

**NOTICE OF ANNUAL GENERAL MEETING**  
**SCHIBSTED ASA**  
**WEDNESDAY 7 MAY 2025 AT 12:00 CEST**

The shareholders of Schibsted ASA (the "**Company**") are hereby given notice of the Annual General Meeting to be held at **12:00 CEST on Wednesday 7 May 2025**.

The Annual General Meeting will be held as a digital meeting only. Consequently, it will not be possible to attend the Annual General Meeting in person. To join the meeting please use the following link: <https://dnb.lumiagm.com/132489476>. Information about how to attend the Annual General Meeting is set out in Appendix 1.

The annual report for 2024 and other relevant documents are available on the Company's website ([www.schibsted.com/ir](http://www.schibsted.com/ir)).

**Agenda:**

- 1. Election of chair**
- 2. Approval of the notice of the Annual General Meeting and agenda**
- 3. Election of a representative to co-sign the minutes of the Annual General Meeting together with the chair**
- 4. Approval of the financial statements for 2024 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2024, as well as consideration of the statement on corporate governance**

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

**Resolution proposal:**

*The General Meeting approved the financial statements for 2024 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2024. The General Meeting took into consideration the statement on corporate governance.*

- 5. Approval of the Board of Directors' proposal regarding share dividend for 2024**

The Board of Directors proposes paying a dividend for 2024 of NOK 2.25 per share. Dividend will be paid on 16 May 2025. The Schibsted share will be traded on the Oslo Stock Exchange exclusive of dividend as from 8 May 2025. Otherwise, refer to the stock exchange notice dated 7 February 2025.

**Resolution proposal:**

*The General Meeting approved the Board of Directors' proposal regarding dividend for the 2024 financial year of NOK 2.25 per share, excluding shares owned by the Group.*

- 6. Approval of the auditor's fee for 2024 and attestation**

The Board of Directors proposes that the fees for PwC, the Company's external auditor for 2024, for the legally required audit (cf. section 7-1 (2) of the Norwegian Public Limited Liability Companies Act) and attestation of the Company's sustainability reporting (cf. section 7-6 (1) of the Norwegian Public Limited Liability Companies Act), in the total amount of NOK 4,822,681, are approved.

**Resolution proposal:**

*The General Meeting approved the auditor's fees in the total amount of NOK 4,822,681.*

- 7. Advisory vote on Remuneration Report**

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a report of the paid and outstanding remuneration to the Company's senior executives for the accounting year of 2024 (the "**Remuneration Report**"). The Remuneration Report has been reviewed by the Company's auditor in accordance with section 6-16b (4) of the Norwegian Public Limited Liability Companies Act.

The General Meeting shall hold an advisory vote on the Remuneration Report.

The Remuneration Report is available on the Company's website ([www.schibsted.com/ir](http://www.schibsted.com/ir)).

**Resolution proposal:**

*The General Meeting endorsed the Company's report on the remuneration to the Company's senior executives.*

## **8. Remuneration Policy and financial support to senior executives to execute share purchases**

### **8.1. Remuneration Policy**

In accordance with section 6-16 a. of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a remuneration policy for the Company's senior executives (the "**Remuneration Policy**"). The current Remuneration Policy was approved at the annual general meeting in 2023.

The Board of Directors has proposed to implement new incentive schemes for variable remuneration to the Company's senior executives. The new and amended remuneration policy is available on the Company's website [www.schibsted.com/ir](http://www.schibsted.com/ir).

Pursuant to section 6-16 a. (5) of the Norwegian Public Limited Liability Companies Act, material changes to a company's remuneration policy shall be assessed and approved by the general meeting. Thus, the Remuneration Policy shall be submitted to the Annual General Meeting for approval. Subject to approval by the Annual General Meeting, the Remuneration Policy may apply for a period up to four years.

