ARTICLES OF ASSOCIATION
Adevinta ASA
(Updated as per 5 May 2020)

Article 1
Name
The company is a public limited liability company under the name Adevinta ASA.

Article 2
Registered office
The registered office of the company is in Oslo.

Article 3
Business
The business of the company is the operation of digital marketplaces and other types of business relating to this. The business of the company may be operated through participation in other companies.

Article 4
Share capital
The share capital of the company is NOK 136,989,700.40 divided into 684,948,502 shares, each with a nominal value of NOK 0.20. The shares of the company shall be registered in a securities depository.

Article 5
Transferability
The shares of the company are freely transferable.

Article 6
Board of directors
The board of directors of the company shall consist of 5 to 11 members, as determined by the general meeting.

Article 7
Signatory powers
The authority to sign on behalf of the company is held by the Chairman of the board of directors and one board member jointly. The board may grant procuration rights.

Article 8
General meeting
The annual general meeting shall consider and decide on the following matters:

1. Adoption of the profit and loss account and balance sheet, including the allocation of annual profit or the coverage of the annual loss.

2. Adoption of the group profit and loss account and group balance sheet.

3. Election of an election committee at the end of the service period. A total of 2-3 members are to be elected for the election committee. The general meeting elects the leader of the election committee. The election committee is elected for 2 years at a time, and shall, among other things, nominate candidates to be shareholder-appointed board members to the general meeting at the end of the service period or when there is a need for a
supplementary election. The election committee shall, to the extent possible, announce the proposed candidates in the notice of the general meeting.

The election committee makes proposals to the general meeting of remuneration to the board members. Proposals for directors' remuneration shall be made in advance for one year at a time calculated from the date of the general meeting.

The election committee may otherwise make statements regarding, and also make proposals towards the general meeting relating to, the size, composition and working procedures of the board of directors and may make statements regarding matters relating to the company's relationship with its auditor, and make proposals regarding the appointment of auditor and auditor's fees.

4. Election of shareholder-appointed board members when such posts are up for election.

5. The company may in the notice of the general meeting give a deadline for the announcement of attendance, which cannot expire earlier than 5 days prior to the general meeting.

6. Any other matters which pursuant to law or the articles of association fall under the general meeting.

7. The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting insofar as the board of directors finds that this can be done using adequately secure methods to authenticate the voter. The board of directors may establish further guidelines for such advance voting which shall be outlined in the notice of the general meeting.

**Article 9**

**Electronic communication with shareholders**

In cases where documents relating to matters to be considered and decided on at the general meeting are made available to the shareholders through the company's website, the statutory requirement stipulating that the documents are to be sent to the shareholders shall not apply. This also applies to documents which pursuant to law are to be included in or enclosed to the notice of the general meeting. However, shareholders may request to have sent to them documents that relate to matters to be considered and decided at the general meeting.