

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### SCHIBSTED ASA

**MONDAY 2 SEPTEMBER 2024 AT 13:00 CET**

The shareholders of Schibsted ASA (the "**Company**") are hereby given notice of an Extraordinary General Meeting to be held at **13:00 CET on Monday 2 September 2024**.

The Extraordinary General Meeting will be held as a digital meeting only. Consequently, it will not be possible to attend the Extraordinary General Meeting in person. To join the meeting please use the following link: <https://dnb.lumiagm.com/138296685>

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

#### **Agenda:**

- 1. Election of chair**
- 2. Approval of the notice of the Extraordinary General Meeting and agenda**
- 3. Election of a representative to co-sign the minutes of the Extraordinary General Meeting together with the chair**
- 4. Approval of interim balance as at 31 May 2024 for Schibsted ASA**

The interim balance as at 31 May 2024 for Schibsted ASA is available on the Company's website ([www.schibsted.com/ir](http://www.schibsted.com/ir)).

#### **Resolution proposal:**

*The General Meeting approved the interim balance as at 31 May 2024 for Schibsted ASA.*

- 5. Approval of the Board of Directors' proposal regarding a special dividend**

The Board of Directors proposes paying a special dividend of NOK 8.56 per share. The special dividend constitutes the second tranche of the special cash dividend announced in the stock exchange notice dated 22 March 2024. The proposal for a special dividend is conditional upon the Extraordinary General Meeting approving the interim balance sheet as at 31 May 2024, see item 4 above.

The Schibsted share will be traded on the Oslo Stock Exchange exclusive of dividend as from 3 September 2024. The dividend will be paid out on 13 September 2024, subject to the interim balance sheet having been registered in the Norwegian Register of Company Accounts pursuant to Section 8-2a (5) of the Norwegian Public Companies Act.

#### **Resolution proposal:**

*The General Meeting approved the Board of Director's proposal regarding dividend of NOK 8.56 per share, excluding shares owned by the Group.*

\*\*\*

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

The Company has a share capital of NOK 119 481 624, divided into 102 962 278 A-shares and 136 000 970 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 the date of this notice, the Company owned 5 450 116 of its own shares (2 423 946 A shares and 3 026 170 B shares), equal to approximately 2.3% 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. Issues that have been submitted to the shareholders for a decision.
2. 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 Extraordinary 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.

## **Digital Meeting**

In accordance with section 1-5 a. of the Norwegian Public Limited Liability Act, the Extraordinary 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.

## **Record date**

In accordance with section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only shareholders in the Company as of 26 August 2024 (five business days prior to the general meeting) have the right to participate and vote at the Extraordinary 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 to the Board Chair or advance votes is at 16:00 CEST on 1 September 2024.

## **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 are 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 Extraordinary General Meeting, meaning 23:59 CEST on 29 August 2024, at the latest.

\*\*\*

The Extraordinary 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 interim balance as of 31 May 2024 is 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 Extraordinary General Meeting to *DNB Bank ASA*, tel: (+47) 22 48 35 90.

Oslo, 8 August 2024

FOR THE BOARD OF DIRECTORS OF SCHIBSTED ASA



Karl Christian Agerup  
Board Chair

Ref no:

PIN-code:

## Notice of Extraordinary General Meeting

Extraordinary General Meeting in Schibsted ASA will be held on 2 September 2024 at 13:00 (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 26 August 2024.

**The deadline for advance votes, proxy of and instructions is 1 September 2024 at 4pm (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**" - 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/138296685>. 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](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 **1 September 2024 at 4:00 pm (CET)** 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 Extraordinary 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 Extraordinary General Meeting 2 September 2024	For	Against	Abstain
1. Election of chair	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. Approval of the notice of the Extraordinary General Meeting and agenda	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Election of a representative to co-sign the minutes of the Extraordinary General Meeting together with the chair	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. Approval of interim balance as of 31 May 2024 for Schibsted ASA	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5. Approval of the Board of Directors' proposal regarding special dividend	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

## The form must be dated and signed

Place

Date

Shareholder's signature

## GUIDE FOR ONLINE PARTICIPATION SCHIBSTED ASA 2 SEPTEMBER 2024

Schibsted ASA will hold an extraordinary general meeting on September 2nd, 2024, at 13:00 am CEST as 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.

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

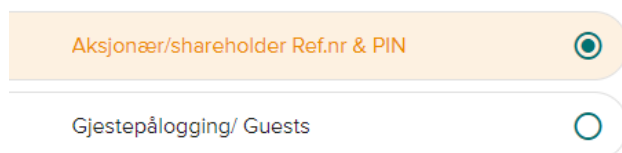
To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

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

enter Meeting ID: 138-296-685 and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/138296685>

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



The image shows a login interface with two radio button options. The first option, 'Aksjonær/shareholder Ref.nr & PIN', is selected and highlighted with an orange background. The second option, 'Gjestepålogging/ Guests', is unselected and has a white background.

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.**

---

## 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.**