshold was passed to determine and notify the Company which director shall be an Excess Director. If such shareholder does not notify the Company the two-week period, then the Board shall have the right to determine which director is the Excess Director, with both directors of such shareholder recusing themselves from such vote.
8. Directors appointed directly by shareholders pursuant to this Article 6 shall receive the same remuneration, expense reimbursement, insurance and indemnification (if any) as directors elected by the general meeting. When selecting directors for appointment, each shareholder shall consider the corporate governance requirements of the Oslo Stock Exchange and the gender and residency requirements of the Companies Act. Any purported appointment of directors pursuant to Article 6 no. 2 which would result in the board of directors not being in compliance with the requirements of the Companies Act as to gender, nationality or residency, or any exemptions therefrom granted pursuant to the Companies Act, shall be invalid (and the appointing shareholder shall be entitled to select another director for appointment). The Company shall upon request from an appointing shareholder apply for an exemption from the nationality and residence requirements of the Companies Act. Unless the predecessor of such director will continue to serve on the board until the application for an exemption has been granted or denied, the newly appointed director shall be entitled to participate in board meetings up until such time as an observer.
9. Shares held by an affiliate of a shareholder shall be deemed to be held by the shareholder itself for the purposes of this Article 6. For the purposes of these articles of association, an affiliate shall mean, with respect to any shareholder, any other entity that directly, or indirectly through one or more intermediaries, controls or is controlled by or is under common control with such shareholder (an "**Affiliate**").

Article 7

Signatory powers

The authority to sign on behalf of the Company is held by the Chairperson of the board of directors and one board member jointly. The board may grant procuration rights.

Article 8

Nomination committee

1. The nomination committee shall consist of between 3 and 5 members. 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 (taking into account any nomination committee members appointed by shareholders pursuant to Article 8 no. 3, and if required the total number of members shall be increased to such higher number than 5 required to achieve this.
2. The members of the nomination committee shall be elected by the general meeting or appointed by shareholders pursuant to Article 8 no. 3. Those members who are elected by the general meeting shall be elected for a period of two years at a time, unless otherwise resolved by the general meeting. The general meeting elects the chairperson of the nomination committee.
3. 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 and be represented on the nomination committee by one representative. Nomination committee members appointed directly by shareholders pursuant to this paragraph shall receive the same remuneration, expense reimbursement, insurance and indemnification (if any) as nomination committee members elected by the general meeting. Article 6 no. 6 and no. 7 shall apply *mutatis mutandis* to the nomination committee members appointed directly by shareholders pursuant to this paragraph.
4. The nomination committee shall nominate candidates to the board of directors and nomination committee to be elected by the general meeting at the end of the service period or when there is a need for a supplementary election. The nomination committee shall, to the extent possible, announce the proposed candidates in the notice of the general meeting.
5. The nomination committee makes proposals to the general meeting for remuneration of the board members and the members of the nomination committee. Proposals for directors' and nomination committee members' remuneration shall be made in advance of the period for which the proposed remuneration relates to. The proposed remuneration shall be for one year calculated from the date of the annual general meeting.
6. The nomination committee may also make statements regarding, and also make proposals towards the general meeting relating to, the size, composition and working procedures of the board of directors and may make statements regarding matters relating to the Company's relationship with its auditor, and make proposals regarding the appointment of auditor and auditor's fees.

7. Shares held by an Affiliate of a shareholder shall be deemed to be held by the shareholder itself for the purposes of this Article 8.

Article 9

General meeting

1. The annual general meeting shall consider and decide on the following matters:
 - a. Adoption of the annual report and accounts, including the declaration of dividends.
 - b. Election of members to the nomination committee to be elected by the general meeting when such positions are up for election.
 - c. Election of board members to be elected by the general meeting when such positions are up for election.
 - d. Any other matters which are referred to the general meeting by law or the articles of association.
2. The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting insofar as the board of directors finds that this can be done using adequately secure methods to authenticate the voter. The board of directors may establish further guidelines for such advance voting which shall be outlined in the notice of the general meeting.

Article 10

Electronic communication with shareholders

In cases where documents relating to matters to be considered and decided on at the general meeting are made available to the shareholders through the Company's website, the statutory requirement stipulating that the documents are to be sent to the shareholders shall not apply. This also applies to documents which pursuant to law are to be included in or enclosed to the notice of the general meeting. However, shareholders may request to have sent to them documents that relate to matters to be considered and decided at the general meeting.

