



Schibsted ASA (SCHA/SCHB) - Schibsted supports the voluntary offer for Adevinta, reducing its stake in Adevinta by 60%

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Schibsted ASA ("Schibsted" or the "Company") refers to the announcement made earlier today by Permira and Blackstone regarding a voluntary tender offer to acquire all of the outstanding ordinary Class A shares in Adevinta ASA ("Adevinta") (the "Offer"), by funds advised by Permira Advisers LLP (together with the advised funds, "Permira") and funds advised by The Blackstone Group International Partners LLP (together with the advised funds, "Blackstone"), as well as General Atlantic and TCV (collectively the "Investors"). Schibsted and eBay Inc ("eBay") have expressed their support for the Offer.

The Offer is being made through Aurelia Bidco Norway AS (the "Offeror" and together with its direct and indirect parent companies, the "Aurelia Acquisition Companies"), a Norwegian private limited liability company established for the purpose of the Offer.

As part of the transaction, Schibsted will sell 60% of its 28.1% stake in Adevinta for approximately NOK 24 billion in cash and will contribute its remaining Adevinta shares into an indirect parent company of the Offeror, resulting in an approximate 13.6% indirect ownership in the Offeror.

Key highlights of the Offer

- The Transaction (as defined below) unlocks Schibsted's sustained value creation in Adevinta of more than 20 years, providing the most certain and value accretive solution for Schibsted and its shareholders. Schibsted believes it is the natural next step in its Adevinta strategy, and positions Schibsted for further future potential value creation from stock re-rating.
- The price per Adevinta share offered to the Adevinta shareholders is NOK 115 (the "Offer Price") and corresponds to an equity value of Adevinta of approximately NOK 141 billion and Schibsted's stake at approximately NOK 40 billion.
- The Offer Price, which is stated as the Offeror's best and final price, represents a premium of:
 - 54% to the volume weighted average price of NOK 74.58 over the 3 months up to and including 19 September 2023[1]; and
 - 51% to the volume weighted average price of NOK 76.28 over the 6 months up to and including 19 September 2023.
- The Offer Price can be settled in either cash, depository receipts representing shares in an indirect parent company of the Offeror, or a combination thereof.
- Schibsted has, on certain terms and conditions, agreed to sell, outside of and subject to completion of the Offer, 60% of its 28.1% stake in Adevinta to the Aurelia Acquisition Companies, receiving approximately NOK 24 billion in cash on completion of the Offer (the Offer together with the sale of Schibsted's stake outside of the Offer, the "Transaction"). The remaining stake of 11.1% of the issued shares in Adevinta will be reinvested in the Aurelia Acquisition Companies at the Offer Price, resulting in a 13.6% ownership for Schibsted in the Aurelia Acquisition Companies, offering incremental value upside.
- In addition, Schibsted will, subject to and upon completion of the Transaction, receive approximately NOK 1 billion in cash as part of the cash settlement of a total return swap (TRS) previously entered into between Schibsted and Danske Bank A/S.
- Schibsted intends to use the cash proceeds from the Transaction to return capital to its shareholders.

Kristin Skogen Lund, CEO at Schibsted, comments:

"This is an important milestone for Schibsted. Adevinta represents our journey of more than 20 years of sustained value creation, by pioneering the online classifieds industry and exporting its success across borders. The decision to participate in this transaction is the result of a thorough process to find the most certain and value accretive solution for Schibsted and our shareholders, where we receive significant cash proceeds today at an attractive valuation, and secure participation in further upside. It is the natural next step in our Adevinta strategy, which started with the spin-off in 2019 based on strategic and financial merits, accelerated through the strategic combination with eBay Classifieds Group in 2020, and continues with the transaction announced today. We believe Adevinta is well positioned for future growth in a private setting with significant support from owners that can make the required investments for the business to achieve its long-term potential."

Transaction rationale for Schibsted and background

The Transaction delivers significant value to Schibsted's shareholders, thanks to a large cash monetisation at completion of the Transaction, while at the same time offering incremental value upside through the reinvested minority stake in the Aurelia Acquisition Companies. Compared to the other potential alternatives that have been considered, we believe this Transaction to represent the most certain and value accretive solution for Schibsted and our shareholders.

