

NOTICE OF EXTRAORDINARY GENERAL MEETING ADEVINTA ASA

16 May 2024 at 15:00 Oslo time

The shareholders of Adevinta ASA (the "**Company**") are hereby given notice of an Extraordinary General Meeting to be held on 16 May 2024 at 15:00 Oslo time virtually through "LUMI-AGM" solution. The Board of Directors has decided that the Extraordinary General Meeting will be opened by Lars Knem Christie.

The Board of Directors has resolved that the Extraordinary General Meeting will be arranged virtually and made available online via "LUMI-AGM" on <https://dnb.lumiagm.com/140050944>. All shareholders will be able to participate in the meeting, vote and ask questions from smart phones, tablets, laptops or stationary computers. For further information regarding the virtual participation, please see the end of this document and the guideline made available on the Company's webpage.

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.

Agenda:

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

The Board of Directors proposes that the Extraordinary General Meeting passes the following resolution:

Resolution Proposal:

"The Extraordinary General Meeting approves the notice and agenda."

2. Election of chairperson for the meeting

The Board of Directors proposes that Lars Knem Christie chairs the Extraordinary General Meeting.

Resolution Proposal:

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

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

The Board of Directors proposes that one person represented at the Extraordinary General Meeting is elected to co-sign the minutes together with the chairperson of the meeting.

Resolution Proposal:

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

4. Amendments to the Company's articles of association

Pursuant to the Company's current articles of association (the "**Articles**"), the Board of Directors of the Company shall consist of a minimum of 5 and a maximum of 13 members. Pursuant to the terms of the Transaction Agreement, the Offeror has proposed that the Company's Board of Directors consists of three shareholder elected members from the Settlement Date, as described under item 5 below.

To facilitate the proposed number of directors, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the Articles so that the Board of Directors shall consist of a minimum of 3 and maximum of 13 members.

The Board of Directors proposes that the Extraordinary General Meeting passes the following resolution:

Resolution Proposal:

"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."

5. Election of members to the Board of Directors

The Nomination Committee's proposal is attached to the Calling Notice.

Based on a request from the Offeror, and pursuant to the terms of the Transaction Agreement, the Nomination Committee has issued a proposal for changes to the Board of Directors. Furthermore, it is the Company's understanding that all directors directly elected by shareholders pursuant to the Articles will resign from the Board of Directors with effect from the Settlement Date.

Based on the above, the Nomination Committee proposes that the Extraordinary General Meeting passes the following resolution:

Resolution Proposal:

"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*
- *Roman Jay"*

The Board of Directors of Adevinta ASA then consists of the following shareholder-elected members effective from the Settlement Date:

- Dipan Patel (chair)
- Maria Roentsch
- Roman Jay

Assuming all current shareholder nominated directors resign from the Board of Directors with effect from the Settlement Date, the above proposal will when it becomes effective on the Settlement Date, meet the requirement in the Articles item 6 no. 1. that a majority of the directors shall be elected by the general meeting.

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

The Nomination Committee's proposal is attached to the Calling Notice.

The General Meeting shall determine the remuneration payable to the members of the Company's Board of Directors, including any additional fees payable to directors who take part in committee work.

The Nomination Committee has proposed that the members of the Board of Directors are remunerated in accordance with the resolution of the Annual General Meeting in 2023, adjusted pro rata for the term in service for those directors who resign from the Settlement Date.

In addition to their regular director fees, the Nomination Committee has proposed that the members of the Board of Directors who are not affiliated with any of eBay, Schibsted and Permira receive extra remuneration for the extensive work carried out in connection with the Offer, including the process, negotiations and evaluations leading up to the launch of the Offer.

The Nomination Committee proposes that the Extraordinary General Meeting passes the following resolution:

Resolution Proposal:

"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."*

Shares in the Company and the accompanying right to vote

The Company has a share capital of 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. Adevinta owns 4,042,949 treasury (class A) shares.

Only persons who are shareholders on 8 May 2024 (record date) may attend and vote at the Extraordinary General Meeting. Each shareholder has the right to vote for the number of shares owned by the shareholder on the record date. Owners of shares held through a custodian must additionally ensure that the Company is notified separately, see below.

At the Company's general meeting, each existing issued class A share carries one vote. Shareholders of class B shares have no right to vote on the General Meeting with respect to those shares.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the General Meeting by majority vote.