ARTICLES OF ASSOCIATION

Adevinta ASA

(Updated as per 16 May 2024)

Article 1

Name

The Company is a public limited liability company under the name Adevinta ASA.

Article 2

Registered office

The registered office of the Company is in Oslo.

Article 3

Business

The business of the Company is the operation of digital marketplaces and other types of business relating to this. The business of the Company may be operated through participation in other companies.

Article 4

Share capital and share classes

1. 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 A shares and class B shares of the Company shall be registered in Verdipapirsentralen (VPS).
2. The class A shares shall each carry one vote, while the class B shares shall have no voting rights. Save for the above and the provisions in Article 5, the class A shares and the class B shares shall otherwise rank pari passu and give equal rights to dividends and other distributions and all other rights.
3. Any holder of class B shares can at any time request the exchange of, and exchange, any or all of its class B shares into class A shares (ref. section 4-1 (2) of the Norwegian Public Limited Liability Companies Act (the “**Companies Act**”)) by notifying the Company, provided that such exchange does not result in the holder, taken together with close associates of the holder (as defined in section 2-5 of the Norwegian Securities Trading Act), including for any avoidance of doubt any Affiliate (as defined below) (a “**Close Associate**”), exceeding a shareholding of one-third of the total number of outstanding class A shares.

Notwithstanding the above, a holder of class B shares may request the exchange of, and exchange, class B shares into class A shares if the holder has already triggered a mandatory offer obligation under the Norwegian Securities Trading Act and publicly announced that it intends to put forward a mandatory offer, provided that such mandatory offer has not been completed at the time of the request for exchange.

4. Shareholders are required to adhere to the above exchange regulations at their own risk, and the Company has no obligation to monitor, consider or express any opinion in this respect,

including if the terms and conditions for exchange pursuant to the foregoing in this Article 4 are met.

5. The exchange ratio shall be 1:1, so that each class B share shall be exchangeable into one class A share.
6. In the event the Company resolves to carry out a rights offering of class A shares or other issuance of class A shares or other equity instruments with preferential rights for holders of class A shares, the Company shall also carry out a corresponding rights offering of class B shares or other issuance of class B shares or other equity instruments with preferential rights for the holders of class B shares at the same offer price, allowing each holder of class B shares to subscribe for class B shares and such other equity instruments in order to maintain its pro rata shareholding in the Company and preserve the value of the exchange right under this Article 4.
7. The Company shall as soon as practicably possible following receipt of a request for an exchange of class B shares into class A shares implement such exchange by procuring registration of the relevant amendments to the first paragraph of this Article 4 with the Norwegian Register of Business Enterprises and the issuance of the new class A shares in the securities depository. Further, the Company shall ensure that the new class A shares as soon as practicably possible become listed and tradeable at the stock exchange(s) and other regulated market place(s) on which the other class A shares are listed.

Article 5

Transferability

The shares in both classes of shares are freely transferable. Upon a transfer of class B shares to a transferee who is not a Close Associate of eBay Inc. (“eBay”), the relevant class B shares shall be exchanged for class A shares, except (at the election of the transferor) for a transfer to a third party acquirer in a mandatory tender offer. Article 4 no. 7 shall apply correspondingly to any such exchange.

Article 6

Board of directors and committees

1. The board of directors of the Company shall consist of a minimum of 3 and a maximum of 13 members. Within this range, and subject to Article 6 no. 2, 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 any directors appointed by shareholders pursuant to Article 6 no. 2). The chairperson of the board of directors is elected by the shareholders at a general meeting.
2. Each shareholder who has a holding of class A shares equal to or in excess of the below thresholds has an individual right by notice to the Company to directly appoint directors as follows:
 - 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
 - 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.

The appointment right pursuant to this Article 6 no. 2 cannot be exercised during the last six calendar weeks prior to the Company's annual general meeting.