Adevinta represents our journey of more than 20 years of sustained value creation initiated in the early 2000s, by pioneering the online classifieds industry and subsequently exporting its success across borders, including but not limited to the establishment of Leboncoin and the creation of the world's largest online classifieds platform by supporting the acquisition of eBay Classifieds Group (eCG) by Adevinta in 2020.

The Transaction is the natural next step in our Adevinta strategy, which started with the spin-off in 2019 based on strategic and financial merits, continued with Schibsted's progressive transition from a strategic to financial ownership, and that is ultimately intended to capture and deliver value creation through the monetisation of our stake in Adevinta.

Thanks to our active support, including the reinvestment of a minority stake in the Aurelia Acquisition Companies to enable a transaction of such size, Schibsted will contribute to the viability of the Transaction, resulting in a significant control premium for Adevinta and its shareholders otherwise not available. We believe the Transaction to be beneficial to Adevinta which is well positioned for future growth in a private setting with significant support from owners that can make the required investments for the business to achieve its long-term potential.

For Schibsted, the Transaction represents a major next step in realising its full potential, thanks to the reduction of its ownership in Adevinta by 60%, which will unlock our balance sheet, allowing us and the financial markets to better focus on our core businesses which are well positioned for further growth.

The Offer in brief

The Offeror has entered into a transaction agreement with Adevinta, whereby the Offeror, subject to certain conditions, has agreed to make a voluntary tender offer to acquire all outstanding Class A shares of Adevinta (the "Transaction Agreement").

The Offer is the result of an extensive process between the Offeror and a special committee of the Board of Directors of Adevinta comprised of the five independent board members who are not connected to/affiliated with Permira, Schibsted or eBay.

The Offer is supported by the three largest shareholders of Adevinta (eBay, Schibsted and Permira), representing approximately 72.3% of its share capital.

It is expected that the Offer will be completed in the second quarter of 2024, following receipt of regulatory approvals. Completion of the Offer will be subject to fulfilment or waiver by the Offeror of customary conditions, including obtaining regulatory permits, consents and approvals from the applicable regulatory authorities in connection with the Offer on terms satisfactory to the Offeror, a minimum acceptance level of 90% (including the Adevinta shares already controlled by Permira, eBay and Schibsted); the Board statement not being amended, modified or withdrawn, no material breach or termination of the Transaction Agreement, ordinary conduct of business, no legal action and no material adverse change in Adevinta having occurred.

Please refer to the announcement made by Permira and Blackstone today for further details on the Offer and the announcement made by Adevinta for the Adevinta board's statement on the Offer. Complete details of the Offer, including all terms and conditions, will be contained in the combined offer and exempted document to be issued by the Offeror, which will be sent to all eligible shareholders of Adevinta following review and approval by the Oslo Stock Exchange. The combined offer and exempted document is expected to be approved during December 2023. The Offer may only be accepted on the basis of the combined offer and exempted document.

Key Transaction terms for Schibsted

Schibsted has agreed with the Offeror, on certain terms and conditions, subject to and upon completion of the Offer, (i) to sell to the Aurelia Acquisition Companies 208,240,307 Adevinta shares, representing approximately 17.0% of the issued shares in Adevinta, for cash at the Offer Price, representing a total cash consideration of approximately NOK 24 billion, and (ii) to contribute 136,563,067 Adevinta shares, representing approximately 11.1% of the issued shares in Adevinta, to the Aurelia Acquisition Companies against newly issued shares in the Aurelia Acquisition Companies at the Offer Price. In the rollover, Schibsted will receive shares in the Aurelia Acquisition Companies valued at approximately NOK 16 billion, and an expected indirect ownership in the Offeror of approximately 13.6% alongside the Investors and eBay.

In addition, as a result of the Transaction, Schibsted will, subject to and upon completion of the Transaction, receive approximately NOK 1 billion in cash as part of the cash settlement of a total return swap (TRS) previously entered into between Schibsted and Danske Bank A/S.

