

## NOTICE OF ANNUAL GENERAL MEETING

SCHIBSTED ASA

THURSDAY 4 MAY 2022 AT 11:30 CET

The shareholders of Schibsted ASA (the "**Company**") are hereby given notice of the Annual General Meeting to be held at **11:30 CET on Wednesday 4 May 2022**.

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://web.lumiagm.com/113456306>

Information about how to attend the Annual General Meeting is set out in Appendix 1.

The annual report for 2021 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 2021 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2021, 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 2021 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2021. The General Meeting took into consideration the statement on corporate governance.*

- 5. Approval of the Board of Directors' proposal regarding share dividend for 2021**

The Board of Directors proposes paying a dividend for 2021 of NOK 2.00 per share. Dividend will be paid out on 13 May 2022. The Schibsted share will be traded on the Oslo Stock Exchange exclusive of dividend as from 5 May 2022. Otherwise, refer to the stock exchange notice dated 11 February 2022.

### **Resolution proposal:**

*The General Meeting approved the Board of Director's proposal regarding dividend for the 2021 financial year of NOK 2.00 per share, excluding shares owned by the Group.*

- 6. Approval of the auditor's fee for 2021**

The Company's auditor for the fiscal year 2021 was EY. As approved by the Annual General Meeting PWC has been elected as the Company's auditor from the fiscal year 2022.

With respect to the auditor fee for the fiscal year 2021, the board of directors proposes that the general meeting passes the following resolution:

**Resolution proposal:**

*The General Meeting approved the auditor's fee of NOK 1,733,184.*

## **7. Advisory vote on Remuneration Report**

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act and the related regulations, 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 2021 (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. The Nomination Committee's report on its work during the period 2021–2022**

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.

## **9. Election of shareholder-elected directors**

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).

As set out in the Nomination Committee's proposal, Ole Jacob Sunde, Eugenie van Wiechen, and Anna Mossberg will not stand for re-election. The Nomination Committee has proposed two new shareholder-elected Board members, Satu Kiiskinen and H el ene Barnekow. 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 director and has notified the Company that they 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 directors for the period 2022–2023.*

## **10. 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 9, 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 2022–2023.*

## 11. 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 fees for the coming period, including the additional fees, are to be determined in advance.

The Nomination Committee's proposal regarding fees for the period from the Annual General Meeting 2022 until the Annual General Meeting in 2023 is as follows (figures for the period 2021–2022 in brackets):

<i>Chair of the Board</i>	<i>NOK 1 232 000</i>	<i>(NOK 1 190 000)</i>
<i>Vice chair of the Board</i>	<i>NOK 925 000</i>	<i>(N/A)</i>
<i>Board members</i>	<i>NOK 578 000</i>	<i>(NOK 558 000)</i>
<i>Alternate Board members</i>	<i>NOK 27 000 per meeting</i>	<i>(NOK 26 000 per meeting)</i>
<i>Chair of the Audit Committee</i>	<i>NOK 214 000</i>	<i>(NOK 207 000)</i>
<i>Member of the Audit Committee</i>	<i>NOK 131 000</i>	<i>(NOK 127 000)</i>
<i>Chair of the Compensation Committee</i>	<i>NOK 145 000</i>	<i>(NOK 140 000)</i>
<i>Member of the Compensation Committee</i>	<i>NOK 95 000</i>	<i>(NOK 92 000)</i>
<i>Additional fee for Board members residing outside the Oslo region</i>	<i>NOK 50 000</i>	<i>(NOK 50 000)</i>
<i>Additional fee for Board members residing outside the Nordic countries</i>	<i>NOK 100 000</i>	<i>(NOK 100 000)</i>

### **Resolution proposal:**

*The General Meeting approved the Nomination Committee's proposal regarding fees payable to the Board of Directors and the Board of Director's committees for the period from the Annual General Meeting in 2022 to the Annual General Meeting in 2023.*

## 12. The Nomination Committee – fees

The proposed annual fee for the Nomination Committee is (figures for the period 2021–2022 in brackets):

<i>Chair of the Nomination Committee</i>	<i>NOK 146 000</i>	<i>(NOK 146 000)</i>
<i>Member of the Nomination Committee</i>	<i>NOK 90 000</i>	<i>(NOK 90 000)</i>

### **Resolution proposal:**

*The General Meeting approved the Nomination Committee's proposal regarding fees for the period from the Annual General Meeting in 2022 to the Annual General Meeting in 2023.*

### 13. Granting of authorisation 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) 3/4 of the share capital represented in the relevant General Meeting and (ii) 3/4 of the A-shares represented in the relevant General Meeting.*

*The first paragraph applies likewise to decisions relating to, or votes taken on:*

- a) 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.*
- b) The assignment of Aftenposten's and Verdens Gang's publication rights 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, subparagraphs a) and b).*

*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 2021, with exception for the limit on the authorization to complete divestments pursuant letter b) of the authorization, which is proposed increased from NOK 4 billion to NOK 6 billion.

*"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, subparagraph a) 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 2023."*

#### **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 2022 until the Annual General Meeting in 2023.*

## 14. 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 2023, but in no event later than 30 June 2023. The shares may serve as settlement or compensation in the Company's long-term 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 has a share capital of NOK 117,130,512 divided into 104,459,958 A-shares and 129,801,066 B-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 the next Annual General Meeting of Schibsted ASA in 2023, but in no event later than 30 June 2023.*
- (iii) *The total nominal value of the shares acquired or held by the Company may not exceed NOK 11,713,051.*
- (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 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.*

## 15. 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.

In line with previous authorizations, 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 6,490,053. 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 2023, but in no event later than 30 June 2023.*
- (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.*

## **16. Amendment of the Company's Articles of Association**

The Board of Directors proposes that shareholders shall be allowed to cast their vote in writing, including by use of electronic communication, for a period preceding a general meeting in accordance with Section 5-8b of the Public Limited Liability Companies Act. The board therefore proposes that the Annual General Meeting resolves to amend Schibsted's Articles of Association to allow such voting in advance.