3. The total number of directors appointed directly to the board of directors by shareholders pursuant to Article 6 no. 2 shall not exceed a total of six directors. If such shareholders are entitled to appoint more than six directors in total, the shareholders with the largest shareholdings shall be entitled to appoint the directors in accordance with the provisions above up to the maximum limit of six directors. If there are two or more shareholders with equal holdings, the appointment right shall defer to the shareholder(s) that reached the applicable ownership threshold first.
4. If the appointment of one or more directors by a shareholder pursuant to Article 6 no. 2 would result in a composition of the Board with less than half of the directors elected by the general meeting, the Board shall as soon as practically possible, and at the latest within nine weeks from the date on which the Company is notified of the appointment, hold an extraordinary general meeting to elect additional member(s) to the Board to ensure that the majority of the directors are elected by the general meeting in accordance with Article 6 no. 1. In such case, the appointment of director(s) by the shareholder pursuant to Article 6 no. 2 shall first become effective as of the time of such extraordinary general meeting. The shareholder may appoint the same number of observer(s) (without voting rights) to the Board for the period until the appointment of director(s) becomes effective.
5. Each shareholder, for so long as it holds class A shares representing at least 25% of the total number of class A shares, has the right to designate at least one representative to each committee of the board of directors. The designee for each committee shall be one of the directors appointed by such shareholder pursuant to Article 6 no. 2. All committees will be comprised of either:
 - (i) a majority of directors elected by the general meeting; or
 - (ii) an equal number of directors elected by the general meeting and directors appointed by shareholders pursuant to Article 6 no. 2, 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.
6. A shareholder having appointed director(s) pursuant to Article 6 no. 2 may at any time by notice to the Company withdraw the appointment and appoint substitute director(s) provided that (i) the shareholder at such time holds class A shares in excess of the relevant threshold and (ii) the total number of directors in the company remains in compliance with Article 6 no. 1. During the last six calendar weeks prior to the Company's annual general meeting, any substitution of a director must be for a director (a) with the same gender, and (b) if the director being substituted is a Norwegian resident or a citizen of the European Economic Area (the "EEA") residing in an EEA member state, who is either a Norwegian resident or an EEA citizen residing in an EEA member state.
7. If a shareholder who has appointed one or two directors pursuant to Article 6 no. 2 falls below the relevant ownership threshold(s) for such number of appointments, such that the number of directors who were appointed by such shareholder and sit on the board of directors exceeds the number of directors that the shareholder has the right to appoint pursuant to Article 6 no. 2 as of such time (such excess directors, the "Excess Directors"), the service period for the Excess

Director(s) shall immediately expire (without limiting the ability of such Excess Director to be re-elected as a director elected by a general meeting), provided that if the shareholder has appointed two directors pursuant to Article 6 no. 2 and only one director's service period shall expire pursuant to the foregoing, then the shareholder shall have a period of two weeks from the date of which the ownership threshold was passed to determine and notify the Company which director shall be an Excess Director. If such shareholder does not notify the Company the two-week period, then the Board shall have the right to determine which director is the Excess Director, with both directors of such shareholder recusing themselves from such vote.

8. Directors appointed directly by shareholders pursuant to this Article 6 shall receive the same remuneration, expense reimbursement, insurance and indemnification (if any) as directors elected by the general meeting. When selecting directors for appointment, each shareholder shall consider the corporate governance requirements of the Oslo Stock Exchange and the gender and residency requirements of the Companies Act. Any purported appointment of directors pursuant to Article 6 no. 2 which would result in the board of directors not being in compliance with the requirements of the Companies Act as to gender, nationality or residency, or any exemptions therefrom granted pursuant to the Companies Act, shall be invalid (and the appointing shareholder shall be entitled to select another director for appointment). The Company shall upon request from an appointing shareholder apply for an exemption from the nationality and residence requirements of the Companies Act. Unless the predecessor of such director will continue to serve on the board until the application for an exemption has been granted or denied, the newly appointed director shall be entitled to participate in board meetings up until such time as an observer.
9. Shares held by an affiliate of a shareholder shall be deemed to be held by the shareholder itself for the purposes of this Article 6. For the purposes of these articles of association, an affiliate shall mean, with respect to any shareholder, any other entity that directly, or indirectly through one or more intermediaries, controls or is controlled by or is under common control with such shareholder (an "Affiliate").

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The authority to sign on behalf of the Company is held by the Chairperson of the board of directors and one board member jointly. The board may grant procuration rights.

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2. The members of the nomination committee shall be elected by the general meeting or appointed by shareholders pursuant to Article 8 no. 3. Those members who are elected by the general meeting shall be elected for a period of two years at a time, unless otherwise resolved by the general meeting. The general meeting elects the chairperson of the nomination committee.