**Resolution proposal:**

*The General Meeting approved the Company's policy for remuneration to senior executives.*

### **8.2. Financial support to senior executives to execute share purchases**

To facilitate for the participation of senior executives in the proposed "Co-Investment Plan", as further described in Section 3.2.3 "Co-Investment Plan" of the Remuneration Policy, the Board proposes to offer loans with a total principal amount up to NOK 35 million plus interest to such senior executives to finance the purchase of shares in the Company. The loans will constitute financial assistance covered by section 8-10 of the Norwegian Public Limited Liability Companies Act.

Further, to allow the Company to use the acquired shares and the matching shares as security for the Loans the Board proposes that the Board is given authorization to establish contractual pledges in the Company's shares pursuant to section Norwegian Public Limited Liability Companies Act, section 9-5.

The Board of Directors has prepared a report and a statement in accordance with the requirements of section 8-10 (5) of the Norwegian Public Limited Liability Companies Act. The Remuneration Policy and the Board of Director's report and statement relating to the loans are available on the Company's website [www.schibsted.com/ir](http://www.schibsted.com/ir).

**Resolution proposal:**

*The General Meeting approves that the Company provides loans to senior executives pursuant to the Norwegian Public Limited Liability Companies Act, section 8-10 (4), for the purpose of purchasing of shares in the Company pursuant to the Co-Investment Plan. The total loans may not exceed NOK 35 million, plus accumulated interest.*

*The Board of Directors is granted authorisation to establish a contractual pledge in the Company's own shares to secure the loans to senior executives to acquire shares to be used in the Company's Co-Investment Plan. The total nominal value of shares in which a contractual pledge is established shall not exceed 175 000, provided that total amount of own shares held by the Company and shares in which contractual pledges are established, shall not exceed 10% of the Company's share capital. Contractual pledges in shares must be established, and shares in which a contractual pledge are established must be released or realized, in accordance with the rules regarding contractual pledges. The authority shall remain in force until the Annual General Meeting in 2026, but in no event later than 30 June 2026.*

## **9. The Nomination Committee's report on its work during the period 2024–2025**

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

## 10. Election of shareholder-elected board members

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

All shareholder-elected board members stand for re-election. The shareholder-elected board members are elected for one year at a time. The shareholders are invited to vote on each of the proposed directors.

Pursuant to Article 8 of the Company's Articles of Association, Blommenholm Industrier AS has exercised its right to directly appoint one board member and has notified the Company that it will appoint Karl-Christian Agerup as a board member.

The Nomination Committee considers all shareholder-elected board members, with exception of Karl-Christian Agerup, to be independent.

### **Resolution proposal:**

*The General Meeting approves the Nomination Committee's proposals regarding shareholder-elected board members for the period 2025–2026.*

## 11. Election of Chair and Deputy Chair

Subject to the General Meeting's approval of the Nomination Committee's proposals for shareholder-elected board members, as set out under item 10, the Nomination Committee proposes that Karl-Christian Agerup and Rune Bjerke are elected as Chair and Deputy Chair, respectively, of the Board.

### **Resolution proposal:**

*The General Meeting approves the Nomination Committee's proposal regarding the appointment of Karl-Christian Agerup as Chair and Rune Bjerke as Deputy Chair of the Board for the period 2025–2026.*

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

The General Meeting shall determine the Board of Director's fees, including fees payable to directors who take part in committee work. The Nomination Committee's proposal regarding fees for the period from the Annual General Meeting 2025 until the Annual General Meeting in 2026 is as follows (figures for the period 2024–2025 in brackets):

