



BANK GUARANTEE NO 00636-02-0313235

**Bank guarantee issued in connection with Aurelia Bidco Norway AS' compulsory acquisition of all outstanding shares in Adevinta ASA**

In connection with the compulsory acquisition by Aurelia Bidco Norway AS, reg. no. 932 213 346 (the "**Offeror**"), of all the issued and outstanding shares in Adevinta ASA, reg. no. 921 796 226 ("**Adevinta**"), not already owned by the Offeror or its wholly-owned subsidiary, Aurelia Bidco 1 Norway AS, reg. no. 932 213 311, (the "**Minority Shares**") in accordance with Section 4-25 of the Norwegian Public Limited Companies Act of 13 June 1997 no 45 and Section 6-22 of the Norwegian Securities Trading Act of 29 June 2007 no 75 (the "**Compulsory Acquisition**"), and at the request of and for the account of the Offeror we, DNB Bank ASA, hereby unconditionally guarantee as for our own debt (*Norwegian: selvskyldnergaranti*) in favor of the former shareholders in Adevinta (whose Minority Shares have been subject to the Compulsory Acquisition), the correct settlement of the compulsory acquisition price of NOK 115 for each Minority Share for 63,794,634 Minority Shares, in aggregate NOK 7,336,382,910 (the "**Principal Guarantee Amount**"), in addition to interest for late payment in accordance with the terms and conditions of the Compulsory Acquisition set out in the letter sent to the registered holders of the Minority Shares regarding the Compulsory Acquisition (the "**Compulsory Acquisition Letter**").

Our liability under this guarantee is limited to the Principal Guarantee Amount plus interest for late payment, in accordance with prevailing rate for late payments as stipulated in the Norwegian Act on Interest on Overdue Payment of 17 December 1976 no 100 (currently 12.5% per annum), for a period of up to four weeks calculated from the due date of settlement for the Minority Shares acquired by the Offeror pursuant to the Compulsory Acquisition. No other claims will be covered by the guarantee.

Claims under this guarantee shall be made only after the date of due payment, which according to the Compulsory Acquisition Letter is 5 June 2024 at the latest, and must be received by us before 16:30 hours (CEST) on 4 July 2024, after which time this guarantee lapses, is null and void and shall be returned to DNB Bank ASA at the address specified below.

Claims under this guarantee shall be made in writing to:

DNB Bank ASA  
Postal address: P.O. Box 1600 Sentrum, N-0021 Oslo,  
Norway Visiting address: Dronning Eufemias gate 30, N-0191  
Oslo, Norway Attn: Trade Finance/Guarantees

Claims under this guarantee shall be accompanied by:

- (a) a statement from the beneficiary or his/her attorney confirming whether the offered compulsory acquisition price has been accepted or not, and that correct settlement for the beneficiary's Minority Shares has not been received in accordance with the terms and conditions of the Compulsory Acquisition Letter; and
- (b) evidence that the beneficiary was the owner of the Minority Shares to which the claim is related at the time the Minority Shares were transferred to the Offeror.

Pursuant to Section 6-10 of the regulations to the Norwegian Securities Trading Act of 29 June 2007 no 876, the Principal Guarantee Amount may, at the request of the Offeror and subject to approval by the Oslo Stock Exchange, be reduced proportionately to the amount corresponding to the number of Minority Shares in respect of which final settlement has been completed by the Offeror pursuant to the terms on the Compulsory Guarantee Letter, including a corresponding proportion of the amount to cover late payment interests.

This guarantee shall be governed by and construed in accordance with Norwegian law. Legal venue shall be Oslo District Court (as court of first instance).

Oslo, 30 May 2024  
for DNB Bank ASA  
by authority



Mike Chalaris



Jiyar Hassanzadeh