### **Resolution proposal:**

*The following shall be added as a new subsection of Section 11 of Schibsted's Articles of Association:*

*"Shareholders are able to cast their vote in writing, including by use of electronic communication, for a period preceding the General Meeting. Where such a form of voting is used, a satisfactory method shall be employed to authenticate the identity of the sender."*

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

The Company has a share capital of NOK 117,130,512, divided into 104,459,958 A-shares and 129,801,066 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 of the date of this notice, the Company owns 250,523 of its own shares (0 A-shares and 250,523 B shares), equal to approximately 0.11% of its share capital, for which the company cannot exercise any voting rights.

If the shares are registered in VPS with a manager, cf. Section 4-10 of the Public Limited Liability Companies Act, and the actual shareholder wishes to vote for his/her shares, the actual shareholder must re-register the shares in a separate VPS account in the name of the actual shareholder. This must be done prior to the General Meeting.

## **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 Liabilities 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 in advance as set below.

## Registration for the General Meeting

No registration is needed for using the online AGM solution, however, please note that you must be logged into the online AGM before the meeting starts.

## Proxy forms

Shareholders may authorize their own proxy before the expiry of the registration deadline. A proxy form stating voting instructions may also be given to the Board Chair, Ole Jacob Sunde. The proxy form that must be used is enclosed with this notice and must be signed and sent to DNB Bank ASA at the above-mentioned address.

The deadline for submitting proxy forms is 2 May 2022 at 16.00. Until the deadline expires, proxy forms may be changed or retracted.

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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 2021 and the Auditor's Report, as well as Remuneration Report and the Nomination Committee's Report 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, 11 April 2022

FOR THE BOARD OF DIRECTORS OF SCHIBSTED ASA



Ole Jacob Sunde

Board Chair



Ref no:

PIN code:

## Notice of Annual General Meeting

Meeting in Schibsted ASA will be held on May 4th, 2022, 11:30 CET by way of a digital meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares owned per Record Date: May 3rd 2022

### **IMPORTANT MESSAGE:**

**The Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.**

Please log in at <https://web.lumiagm.com/113456306>

You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00- a.m. to 3:30 p.m. ) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).

On the company's web page <https://www.schibsted.com/ir> You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.

**Deadline for registration of proxies and instructions: 2 May 2022 at 4:00 pm**

### Notice of attendance

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Shareholders who do not wish to participate online can give proxy to another person.

### Proxy without voting instructions for Annual General Meeting of Schibsted ASA

Ref no:

PIN code:

**Proxy should be registered through the Company's website <https://www.schibsted.com/ir> or through VPS Investor Services.**

For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated.

In VPS Investor Services chose *Corporate Actions - General Meeting – ISIN*.

Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

Alternatively you may send this form by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **2 May 2022 at 16:00 CET. The form must be dated and signed in order to be valid.**

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

**The undersigned:** \_\_\_\_\_  
hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

\_\_\_\_\_ (NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for log in details)  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Schibsted ASA on 4 May 2022.

Place

Date

Shareholder's signature (only for granting proxy)

Ref no:

PIN code:

**Proxy with voting instructions** for Annual General Meeting in Schibsted ASA

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. For instruction to other Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.

Proxies with voting instructions to Chair of The Board of Directors cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **2 May 2022 at 16:00 CET**.

**Proxies with voting instructions must be dated and signed to be valid.**

The undersigned: \_\_\_\_\_

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Schibsted ASA on 4.May 2022.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2022	For	Against	Abstention
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 2021 for Schibsted ASA and the Schibsted Group, including the Board of Directors' Report for 2021, 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 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the auditor's fee for 2021	<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. The Nomination Committee's report on its work during the period 2021–2022	No voting		
9. Election of shareholder-elected directors			
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 Huber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Hugo Maurstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Satu Kiiskinen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Hélène Barnekow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of Chair and Deputy Chair			
a) Karl-Christian Agerup 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"/>
11. The Nomination Committee's proposal regarding directors' fees, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. The Nomination Committee – fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Granting of authorisation 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"/>
14. Authorization to the Board of Directors to buy back Company shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorization to the Board of Directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature (Only for granting proxy with voting instructions)

## GUIDE FOR ONLINE PARTICIPATION SCHIBSTED ASA 4 MAY 2022

Schibsted ASA will hold its annual general meeting on May 4th, 2022, at 11:30 CET 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 give a proxy before the meeting. See the notice for further details on how to authorize a proxy. If you 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. If required a proxy can be withdrawn by requesting this once logged on.

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.**

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), or send an e-mail to [genf@dnb.no](mailto:genf@dnb.no)

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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://web.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: 113-456-306 and click **Join**:

Then select **Aksjonær/shareholder Ref.nr & PIN** and click CONTINUE

You must then identify yourself with.

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

**You will have the opportunity to log in one hour before the general meeting starts.**

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.

The company has also decided that non shareholders can follow, and there is a separate choice called Gjestepålogging/ Guests. Guests logged in will not be able to submit questions and will not receive items that are voted on.



## 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://www.euronextvps.no> 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 be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information.

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## 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 voice, 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 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

### 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 the 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.**