3. 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 and be represented on the nomination committee by one representative. Nomination committee members appointed directly by shareholders pursuant to this paragraph shall receive the same remuneration, expense reimbursement, insurance and indemnification (if any) as nomination committee members elected by the general meeting. Article 6 no. 6 and no. 7 shall apply *mutatis mutandis* to the nomination committee members appointed directly by shareholders pursuant to this paragraph.
4. The nomination committee shall nominate candidates to the board of directors and nomination committee to be elected by the general meeting at the end of the service period or when there is a need for a supplementary election. The nomination committee shall, to the extent possible, announce the proposed candidates in the notice of the general meeting.
5. The nomination committee makes proposals to the general meeting for remuneration of the board members and the members of the nomination committee. Proposals for directors' and nomination committee members' remuneration shall be made in advance of the period for which the proposed remuneration relates to. The proposed remuneration shall be for one year calculated from the date of the annual general meeting.
6. The nomination committee may also make statements regarding, and also make proposals towards the general meeting relating to, the size, composition and working procedures of the board of directors and may make statements regarding matters relating to the Company's relationship with its auditor, and make proposals regarding the appointment of auditor and auditor's fees.
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General meeting

1. The annual general meeting shall consider and decide on the following matters:
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 - c. Election of board members to be elected by the general meeting when such positions are up for election.
 - d. Any other matters which are referred to the general meeting by law or the articles of association.
2. The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting insofar as the board of directors finds that this can be done using adequately secure methods to authenticate the voter. The board of directors may establish further guidelines for such advance voting which shall be outlined in the notice of the general meeting.

Article 10

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Attendance Summary Report

ADEVINTA ASA

AGM

16 May 2024

| | TOTAL A & B | A SHARES | B SHARES |
|-------------------------------------|---------------|---------------|------------|
| Registered Attendees: | 6 | 6 | 1 |
| Total Shares Represented: | 1,018,056,738 | 958,800,670 | 59,256,068 |
| Total Accounts Represented: | 931 | 931 | 1 |
| | | | |
| Total Voting Capital: | 1,161,688,851 | 1,161,688,851 | 0 |
| % Total Voting Capital Represented: | 82.54% | 82.54% | |
| Total Share Capital: | 1,224,942,981 | 1,165,686,913 | 59,256,068 |
| % Total Share Capital Represented: | 83.11% | | |
| Company Own Shares: | 3,998,062 | 3,998,062 | 0 |

| | Sub Total: | 6 | 0 | 1,018,056,738 | |
|---------------------------------|-----------------------------|--|-------------------------|-----------------|--|
| <u>Capacity</u> | <u>Registered Attendees</u> | <u>Registered Non-Voting Attendees</u> | <u>Registered Votes</u> | <u>Accounts</u> | |
| Shareholder (web) | 3 | 0 | 345,863,487 | 3 | |
| Styrets leder med fullmakt | 1 | 0 | 19,832 | 8 | |
| Styrets leder med instruksjoner | 1 | 0 | 542 | 1 | |
| Forhåndsstemmer | 1 | 0 | 672,172,877 | 919 | |

Freddy Hermansen
DNB Bank ASA
Avdeling Utsteder

ADEVINTA ASA EXTRAORDINARY GENERAL MEETING 16 MAY 2024

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 16 May 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 1,161,688,851

| | VOTES FOR | % | VOTES AGAINST | % | VOTES WITHHELD | VOTES TOTAL | % ISSUED VOTING SHARES VOTED | NO VOTES IN MEETING |
|---|------------------|----------|----------------------|----------|-----------------------|--------------------|-------------------------------------|----------------------------|
| 1 | 946,941,085 | 100.00 | 0 | 0.00 | 11,859,585 | 958,800,670 | 78.53% | 0 |
| 2 | 946,941,085 | 100.00 | 0 | 0.00 | 11,859,585 | 958,800,670 | 78.53% | 0 |
| 3 | 946,941,085 | 100.00 | 0 | 0.00 | 11,859,585 | 958,800,670 | 78.53% | 0 |
| 4 | 946,890,017 | 99.99 | 51,068 | 0.01 | 11,859,585 | 958,800,670 | 78.53% | 0 |
| 5 | 894,243,384 | 94.80 | 49,022,548 | 5.20 | 15,534,738 | 958,800,670 | 78.53% | 0 |
| 6 | 889,326,705 | 94.26 | 54,154,213 | 5.74 | 15,319,752 | 958,800,670 | 78.53% | 0 |

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