Foreign shareholders who have shares registered through an approved custodian pursuant to Section 4-10 of the Public Companies Act have voting rights equivalent to the numbers of shares which are covered by the custodian arrangement, provided that the owner of such shares shall within two working days prior to the Extraordinary General Meeting provide the Company with its name and address together with a confirmation from the custodian to the effect that he or she is the beneficial owner of the shares held in custody, c.f. the Public Companies Act Section 5-3.

Shareholders' rights

Shareholder 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 CEO provide available information on matters that may influence assessment of:

1. The approval of the annual accounts and the annual report;
2. Issues that have been submitted to the shareholders for decision; and
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 Extraordinary 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.

Participation on the General Meeting

The online remote participation is being organized by DNB Bank ASA, Registrar's Department and its supplier Lumi. By attending the online Extraordinary General Meeting, shareholders will be able to listen to a live audiocast of the meeting, see the presentation, submit questions relating to the items on the agenda and cast their votes in the real time. 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 registered and will not be able to exercise your voting rights. Log in starts an hour before. See separate guide on how shareholders can participate electronically, cf. appendix to this notice. In order to attend the virtual General Meeting, shareholders need to access the Lumi AGM solution on: <https://dnb.lumiagm.com/> and then enter the "Meeting ID": 140-050-944 and click "JOIN". Shareholders must identify themselves using the reference number and PIN code from VPS, see further information in the separate guide for electronic participation. Shareholders who are unable to attend the General Meeting may authorize the Chair of the Board of Directors (and whomever she designates) or another person to vote for its shares. Proxies may be submitted electronically through VPS investor services or by completing and submitting the proxy form attached in accordance with the instructions set out in the form. The proxy must be in writing, dated and signed. Proxy forms must be received by DNB Bank ASA, Registrar's Department, no later than 15 May 2024 at 16:00 Oslo time. See the enclosed proxy form for further information on proxies.

Please note that proxies without voting instructions may trigger disclosure requirements under Norwegian law. Under the Norwegian Securities Trading Act section 4-2 the possession of a proxy without voting instructions is considered equal to ownership of shares or rights to shares. This means that a proxy is required to disclose the proxies if the number of shares to which they relate (together with any shares or rights to shares held by the proxy holder) reaches or exceeds the disclosure thresholds under the Norwegian Securities Trading Act section 4-2.

Shares held in custodian accounts

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, this notice is sent to custodians who shall pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrolment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the Company no later than 2 working days before the general meeting, i.e. no later than 14 May 2024.

This notice will be sent to all shareholders with a known place of residence. In accordance with section 10 of the Company's Articles of Association, the documents referred to in this notice will not be sent by post to the shareholders. A shareholder may nonetheless demand to be sent such documents by post free of charge. If a shareholder wishes to have the documents sent to him, such a request can be addressed to the Company by email to ir@adevinta.com.

Shareholders may submit any inquiries regarding online attendance for the Extraordinary General Meeting to DNB Bank ASA, at genf@dnb.no or tel.: (+47) 23 26 80 20.

Oslo, 25 April 2024

FOR THE BOARD OF DIRECTORS OF ADEVINTA ASA

Orla Noonan

Board Chair

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").

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 procuracy 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.

Adevinta ASA

Nomination Committee's Proposal to the Extraordinary General Meeting

Adevinta ASA's ("Adevinta" or the "Company") Nomination Committee currently consists of Trond Berger (Chair), Chris Davies, Ole E. Dahl, Andrew Kvålseth and Karin Schwab.

The Nomination Committee has been informed by the Company that an extraordinary general meeting (the "Extraordinary General Meeting") in Adevinta will be called to be held on 16 May 2024.

The Nomination Committee has been informed by the Company that:

- (a) the background for the Extraordinary General Meeting is the voluntary offer for all issued and outstanding ordinary class A shares in the Company (the "Offer") made by Aurelia Bidco Norway AS (the "Offeror") pursuant to an offer document dated 22 December 2023 (the "Offer Document");
- (b) in connection with the Offer, the Company has entered into a transaction agreement with the Offeror (the "Transaction Agreement"), and pursuant to the Transaction Agreement the Company's Board of Directors shall upon request by the Offeror, after certain conditions have been met, convene an extraordinary general meeting of the Company to, among other things, elect new members to the Company's 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
- (c) upon a settlement of the Offer, the Offeror will hold approximately 94.8% of the total outstanding shares and share capital in the Company, and is expected to shortly after completion of the Offer and the Settlement Date carry out a compulsory acquisition of the remaining shares in the Company and thereby become owner of 100% of the shares and share capital in the Company.