Use of proceeds and capital allocation

Schibsted will receive cash proceeds of approximately NOK 25 billion (including approximately NOK 1 billion settlement of the TRS) subject to and upon completion of the Offer, which will result in a net cash position.

Schibsted's Board and Management are aware of the importance of capital allocation for our shareholders and will follow a very disciplined approach.

We intend to use the cash proceeds from the Transaction to return capital to our shareholders. Over the coming months, pending completion of the Transaction, we will continue to evaluate the various options of such distributions to shareholders, including an assessment of the appropriate allocation to debt repayment.

More information, including the precise amount, form, and indicative timetable will be determined and communicated in due course.

Investor and analyst call

A video conference call for investors and analysts will be held today, 21 November 2023, at 19:00 CET. To participate in the conference call, registration is required using the following link:

Join Zoom Meeting

<https://schibsted.zoom.us/j/82340709092?pwd=cV3XLDUeg9YjY91rKZ7n3RuyOVq5Ha.1>

Meeting ID: 823 4070 9092

Passcode: 081024

Join by SIP

82340709092@zoomcrc.com

Advisors

Schibsted appointed Morgan Stanley & Co. International plc as exclusive financial advisor and Clifford Chance LLP and Advokatfirmaet Wiersholm AS as legal advisors in connection with the Transaction.

Disclaimer

Morgan Stanley & Co. International plc ("Morgan Stanley"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively as financial adviser to Schibsted and no one else in connection with the Transaction. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees, and agents will not regard any other person as their client, nor will they be responsible to anyone other than Schibsted for providing the protections afforded to clients of Morgan Stanley nor for providing advice in connection with the Transaction, the contents of this announcement or any matter referred to herein.

Oslo, 21 November 2023

SCHIBSTED ASA

Disclosure regulation

This information is considered to include inside information pursuant to the EU Market Abuse Regulation article 7 and is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act. This stock exchange announcement was published by Jann-Boje Meinecke, at the date and time as set out above.

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Important notice

This information is considered to be inside information pursuant to the EU Market Abuse Regulation and is subject to the disclosure requirements according to section 5-12 of the Norwegian Securities Trading Act.

This announcement and any related Offer documentation are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by the Investors. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

This announcement is for informational purposes only and is not a tender offer document and, as such, is not intended to constitute or form any part of an offer or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. The Offer will only be made on the basis of an offer document approved by the Oslo Stock Exchange, and can only be accepted pursuant to the terms of such offer document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Norway.

The Offer and the distribution of this announcement and other information in connection with the Offer may be restricted by law in certain jurisdictions. When published, the combined offer and exempted document and related acceptance forms will not and may not be distributed, forwarded or transmitted into or within any jurisdiction where prohibited by applicable law, including, without limitation, Canada, Australia, New Zealand, South Africa, Hong Kong and Japan. The Company and the Offeror does not assume any responsibility in the event there is a violation by any person of such restrictions. Persons in the United States should review "Notice to U.S. Holders" below. Persons into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

Forward-looking statements

This announcement, verbal statements made regarding the Offer and other information published by the Company or the Offeror may contain certain statements about the Company and the Offeror that are or may be forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "may", "will", "seek", "continue", "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe" or other words of similar meaning. Examples of forward-looking statements include, among others, statements regarding the Company's or the Offeror's future financial position, income growth, assets, impairment charges, business strategy, leverage, payment of dividends, projected levels of growth, projected costs, estimates of capital expenditures, and plans and objectives for future operations and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, Norwegian domestic and global economic and business conditions, the effects of volatility in credit markets, market-related risks such as changes in interest rates and exchange rates, effects of changes in valuation of credit market exposures, changes in valuation of issued notes, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under International Financial Reporting Standards ("IFRS") applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigations, the success of future acquisitions and other strategic transactions and the impact of competition – a number of such factors being beyond the Company's and the Offeror's control. As a result, actual future results may differ materially from the plans, goals, and expectations set forth in these forward-looking statements.

