

The Nomination Committee's report 2019

Board and Nomination Committee Structure

The Group Board consists of seven shareholder-elected and three employee-elected directors.

It is the Nomination Committee's mandate to propose the composition of the shareholder-elected Board members. The three members elected by the employees are nominated and elected by the employees through a democratic process.

The employees have elected two alternate directors. Alternate directors attend the meetings only in the event of an absence. No alternate directors have been appointed by the shareholders.

The Group Board's working language is English.

The Nomination Committee consists of John A. Rein (Chair), Ann Kristin Brautaset and Spencer Adair. The Nomination Committee is elected for two years at a time, and all three members were re-elected at the Annual General Meeting in May 2019.

Instructions to the Nomination Committee can be accessed at www.schibsted.com.

Board balance and composition

The Board's shareholder-elected directors stand for re-election each year. The Nomination Committee evaluates the Group Board's effectiveness and continuously considers the recruitment of new directors.

In broad terms, the Nomination Committee endeavors to ensure that Schibsted's Group Board has an appropriate balance between continuity and renewal, maintains relevant expertise and experience of the evolving fields of the Group's operations and complies with the Norwegian Public Limited Companies Act's gender balance requirements.

In addition to gender balance, the Nomination Committee ensures that diversity with regards to age, education, professional background and geographic experience are applied as relevant criteria in their work on composition of the Board.

The Nomination Committee, based on meetings and conversations with Board members and Management, is in the opinion that the members of the present Group Board are highly qualified, possess a good mix of expertise and work together effectively. At the same time, the committee values a degree of renewal in the Board. Given the Group's higher concentration on Scandinavian markets, the Nomination Committee is prioritizing deep local knowledge over international experience.

Marianne Budnik, a Group Board Member since May 2016, will not be standing for re-election. The Nomination Committee thanks Marianne for her considerable and valuable contribution to the Group Board over this period.

The Nomination Committee proposes to elect Satu Huber and Karl-Christian Agerup as new Board members after a global search process. As a result, we propose the Group board will expand by one with eight shareholder-elected directors.

Satu has been amongst the most influential business leaders in Finland for over 20 years. She has held a variety of CEO roles at financial organizations, has Board experience at listed and non-listed companies and has worked in both the private and public sector. Satu is the

CEO at the Elo Mutual Pension Insurance Company and was previously CEO at LocalTapiola Pension and the Federation of Finnish Financial Services.

Karl-Christian Agerup has 25 years of experience of managing and investing in high growth companies in the media and tech industries. He has extensive Board experience, including Chairman roles in both private and publicly listed companies. Karl-Christian is the CEO of Olsotech AS and was the co-founder and General Partner of Northzone Ventures from 1994 to 2009. He is well known to Schibsted having been a Group Board member from 2008 to 2014 and is an alternate member of the Board of Tinius Trust and Blommenholm Industrier.

Pursuant to Article 8 of the Articles of Association, Blommenholm Industrier AS has exercised its right to directly appoint one director and has notified the company that they wish to re-appoint Ole Jacob Sunde.

Accordingly, the Annual General Meeting is invited to vote on the following directors at the Group Board for the period 2020-2021:

Ole Jacob Sunde (Chair, Norwegian)

Christian Ringnes (Norwegian)

Birger Steen (Norwegian)

Eugenie van Wiechen (Dutch)

Philippe Vimard (Canadian)

Anna Mossberg (Swedish)

Satu Huber (Finnish)

Karl-Christian Agerup (Norwegian)

The candidates are presented as an attachment to the notice of the Annual General Meeting. The notice, and a detailed presentation of the candidates, are available on the Schibsted website at www.schibsted.com.

The Nomination Committee proposes one ballot for each individual director at the Annual General Meeting on the 6 Mai 2020.

Directors' independence

Information on the directors' business relationships with shareholders or others with links to the shareholders, or to Schibsted, is disclosed under the "Corporate Governance" section.

The representation on the Group Board reflects the ownership shares in Schibsted and the right to elect directors, which, according to Schibsted's Articles of Association, belongs to shareholders holding at least 25 per cent of the A-shares (Article 8). As a consequence of Ole Jacob Sunde's and Karl-Christian Agerup's links with Blommenholm Industrier and the Tinius Trust, the Nomination Committee does not consider either to be independent directors.

The Nomination Committee considers all the other directors to be independent. Thus, six of the eight proposed shareholder-elected Group Board members are considered independent.

The group board's compensation committee and audit committee

The members of the Compensation Committee and the Audit Committee are both elected by the Group Board for a one-year period. The task of these two committees is to prepare case files and documentation, as required, for the Group Board's consideration.

In the assessment of the Group Board's work, the preparatory efforts by the select committees are identified as important and positive contributions to the sound and thorough consideration of complex matters.

Compensation and remuneration

All compensation and remuneration payable to Schibsted's corporate bodies is stipulated annually in advance by the Annual General Meeting based on a compensation and remuneration proposal from the Nomination Committee.

The Nomination Committee considers the current compensation to Group Board members to be in line with Norwegian market practice. Over the long term, compensation should normally be adjusted annually in order to reflect general wage inflation in society as a whole.

The Nomination Committee considered the merits of moving from the current 100% cash compensation for Group Board members towards a partial share-based remuneration structure during the year. We concluded against such an arrangement but remain open to hear the opinion of other shareholders. We would like to encourage all Group Board members to hold shares on the company personally.

It is the Nomination Committee's responsibility to propose a compensation for the committee itself. The workload for the committee varies from term to term, but the current level of compensation is considered to be appropriate, from an average perspective. As for the Board member compensation, the level should normally be adjusted annually to reflect general wage inflation in society.

On this background the Committee proposes the following fees for the period 2020-2021. A comparison with current figures is also provided below:

All figures in NOK	2020-21	2019-20
a) Group Board members		
Chair	1 102 000	1 094 000
Other directors	517 000	512 000
Alternate directors	24 000	23 000
b) Members of the Compensation Committee		
Chair	130 000	129 000
Other committee members	85 000	84 000
(c) Members of the Audit Committee		
Chair	192 000	190 000
Other committee members	118 000	117 000
(d) Members of the Nomination Committee		

Chair	139 000	138 000
Other committee members, per meeting	86 000	85 000

The Committee proposes to maintain the flexibility to grant an allowance of NOK 100,000 to Group Board members resident outside the Oslo region. For the upcoming period 2020-2021 the Nomination Committee has adopted the following allowance tariffs: NOK 50,000 for Group Board members resident outside the Oslo region but in the Nordic countries, and NOK 100,000 for Group Board members resident outside the Nordic countries.

Election of the Nomination committee

According to Schibsted's Articles of Association §10, the Nomination Committee is elected for two years. The service period for all the three members ends in 2021.

Oslo, 14 April 2020

John A. Rein

Ann Kristin Brautaset

Spencer Adair