The Nomination Committee has further been informed that the Company has received a request from the Offeror to call for an extraordinary general meeting as described above in item (b). The Nomination Committee's proposal set out below is given in this context.

Election of members to the Board of Directors

The Nomination Committee has been informed that the Offeror has proposed three (3) members to be elected to the Company's Board of Directors in replacement of the current shareholder elected directors, and that the new members shall take seat from (and conditional upon the occurrence of) the Settlement Date. The proposed members by the Offeror are:

Dipan Patel (chair)

Maria Roentsch

Roman Jay

The Nomination Committee has not undertaken any independent assessment, review or other actions in relation to the abovementioned proposal from the Offeror.

The Nomination Committee has assumed that the proposal for amendment of Adevinta's articles of association as described in the notice for the Extraordinary General Meeting will be approved and that the existing members of the Company's Board of Directors as appointed directly by shareholders pursuant to Adevinta's articles of association will resign from (and conditional upon the occurrence of) the Settlement Date.

Based on the above, the Nomination Committee proposes that the Extraordinary General Meeting passes 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

Roman Jay"

Remuneration to members of the Board of Directors

The General Meeting shall determine the remuneration payable to the members of the Company's Board of Directors, including any additional fees payable to directors who take part in committee work.

The Nomination Committee recommends that the members of the Board of Directors are remunerated in accordance with the resolution of the Annual General Meeting in 2023, adjusted pro rata for the term in service for those directors who resign from the Settlement Date.

Further, in addition to their regular director fees, the Nomination Committee recommends that the members of the Board of Directors who are not affiliated with any of eBay, Schibsted and

Permira receive extra remuneration for the extensive work carried out in connection with the Offer, including the process, negotiations and evaluations leading up to the launch of the Offer.

The Nomination Committee proposes that the Extraordinary General Meeting passes the following resolution:

“The 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 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 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.”*

It is the Nomination Committee’s understanding that the members to the Board of Directors proposed by the Offeror shall not receive compensation for their engagement.

25 April 2024

Trond Berger

Chris Davies

Ole E Dahl

Andrew Kvålseth

Karin Schwab

Ref no:

PIN-code:

Notice of Extraordinary General Meeting

Extraordinary General Meeting in Adevinta ASA will be held on 16 May 2024 at 15:00 Oslo time as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in Euronext per Record date 8 May 2024.

The deadline for electronic registration of advance votes, proxy of and instructions is 15 May 2024 at 16:00 Oslo time.

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Step 1 – Register during the enrollment/registration period:

- Either through the company's website www.adevinta.com using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account manager (bank/broker). Once logged in - choose *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

"**Enroll**" - There is no need for registration for online participation.

"**Advance vote**" - If you would like to vote in advance of the meeting

"**Delegate Proxy**" - Give proxy to the chair of the Board of Directors or another person

"**Close**" - Press this if you do not wish to make any registration.

Step 2 – The general meeting day:

Online participation: Please login through <https://dnb.lumiagm.com/140050944>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

Ref no:

PIN-code:

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form can be sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **15 May 2024 at 16:00 Oslo time** If the shareholder is a company, the signature must be in accordance with the company certificate.

*Will be unsecured unless the sender himself secure the e-mail.

_____ shares would like to be represented at the general meeting in Adevinta ASA as follows (mark off):

- Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

(enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

Voting shall take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

| Agenda for the Extraordinary/Annual General Meeting 16 May 2024 | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1. Approval of the notice and agenda of the Extraordinary General Meeting | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Election of chairperson for the meeting | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Election of a person to co-sign the minutes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Amendments to the Company's articles of association | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Election of members to the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval of remuneration to the members of the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The form must be dated and signed

Place

Date

Shareholder's signature

GUIDE FOR ONLINE PARTICIPATION Adevinta ASA 16 May 2024

Adevinta ASA will hold extraordinary general meeting on 16 May 2024 at 15:00 Oslo time as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. 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 (**Euronext VPS**) in relation to this General Meeting.

No registration is required for shareholders who want to participate online, but shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

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 (between 08:00-15:30)

HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **140-050-944** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/140050944>

You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

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 General Meeting, 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 directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> 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 together with the summons from the company (on registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE

VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON

MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

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

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.