<i>Chair of the Board</i>	NOK 1 494 000	(NOK 1 423 000)
<i>Deputy chair of the Board</i>	NOK 1 121 000	(NOK 1 068 000)
<i>Shareholder-elected Board members</i>	NOK 701 000	(NOK 668 000)
<i>Employee representatives</i>	NOK 473 000	(NOK 450 000)
<i>Alternate Board members</i>	NOK 33 000 per meeting	(NOK 31 000 per meeting)
<i>Chair of the Audit Committee</i>	NOK 259 000	(NOK 247 000)
<i>Member of the Audit Committee</i>	NOK 160 000	(NOK 152 000)
<i>Chair of the Compensation Committee</i>	NOK 175 000	(NOK 167 000)
<i>Member of the Compensation Committee</i>	NOK 115 000	(NOK 110 000)
<i>Additional fee for Board members residing outside the Oslo region</i>	NOK 52 000	(NOK 50 000)
<i>Additional fee for Board members residing outside the Nordic countries</i>	NOK 210 000	(NOK 200 000)

In addition, the Nomination Committee proposes, in accordance with previous practice, to require that shareholder elected Board member use 30% of their net annual Board fee (excluding additional fees for committee work or travel) to

purchase shares in Schibsted ASA until the relevant shareholder elected board member (including related parties) owns shares with a total value equal to the gross annual Board fee (excluding additional fees for committee work or travel). The candidates for shareholder elected board members shall be informed of the requirement and by accepting their nomination they shall be deemed to have accepted the share purchase requirement.

For further information please see the Nomination Committee's report available on the Company's website ([www.schibsted.com/ir](http://www.schibsted.com/ir)).

**Resolution proposal:**

*The General Meeting approved the Nomination Committee's proposal regarding fees payable to the Board of Directors and the Board Committees for the period from the Annual General Meeting in 2025 to the Annual General Meeting in 2026.*

**13. The Nomination Committee – fees**

The proposed annual fee for the Nomination Committee is (figures for the period 2024–2025 in brackets):

Chair of the Nomination Committee	NOK 169 000	(NOK 161 000)
Member of the Nomination Committee	NOK 105 000	(NOK 100 000)

**Resolution proposal:**

*The General Meeting approved the Nomination Committee's proposal regarding fees for the period from the Annual General Meeting in 2025 to the Annual General Meeting in 2026.*

**14. Election of new members of the Nomination Committee**

The current Nomination Committee consists of Trond Berger (Chair), Ann Kristin Brautaset and Kieran Murray. Trond Berger was elected at the Annual General Meeting in 2024 for a period of two years while Kieran Murray and Ann Kristin Brautaset were elected at the Annual General Meeting in 2023 for a period of two years. Ann Kristin Brautaset will stand for re-election. Kieran Murray has informed the Nomination Committee that he wishes to withdraw from the Committee with effect from the Annual General Meeting in 2025. On this basis, the Nomination Committee proposes to re-elect Ann Kristin Brautaset as member of the Nomination Committee and elect Andreas Haug as new member of the Nomination Committee for a period of two years from the Annual General Meeting in 2025.

**Resolution proposal:**

*The General Meeting re-elects Ann Kristin Brautaset as member of the Nomination Committee and elects Andreas Haug as new member of the Nomination Committee, both for a period of two years.*

**15. Granting of authorization to the Board of Directors to administer some of the protection inherent in Article 7 of the Articles of Association**

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

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

*"Any resolutions to amend the Articles of Association, shall be passed by the General Meeting and shall require the endorsement of more than (i) ¾ of the share capital represented in the relevant General Meeting and (ii) ¾ of the A-shares represented in the relevant General Meeting.*

*The first paragraph applies likewise to decisions relating to, or votes taken on amendments to the Articles of Association of directly or indirectly owned subsidiaries or the sale of shares or activities, including private placements, mergers and demergers, in such subsidiaries to anyone other than another company in the Schibsted Group.*

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

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

Pursuant to Article 7 paragraph three of the Articles of Association, the Annual General Meeting is asked to authorize the Board of Directors to administrate further specified parts of the protection inherent in the provision. The proposed authorization is identical to the authorization granted at the Annual General Meeting in 2024:

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

*a) Voting relating to amendments to subsidiaries' Articles of Association.*

*b) Decisions to sell shares or operations, including private placements, mergers or demergers, in subsidiaries when the net payment (sales amount, merger or demerger payment, etc.) does not exceed NOK 6 billion after financial adjustments.*

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

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

*The authorization is valid until the next Annual General Meeting of Schibsted ASA in 2026."*

**Resolution proposal:**

*The General Meeting authorized the Board of Directors to administer parts of Article 7 of Schibsted's Articles of Association in accordance with the proposed authorization as worded above. The authorization is valid from the Annual General Meeting in 2025 until the Annual General Meeting in 2026.*

**16. Reduction of share capital by redemption of own shares**

On 9 September 2024, the Company announced the initiation of the first tranche of a share buyback program with a total frame of up to 4% of the issued shares with a maximum value of NOK 4 billion. The first tranche covered purchases of up to a maximum value of NOK 2 billion and was completed on 25 February 2025. The initiation of the second tranche of the share buyback program was announced on 10 March 2025, and is still ongoing.

The Board of Directors proposes to redeem shares acquired as part of the buyback program as at 7 April 2025, namely 3 474 219 A-shares and 3 570 206 B-shares, by way of share capital reduction in accordance with section 12-1 first subparagraph (2) of the Norwegian Public Limited Liability Companies Act. The Board proposes to retain the remaining 300 000 B-shares to be used in the Company's share-based incentive schemes.

Following the proposed reduction, the Company will have a share capital of NOK 113 440 210 divided into 97 064 113 A-shares and 129 816 307 B-shares each with a nominal value of NOK 0.50.

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

**Resolution proposal:**

- (i) The company's share capital shall be reduced by NOK 3 522 212,5 through the redemption of 7 044 425 own shares (3 474 219 A-shares and 3 570 206 B-shares), to NOK 113 440 210 consisting of 97 064 113 A-shares and 129 816 307 B-shares, each with a nominal value of NOK 0.50.*
- (ii) Section 4 of the articles of association shall be amended so as to reflect the share capital and the number of shares after the share capital reduction.*

**17. Authorization to the Board of Directors to buy back Company shares**

The Board of Directors proposes that the General Meeting resolves to grant the Board of Directors an authorization to buy back up to 10% of the Company's shares for a period from the date of this Annual General Meeting and until the

Annual General Meeting of the Company in 2026, but in no event later than 30 June 2026. The shares may serve as settlement or compensation in the Company's share-based incentive schemes, as well as the Employee Share Saving Plan. The shares may also be used to improve the company's capital structure.

The Company will, following the reduction of share capital in item 16 above, have a share capital of NOK 113 440 210 divided into 97 064 113 A-shares and 129 816 307B-shares, each with a nominal value of NOK 0.50.

**Resolution proposal:**

- (i) *The Board of Directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act to acquire and dispose of own shares in Schibsted ASA.*
- (ii) *The authorization is valid until 30 June 2026. With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises the previous authority to acquire own shares is withdrawn.*
- (iii) *The total nominal value of the shares acquired or held by the Company may not exceed NOK 11 344 021, provided that total amount of own shares held by the Company and shares in which contractual pledges are established shall in not event exceed 10% of the Company's share capital.*
- (iv) *The minimum amount which can be paid for the shares is NOK 30, and the maximum amount is NOK 1,000.*
- (v) *The Board of Directors is free to decide on the acquisition method and possible subsequent sale of the shares.*
- (vi) *The shares may serve as settlement in the Company's share based long-term incentive schemes, as well as employee share saving plan, and to improve the capital structure of the Company. The shares may not be used in a take-over situation cf. section 6-17 (2) of the Norwegian Securities Trading Act.*

