



## **ADEVINTA ASA**

### **Minutes of an extraordinary general meeting**

On 24 October 2019 at 10.30 a.m. (CEST), an Extraordinary General Meeting of Adevinta ASA (the "**Company**") was held in Akersgata 55, Oslo.

An overview of represented shareholders is attached to these minutes.

The Chair of the Board of Directors, Orla Noonan, opened the General Meeting.

The Company's CEO Rolv Erik Ryssdal, CFO Uvashni Raman and Antoine Jouteau were present.

The meeting had the following agenda:

#### **ITEM 1. ELECTION OF CHAIR**

Orla Noonan was elected as chair of the meeting.

#### **ITEM 2. APPROVAL OF THE NOTICE AND THE AGENDA**

The notice and the agenda were approved. The General Meeting was declared legally opened.

#### **ITEM 3. ELECTION OF TWO REPRESENTATIVES TO CO-SIGN THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING TOGETHER WITH THE CHAIR**

Dagfinn Teigland and Jo Christian Steigedal were elected to sign the minutes together with the chair. Both were present at the general meeting.

#### **ITEM 4. PROPOSAL FOR A COLLAPSE OF THE COMPANY'S SHARE CLASSES,**

In accordance with the proposal by the Board of Directors, the general meeting passed the following resolution:

*"The Company's two share classes are combined into one share class.*

The Company's articles of association section 4 is changed from:

*"Article 4 Share capital*

*The share capital of the company is NOK 136,229,577.80 divided into 307,849,680 A shares, each with a nominal value of NOK 0.20 and 373,298,209 B shares, each with a nominal value of NOK 0.20. The shares of the company shall be registered in a securities depository.*

*Each A share will give the right to 10 votes at the company's General Meeting. Each B share will give right to 1 vote at the company's General Meeting. Otherwise the A shares and the B shares carry equal rights."*

To the following new wording:

*"Article 4 Share capital*

*The share capital of the company is NOK 136,229,557.80 divided into 681,147,889 shares, each with a nominal value of NOK 0.20. The shares of the company shall be registered in a securities depository."*

**ITEM 5. PROPOSAL FOR AN AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE COMPANY'S SHARE CAPITAL BY WAY OF A RIGHTS ISSUE TOWARDS CLASS A SHAREHOLDERS**

In accordance with the proposal by the Board of Directors, the general meeting passed the following resolution:

*"The board of directors is authorized pursuant to the Public Limited Companies Act § 10-14 (1) to increase the Company's share capital by up to NOK 800,000.*

*The authority may only be used to (i) issue shares under a share offering to holders of A-shares to compensate them for the loss of the class A share premium and (ii) issue shares to an underwriter, limited upwards to the number of shares not subscribed for in the share offering referred to in (i).*

*The authority shall be valid for a period of 3 months from the date of this general meeting.*

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

*The authority covers capital increases against contributions in cash only. It does not cover the right to increase the share capital against contributions in kind or incur special obligations for the Company, ref. § 10-2 of the Public Limited Companies Act. The authority may not be used in connection with mergers in accordance with section 13-5 of the Public Limited Liability Companies Act."*

## **ITEM 6. PROPOSAL FOR AN AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE NEW SHARES**

In accordance with the proposal by the Board of Directors, the general meeting passed the following resolution:

*"The board of directors is authorised pursuant to the Public Limited Companies Act § 10-14 (1) to increase the Company's share capital by up to NOK 7,465,964. Subject to this amount limitation, the authorisation may be used on more than one occasion.*

*The authority shall remain in force until the Annual General Meeting of the Company in 2020, but in no event later than 30 June 2020.*

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

*The authority covers capital increases against contributions in cash and contributions other than cash. The authority covers the right for the Company to incur special obligations, ref. § 10-2 of the Public Limited Companies Act. The authority may be used in connection with mergers in accordance with section 13-5 of the Public Limited Liability Companies Act.*

*The authorisation to increase the share capital granted on 20 March 2019 is withdrawn with effect from the time of registration of this authorization with the Register of Business Enterprises."*

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There were no further items on the agenda. All resolutions were passed with the necessary majority requirements. An overview of the voting on each individual item on the agenda is attached to the minutes.

The general meeting was closed at 11.00.

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

[Signature page follows]

[SIGNATURE PAGE – EXTRAORDINARY GENERAL MEETING OF ADEVINTA ASA]  
[24 OCTOBER 2019]

Only Norwegian version to be signed

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Orla Noonan

Only Norwegian version to be signed

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Dagfinn Teigland

Only Norwegian version to be signed

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Jo Christian Steigedal

**Total Represented**

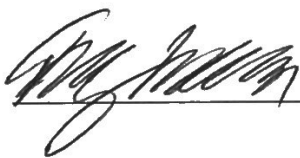
ISIN:	<u>NO0010843998 ADEVINTA ASA A-AKSJER</u>
General meeting date:	24/10/2019 10.30
Today:	24.10.2019

**Number of persons with voting rights represented/attended : 7**

Name	Number of shares	% sc
A - aksje Total shares	307,849,680	
- own shares of the company	0	
A - aksje Total shares with voting rights	307,849,680	
Represented by own shares	236,894,468	76.95 %
<b>Sum own shares</b>	<b>236,894,468</b>	<b>76.95 %</b>
Represented by proxy	1,477,918	0.48 %
Represented by voting instruction	21,687,186	7.05 %
<b>Sum proxy shares</b>	<b>23,165,104</b>	<b>7.53 %</b>
<b>Total represented with voting rights</b>	<b>260,059,572</b>	<b>84.48 %</b>
<b>Total represented by share capital</b>	<b>260,059,572</b>	<b>84.48 %</b>
B - aksje Total shares	373,298,209	
- own shares of the company	0	
B - aksje Total shares with voting rights	373,298,209	
Represented by own shares	243,085,092	65.12 %
<b>Sum own shares</b>	<b>243,085,092</b>	<b>65.12 %</b>
Represented by proxy	1,273,555	0.34 %
Represented by voting instruction	48,621,194	13.03 %
<b>Sum proxy shares</b>	<b>49,894,749</b>	<b>13.37 %</b>
<b>Total represented with voting rights</b>	<b>292,979,841</b>	<b>78.48 %</b>
<b>Total represented by share capital</b>	<b>292,979,841</b>	<b>78.48 %</b>

Registrar for the company:

DNB Bank ASA



Signature company:

ADEVINTA ASA A-AKSJER

