

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

(Adopted by the Board of Directors on 12 June 2020)

1. Objective

The objective of this Policy is to protect Adevinta, its companies, employees (both permanent and temporary) and its Board of Directors from involvement in bribery and corruption. We also want to ensure that Adevinta's employees understand the importance of principles that are set out in the Adevinta Code of Ethical Conduct and Corporate Responsibility with respect to our commitment to combat bribery and corruption.

The countries in which the Adevinta Group operates have specific anti-bribery and anti-corruption laws and regulations. The laws and their enforcement are becoming stricter.

Some laws, such as those of the United States and the United Kingdom, have extraterritorial reach - meaning that they apply even when there may be limited connections to these countries, for example, if a transaction is made in US dollars or with a US citizen. In addition, our stakeholders (including our shareholders, customers and business partners) have increasing expectations concerning our commitment to ethical conduct.

This Policy sets out the minimum anti-bribery and anti-corruption standards of the Adevinta Group. It applies to Adevinta ASA ("**Adevinta**") and any subsidiary company which is directly or indirectly controlled by Adevinta, or in which Adevinta directly or indirectly owns more than 50% of the shares (collectively, the "**Adevinta Group**").

2. What is bribery & corruption?

Corruption is 'the illegal use of entrusted power for private gain'. This means the illegal use of power or a position for private advantage.

Bribery involves illegally promising, offering or giving something of value to someone who has influence in business (such as managers, buyers or journalists) or in government (such as politicians or public officers) in order to obtain a private or commercial advantage or to influence decision making.

'Something of value' includes money, but may also include, for example:

- gifts, entertainment, travel expenses or goods;
- the giving of advantages or services; or
- any other tangible or intangible thing that has value to the recipient.

Bribery and corruption can take place both by direct contact between an Adevinta representative and another party, as well as by indirect contact through a third-party such as an agent, intermediary or even a family member or friend. This behaviour is also unacceptable.

3. Why is anti-bribery & anti-corruption important to Adevinta?

Adevinta considers violations of anti-bribery and anti-corruption rules to be a very serious matter. Bribery and corruption: (1) negatively impact social, economic and environmental development; (2) undermines societal trust; (3) diverts resources to improper purposes; (4) leads to a distortion of the economy, environmental mismanagement and state failures; (5) undermines labour standards; and (6) restricts access to basic human rights.

Any involvement in bribery or corruption is contrary to our values and is simply not the right thing to do.

In addition, penalties for bribery and corruption can include high fines, criminal proceedings and prison sentences. Bribery and corruption can cause serious damage to the reputation of Adevinta, which may result in declining trust of business partners and, ultimately, loss of business.

Adevinta, therefore, expects every employee to adhere to this Policy. Non-compliance and/or involvement in bribery or corruption will result in disciplinary action that may lead to dismissal and could result in criminal prosecution.

4. How do we comply with anti-bribery & anti-corruption requirements?

The specific scope, requirements and penalties of anti-bribery and anti-corruption laws differ between the territories in which the Adevinta Group operates. This means that Adevinta Group companies must determine, on an annual basis, which specific bribery and corruption legislation applies to them. Every business unit in the Adevinta Group must have a suitable Anti-Bribery and Anti-Corruption programme. As a minimum, the principles that are set out in this policy must reflect these programmes.

4.1 Gifts, hospitality & entertainment

Gifts, hospitality and entertainment can be used to influence business decisions in an illegal way. We do not permit anything that goes beyond what is legally permitted, customary and generally accepted in the relevant business environment. This could include expensive dinners and invitations to entertainment or sporting events.

Courtesy gifts, relatively limited hospitality and entertainment are allowed for legitimate business purposes but should:

- never include cash payments;
- only be provided in connection with a legitimate business purpose;
- not be designed or intended to illegally influence business decisions or a business outcome;
- Be in line with laws, regulations and generally accepted policies for professional courtesy; and
- Be reasonable under the circumstances, with careful consideration given to the reputational impact of excessive gifting.

Adevinta companies whose employees or directors give or receive gifts must define threshold values and guidelines that apply to gifts (whether offered or received), hospitality and entertainment. If gifts, hospitality or entertainment exceed these thresholds, or if they are not in line with the guidelines then employees should contact their local Legal Compliance Officer or local Chief Financial Officer for advice.