**18. Authorization to the Board of Directors to increase the share capital**

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

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

**Resolution proposal:**

- (i) *The Board of Directors is authorized pursuant to the Public Limited Liability Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 6 490 815. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) *The authority may only be used to issue B-shares.*
- (iii) *The authority shall remain in force until the Annual General Meeting in 2026, but in no event later than 30 June 2026.*
- (iv) *The pre-emptive rights of the shareholders under section 10-4 of the Public Limited Liability Companies Act may be set aside.*
- (v) *The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. section 10-2 of the Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with section 13-5 of the Public Limited Liability Companies Act.*

**19. Authorization to the Board of Directors to distribution of extraordinary dividends**

On 20 December 2024, the Company announced an intention to pay a special cash dividend of approximately NOK 500 million following the expected receipt of proceeds from Adevinta in the second quarter of 2025. The intended special dividend is in line with the Company's capital allocation policy of returning surplus cash over time, while maintaining a conservative balance sheet.

To enable the Company to distribute the intended special cash dividend upon receipt of proceeds from Adevinta, the Board proposes that the general meeting authorizes the Board to decide on an extraordinary dividend up to an amount of NOK 500 million. Such dividend will be formally based on the Company's approved annual accounts for 2024.

**Resolution proposal:**

- (i) *The board of directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act section 8-2 (2) to approve the distribution of extraordinary dividends limited upwards to an amount of up to NOK 500,000,000 based on the Company's annual accounts for 2024.*
- (ii) *The authority shall remain in force until the annual general meeting in 2026.*

## **20. Change of company name**

On 14 January 2025, the Company announced its new corporate brand name, "Vend," with a full launch planned for Q2 2025. Consequently, the Board proposes that the General Meeting resolve to change the Company's registered name to "Vend Marketplaces ASA."

**Resolution proposal:**

*Section 1 of the Company's Articles of Association shall be amended to:*

*The company is a public limited company with the name Vend Marketplaces ASA.*

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

The Company has a share capital of NOK 116,962,422.50 divided into 100,538,332 A-shares and 133,386,513 B-shares, each with a nominal value of NOK 0.50.

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

Shares that are owned or acquired by: a) the shareholder's spouse, under-age children or persons with whom the shareholder shares a common household, b) companies in which the shareholder has the influence stated in section 1-2 of the Norwegian Public Limited Liability Companies Act, c) companies within the same group as the shareholder and d) any party with which the shareholder has a binding collaboration regarding the exercise of the shareholder rights are regarded as equivalent to the shareholder's own shares. As at 7 April 2025, the Company owned 7 344 425 of its own shares (3 474 219 A shares and 3 870 206 B shares), equal to approximately 3.4% of its share capital, for which the company cannot exercise any voting rights.

## **Shareholders' rights**

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

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

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

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

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

## Digital Meeting

In accordance with section 1-5 a. of the Norwegian Public Limited Liability Act, the Annual General Meeting will be held only as a digital meeting. Please see Appendix 1 for information on how to participate in the digital meeting. As an alternative to participating in the digital meeting, shareholders can provide voting instructions or vote in advance as set below.

## Attendance at the General Meeting

Pre-registration is not required to attend the General Meeting, but shareholders must be logged on before the meeting starts to cast votes.

## Record date

In accordance with section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only shareholders in the Company as of 29 April 2025 (five business days prior to the general meeting) have the right to participate and vote at the Annual General Meeting.

## Proxy forms and advance vote

Shareholders may authorize their own proxy or cast advance votes before the expiry of the registration deadline. Proxy with voting instructions may also be given to the Board Chair, Karl-Christian Agerup. Further instructions are included in the form enclosed with this notice.

The deadline for submitting proxy forms or advance votes is at 16:00 CEST on 5 May 2025.

## Shares held on nominee accounts

According to the Norwegian 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, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting, meaning 23:59 CEST on 5 May 2025, at the latest.

