ADEVINTA ASA

Protokoll fra ekstraordinær generalforsamling

Det ble avholdt ekstraordinær generalforsamling i Advirta ASA, org.nr. 921 796 226 ("Selskapet") den 20 Mars 2019 kl. 14:00 i Selskapets lokaler.

Til stede var Kristin Skogen Lund på vegne av Schibsted ASA, Selskapets eneaksjonær. Samtlige aksjer var således representert.

Dagsorden:

1. Valg av møteleder og person til å undertegne protokollen.

Kristin Skogen Lund ble valgt til møteleder. Som eneste møtende undertegner hun protokollen alene.

2. Godkjennelse av innkallingen og dagsordenen.

Innkallingen og dagsorden ble godkjent. Aksjonæren godtok å fravike kravene til innkalling og innkallingsfrist etter allmennaksjeseljoven.


Generalforsamlingen traff generalforsamlingen følgende vedtak:


4. Fullmakt til styret i til å forhøy aksjekapitalen.

I tråd med forslag fra styret traff generalforsamlingen følgende vedtak, betinget av gjennomføring av fisjonen av Schibsted:

(i) Styret gis herved fullmakt i henhold til allmennaksjeseljoven § 10-14 (1) til å forhøy selskapets aksjekapital med opptil NOK 7 465 964. Innenfor denne beløpsgrensen kan fullmakten benyttes flere ganger.

(ii) Fullmakten kan kun brukes til å utstede B-aksjer.


Minutes of an extraordinary general meeting

An extraordinary general meeting in Advirta ASA, org. no. 921 796 226 (the "Company") was held on 20 March 2019 at 14:00 hours at the Company’s premises.

Present was Kristin Skogen Lund on behalf of Schibsted ASA, the Company’s sole shareholder. Thus, all shares were represented.

Agenda:

1. Election of a chairperson and a person to sign the minutes.

Kristin Skogen Lund was elected as chair of the meeting. As the only person present, she signs the minutes alone.

2. Approval of the notice and the agenda.

The notice and the agenda were approved. The Shareholder waived requirements for notice document and notice period in accordance with the Public Limited Liability Companies Act.


The general meeting passed the following resolution:

The general meeting approved the combined financial statements for the Company for 2016, 2017 and 2018.

4. Authorisation for the Board of Directors to increase the share capital.

In accordance with the proposal by the Board of Directors, the general meeting passed the following resolution, subject to completion of the demerger of Schibsted:

(i) The Board of Directors is authorized pursuant to § 10-14 (1) of the Public Limited Liability Companies Act to increase the company’s share capital by up to NOK 7,465,964. 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 of the Company in 2020, but in no event later than 30 June 2020.
(iv) The pre-emptive rights of the shareholders under § 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 and the right to incur special obligations for the Company, ref. § 10-2 of the Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with § 13-5 of the Public Limited Liability Companies Act.

5. Authorisation for the Board of Directors to buy back own shares.

In accordance with the proposal by the Board of Directors, the general meeting passed the following resolution, subject to completion of the demerger of Schibsted ASA:

(i) On the following conditions, the general meeting resolved to approve the proposed authorization to the Board of Directors of the Company to buy and dispose of own shares pursuant to the Public Limited Liability Companies Act:

(ii) The authorization is valid until the next Annual General Meeting of the Company in 2020, but in no event later than 30 June 2020.

(iii) The total nominal value of the shares acquired or held by the company may not exceed NOK 13,622,957.

(iv) The minimum amount which can be paid for the shares is NOK 20, and the maximum amount is NOK 750.

(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 incentive schemes, as well as employee share saving plans, and may be used as settlement in acquisitions, and to improve the company’s capital structure. The shares may not be used in a take-over situation cf. section 6-17 (2) of the Norwegian Securities Trading Act.”

Det var ikke flere punkter på agendaen. Samtlige vedtak ble truffet ved enstemmighet.

Møtet ble avsluttet kl. 14:10.

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.
Kristin Skogen Lund