



Schibsted ASA (SCHA/SCHB) - Schibsted proposes capital return package of NOK 24 billion to shareholders

22.3.2024 08:02:53 CET | Schibsted | Inside information

Subject to approval at the Annual General Meeting scheduled on 26 April 2024, Schibsted is pleased to announce that it intends to use most of the cash proceeds related to the voluntary tender offer for Adevinta (the "Adevinta Offer") and the sale of its news media operations to the Tinius Trust (the "Trust" and the "Media Transaction") to return capital to its shareholders by way of a special dividend of approximately NOK 20 billion, and a multi-year share buyback programme of approximately NOK 4 billion in total.

The remainder of the cash proceeds, approximately NOK 5 billion, is primarily intended to be used to strengthen Schibsted's balance sheet by reducing its net interest-bearing debt.

For more information on the Adevinta Offer and Media Transaction, please refer to the stock exchange announcements published 21 November 2023, and 11 December 2023 and today respectively.

Key highlights of the capital return package

- After closing of the Adevinta Offer and the Media Transaction, which are both expected for the second quarter 2024, Schibsted is expected to receive approximately NOK 29 billion of cumulative cash proceeds (the "Transactions Proceeds")
- In line with its focus on shareholder returns and a strong financial position, Schibsted intends to use most of the Transactions Proceeds to return capital to its shareholders, and partially to strengthen its balance sheet
- The capital return to shareholders will be implemented through a package consisting of a special dividend of approximately NOK 20 billion and a multi-year share buyback programme of approximately NOK 4 billion in total
- Schibsted intends classifying part of the proposed special dividend as repayment of capital, which is exempt from Norwegian withholding tax
- The remainder of the Transactions Proceeds of approximately NOK 5 billion is intended to be primarily used for reducing Schibsted's net interest-bearing debt to further strengthen its financial position
- The proposed capital return package remains subject to approval at Schibsted's Annual General Meeting scheduled on 26 April 2024

Kristin Skogen Lund, CEO of Schibsted, comments:

"This is another important milestone for Schibsted, following the substantial value creation over the last two decades, where we have pioneered digitalisation in the news media and online classifieds industries, creating both a family of digital brands with unparalleled reach and impact in the Nordic countries, and Adevinta as a global online classifieds specialist. The proposed use of proceeds and capital return package follows a thorough process over the last few months, with focus on shareholder returns and maintaining a strong financial position as previously communicated when the two transactions were first announced. The aim is an efficient and timely distribution of most of the Transactions Proceeds to our shareholders, while retaining some cash, primarily for the purposes of strengthening our balance sheet."

Details and timeline of the capital return package

Subject to approval at the Annual General Meeting scheduled on 26 April 2024, Schibsted is pleased to announce that it intends to use most of the Transactions Proceeds to return capital to its shareholders by way of a special dividend of approximately NOK 20 billion, and a multi-year share buyback programme of approximately NOK 4 billion in total.

The remainder of the Transactions Proceeds, approximately NOK 5 billion, is primarily intended to be used to strengthen Schibsted's balance sheet by reducing its net interest-bearing debt..

Schibsted currently has approximately NOK 5 billion of paid-in capital available for repayment as dividends. This amount is intended to be used for classifying part of the proposed special dividend as repayment of capital, which is exempt from Norwegian withholding tax; approximately NOK 0.5 billion of the aforementioned paid-in capital is associated with class A shares, and approximately NOK 4.5 billion is associated with class B shares.

As the 2023 annual accounts limit Schibsted's existing dividend capacity to approximately NOK 18 billion, the special dividend will be paid out in two tranches. Subject to approval at the Annual General Meeting, the Board of Directors will be given an authorisation to distribute approximately NOK 18 billion, which is intended to be paid out as soon as reasonably

practicable after the settlement of the Adevinta Offer. The remaining amount of approximately NOK 2 billion will, subject to approval by an Extraordinary General Meeting, be paid out in the third quarter 2024 based on an interim balance sheet.

Subject to approval at the Annual General Meeting and approval of the interim balance sheet for the first half of 2024 by an Extraordinary General Meeting, Schibsted intends to launch the first tranche of the share buyback programme, amounting to up to approximately NOK 2 billion, in the third quarter 2024.

Next steps and preliminary timetable

- Q2 2024:
 - Approval of the capital return package and Media Transaction at the Annual General Meeting, scheduled on 26 April 2024
 - Closing of the Adevinta Offer and the Media Transaction expected
 - Subject to approval by the Annual General Meeting, payment of the first tranche of the special dividend, amounting to approximately NOK 18 billion, as soon as practicable following settlement of the Adevinta Offer
- Q3 2024:
 - Extraordinary General Meeting to approve interim balance sheet and second tranche of the special dividend
 - Subject to approval by an Extraordinary General Meeting, payment of the second tranche of the special dividend, amounting to approximately NOK 2 billion
 - Subject to approval by an Extraordinary General Meeting of the interim balance sheet, intention to launch first tranche of share buyback programme, amounting to up to approximately NOK 2 billion

Investor and analyst call

A video conference call related to the proposed capital return package for investors and analysts will be held today, 22 March 2024 at 11:30 CET. To participate in the conference call, please use the following Zoom link:

<https://schibsted.zoom.us/j/88187760438?pwd=3oHPBDgpubGHY5hWmkUYUkTG5VVwEK.1>

Meeting ID: 881 8776 0438

Passcode: 314479

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 Adevinta Offer.

Carnegie AS was appointed as exclusive financial advisor and Advokatfirmaet Wiersholm AS as legal advisor to Schibsted in connection with the Media 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 Adevinta Offer. 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 Adevinta Offer, the contents of this announcement or any matter referred to herein.

Oslo, 22 March 2024

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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Attachments

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