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The Annual General Meeting will be opened by the Board Chair. This notice and its enclosures have been sent to all shareholders with a known place of residence. The annual financial statements and Board of Directors' report stating the proposed allocation of the profit for 2024 and the Auditor's Report, as well as the Remuneration Report, the Remuneration Policy, the Board of Directors' report and declaration regarding financial assistance to senior employees the Nomination Committee's Report, the auditor statement on coverage for restricted equity in connection with a capital reduction are available on the Company's website [www.schibsted.com/ir](http://www.schibsted.com/ir). These documents can also be sent by e-mail or by post if ordered on Schibsted's investor web pages ([www.schibsted.com/ir](http://www.schibsted.com/ir)).

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

Oslo, 14 April 2025

FOR THE BOARD OF DIRECTORS OF SCHIBSTED ASA



Karl Christian Agerup

Board Chair

Ref no:

PIN-code:

## Notice of Annual General Meeting

Annual General Meeting in Schibsted ASA will be held on 7 May 2025 at 12:00 pm (CEST) 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 29 April 2025.

**The deadline for electronic registration of advance votes, proxy of and instructions is 5 May at 4:00 pm (CEST).**

### 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.schibsted.com/ir](http://www.schibsted.com/ir) 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	Advance Vote	Delegate proxy	Close
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"**Enroll**" - There is no need for registration for online participation. You may choose to indicate that you plan to attend, but doing so is optional.

"**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/132489476>. 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 log in after the meeting has started, 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](mailto: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 **5 May 2025 at 4:00 pm (CEST)** 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 Schibsted 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 Annual General Meeting 7 May 2025	For	Against	Abstain
1. Election of chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice of the Annual General Meeting and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a representative to co-sign the minutes of the Annual General Meeting together with the chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the financial statements for 2024 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2024, as well as consideration of the statement on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the Board of Directors' proposal regarding share dividend for 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the auditor's fee for 2024 and attestation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Advisory vote on Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Remuneration Policy and financial support to senior executives to execute share purchases			
a) Approval of the Company's policy for remuneration to senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Approval of the Company's financial support to senior executives to execute share purchases	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. The Nomination Committee's report on its work during the period 2024–2025		No voting	
10. Election of shareholder-elected board members			
(a) Rune Bjerke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Philippe Vimard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Satu Kiiskinen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Ulrike Handel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Natasha ten Cate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Rolv Erik Ryssdal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of Chair and Deputy Chair			
(a) Karl-Christian as Chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Rune Bjerke as Deputy Chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. The Nomination Committee's proposal regarding directors' fees, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. The Nomination Committee – fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of new members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Granting of authorization to the Board of Directors to administer some of the protection inherent in Article 7 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Reduction of share capital by redemption of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authorization to the Board of Directors to buy back Company shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authorization to the Board of Directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authorization to the Board of Directors to distribution of extraordinary dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Change of company name	<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 SCHIBSTED ASA 7 MAY 2025

Schibsted ASA will hold its annual general meeting on May 7<sup>th</sup>, 2025, at 12:00 pm CEST 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 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)**

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### HOW TO ACCESS THE ONLINE GENERAL MEETING

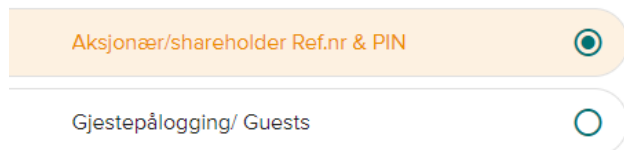
To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

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

enter Meeting ID: **132-489-476** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/132489476>

As the company has decided to allow for guest log ins you will be prompted to decide between



If you choose Guests, you will be asked to state your name and e-mail. You will not have voting rights or the right to speak in the meeting.

If you are a shareholder, choose Shareholder Ref.nr & PIN. 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.**

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## 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.

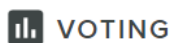
All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

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.

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## HOW TO VOTE



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.

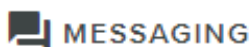
To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

**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.**



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## QUESTIONS TO THE CHAIRPERSON



Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the 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.**