4.2 Charities, donations and political activities

We carefully consider any payment to charities or political donations. These must:

- not be made to influence a business outcome; and
- be made to a legitimate, registered organisation.

All charitable payments or political donations must be approved by the local CEO / CFO and local board of directors and must align with Adevinta's strategy and objectives and accurately recorded in the books of the relevant entity.

4.3 Government officials and facilitation payments

We must be particularly careful when dealing with government officials. The definition of government officials is broad and includes officers and employees of government authorities, departments or public organisations, and of entities that are government owned or controlled. Individuals that act in an official capacity for governments or public organisations are also government officials.

Gifts or hospitality that are given to government officials must not be for the purpose of or create the perception that they are being used to, influence decisions or the use of administrative power.

Gifts or hospitality (such as meals and refreshments that are given when receiving government officials as guests) may only be provided to government officials when there is no doubt that the gifts or hospitality are legal. Accordingly, in all instances, this must be checked with, and confirmed by, your local Legal Compliance Officer.

4.4 Use of third-parties

A third-party must never be engaged to undertake an activity which we would not be comfortable in taking ourselves.

Third parties are entities, organisations or individuals that are engaged to provide products or services to or engage in business activities for (or on behalf of) companies in the Adevinta Group. Consultants, suppliers and agents are examples of third parties.

Illegal conduct by third parties with whom we do business can seriously affect our reputation. In addition, laws and regulations may hold us responsible for the conduct of third parties and require us to take measures to ensure that we do not become involved in bribery and corruption via third parties. We, therefore, use a risk assessment to determine when and to what extent due diligence on third parties is necessary.

Adevinta Group companies must do risk-based **due diligence** on those third parties that act for or on our behalf (i.e. where we are liable for their actions). These include our intermediaries, agents and lobbyists. Due diligence is the investigation of a third-party's background and dealings in order to identify any potential risks that are associated with that third-party.

The outcome of the due diligence investigation, including mitigating measures and approvals, should be recorded and made available to the relevant functions.

The relevant local Legal Compliance Officer should provide guidance on the third-party due diligence procedure based on specific local laws, regulations and business practices.

4.5 Example

a). Antonio is visiting a country where Adevinta wishes to start a business, but for which a specific licence is required. When Antonio applies for the licence he is told that the standard processing time is 6 months, but that the application can be 'fast-tracked' to 1 month upon payment of an amount to an official, for which no paperwork is required and no receipt given. This will give the Company a competitive advantage over others seeking to enter the market.

Should Antonio make the payment?

No, Antonio should not make the payment. The lack of paperwork and receipt is a clear indication that the fast-track process is not official and the payment would amount to corruption in the form of a facilitation payment.

b). A local acquaintance tells Antonio that he has a business that is well-connected with local authorities and is able to fast-track such issues.

Should Antonio engage his friend's company?

Antonio should only use a third-party if they would use the same official channels that all applicants would use, and would provide all paperwork to support. Antonio should do reasonable due diligence on the company to ensure that its operations are legitimate and that it is not just a cover for facilitation payments or bribery.

5. Policy scope and governance

All companies in the Adevinta Group must comply with these minimum standards.

The prior written approval of Adevinta's General Counsel is required for any deviation from this policy.

Each local Legal Compliance Officer is responsible for the implementation of this policy in the entities for which they are responsible through an Anti-Bribery and Anti-Corruption Programme that is developed in cooperation with business and management and takes account of specific local circumstances. The Legal Compliance Officer will report to the Adevinta Group on the implementation of this programme.

Adevinta's General Counsel is the ultimate owner of this Policy (and related documents) and has overall responsibility for the implementation of this Policy in the Adevinta Group.

This Policy will be reviewed on an annual basis by Adevinta's General Counsel and, in addition, may be reviewed from time to time to take account of, for example, changes to legislation, regulatory developments or organizational changes.

6. Key contacts and additional information

The following are key contacts in respect of this Policy:

- Adevinta Group Legal: legal@adevinta.com
- Adevinta Governance and Ethics: legal-ethics@adevinta.com

If you have any concerns regarding specific breaches of this policy, you can contact the above, or refer to the process for raising concerns regarding unethical business conduct, as set out in the [Code of Ethical Conduct](#) and the [Whistleblower Policy](#) available on the Adevinta Intranet.