Any forward-looking statements made herein speak only as of the date they are made. The Company and the Offeror disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in the Company or the Offeror's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Notice to U.S. Shareholders

The Offer and the distribution of this announcement and other information in connection with the Offer are made available to shareholders in the United States of America (the "U.S." or "United States"), and to U.S. persons, in compliance with applicable U.S. securities laws and regulations, including Section 14(e) and Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"). The consideration depository receipts have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state or jurisdiction in the United States and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Consequently, consideration depository receipts are not being offered, sold or delivered, directly or indirectly, in or into the United States or to U.S. persons, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. Consideration depository receipts will only be made available in the United States to QIBs (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A") or Accredited Investors (as defined in Rule 501(a) under the U.S. Securities Act) in transactions that are exempt from the registration requirements of the U.S. Securities Act and in compliance with any applicable U.S. state "blue sky" securities laws. Such shareholders will be required to make such acknowledgements and representations to, and agreements with, the Issuer as the Issuer may require to establish that they are entitled to receive consideration depository receipts. The consideration depository receipts will only be sold to persons outside the United States in accordance with Regulation S of the U.S. Securities Act. U.S. investors who are unable to receive consideration depository receipts may only elect to receive cash consideration.

None of the consideration depository receipts, the combined offer and exempted document, the acceptance form or any other document relating to the offering of consideration depository receipts, has been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC"), any state securities commission in the United States or any other U.S. regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in the combined offer and exempted document and the merits of the Offer. Any representation to the contrary is a criminal offence in the United States.

In addition, until 40 days after the commencement of the Offer, an offer, sale or transfer of the consideration depository receipts within the United States by a dealer (whether or not participating in the Offer) may violate the registration requirements of the U.S. Securities Act if such offer, sale or transfer is made otherwise than in accordance with Rule 144A or another exemption from registration under the U.S. Securities Act.

In accordance with normal Norwegian practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, the Offeror or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Adeventa shares outside of the United States, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in Norway and will be reported to an officially appointed mechanism of Oslo Børs and will be available on the Oslo Børs' website:

<https://www.euronext.com/en/markets/oslo>.

The United Kingdom

In the United Kingdom (the "UK"), this announcement is only being distributed to and is only directed at persons who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth companies and other persons falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom distributions may otherwise lawfully be made, (all such persons together being referred to as "Relevant Persons"). In the UK, the Consideration Depository Receipts are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such shares will be engaged in only with, Relevant Persons. Any such person who is not a Relevant Person should not act or rely on this announcement or any of its contents. This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are

not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

The European Economic Area

This announcement has been prepared on the basis that any offer of securities in any Member State of the European Economic Area which has implemented the Prospectus Regulation (EU) (2017/1129, as amended, the "Prospectus Regulation") (each, a "Relevant State") will be made pursuant to an exemption under the Prospectus Regulation, as implemented in that Relevant State, from the requirement to publish a prospectus for offers of securities. Accordingly, any person making or intending to make any offer in that Relevant State of securities, which are the subject of the offering contemplated in this announcement, may only do so in circumstances in which no obligation arises for the Offeror to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 16 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Offeror, the Investors nor any of the advisors have authorised, nor do they authorise, the making of any offer of the securities through any financial intermediary, other than offers made by the Offeror which constitute the final placement of the securities contemplated in this announcement. Neither the Offeror, the Investors nor any of the advisors have authorised, nor do they authorise, the making of any offer of securities in circumstances in which an obligation arises to publish or supplement a prospectus for such offer.

The issue, subscription or purchase of consideration depository receipts in the Issuer is subject to specific legal or regulatory restrictions in certain jurisdictions. Neither the Issuer, the Offeror nor their advisors assume any responsibility in the event there is a violation by any person of such restrictions.

[1] 19 September 2023 represents the day before the Betaville article discussing a potential offer for Adevinta. The premium to the volume weighted average price over the 3 months up to and including 21 September 2023 (the day of Adevinta's commentary on press speculation (post close)) amounts to 52.6%

Attachments

- [Download announcement as PDF.pdf](#)
- [Investor Presentation.pdf](#)