

The Nomination Committee of Catena Media plc's proposals and reasoned statement for decisions at the Annual General Meeting of Catena Media to be held on 28 April 2017

The Nomination Committee and its work

According to the principles resolved upon by the Annual General Meeting held on 26 May 2016, the Nomination Committee has been composed on the basis of the ownership of Catena Media plc (“**Catena**”) on the last day in August 2016. Accordingly, the Nomination Committee for the Annual General Meeting 2017 (the “**Meeting**”) consists of Erik Bergman (representing Aveny Limited), Øystein Engebretsen (representing Investment AB Öresund), Henrik Persson Ekdahl (representing Optimizer Invest Ltd) and Kathryn Moore Baker (Chairman of the Board of Directors of Catena).

The Nomination Committee has been working in accordance with requirements set out in the Swedish Code of Corporate Governance (the “**Code**”) and in accordance with the instructions resolved upon by the Annual General Meeting 2016. Since the appointment of the Nomination Committee, the committee has had frequent contacts in order to fulfil the requirements posed on it.

Proposals of the Nomination Committee

The Chairman of the Meeting

The Nomination Committee proposes Kathryn Moore Baker to be elected as Chairman of the Meeting.

Members of the Board of Directors

The current Board of Directors comprises of Anders Brandt, Andre Lavold, Henrik Persson Ekdahl, Kathryn Moore Baker, Mathias Hermansson and Mats Alders. For the period until the next Annual General Meeting, the Nomination Committee proposes that all current members of the Board of Directors are re-elected.

Chairman of the Board of Directors

The Nomination Committee proposes Kathryn Moore Baker to be re-elected as Chairman of Board of Directors.

Remuneration to the Board of Directors

The remuneration is proposed to remain unchanged from last year. Thus, remuneration for the Board of Directors is proposed to be EUR 220,000, of which EUR 70,000 shall be paid to the Chairman of the Board of Directors and EUR 30,000 to each of the other members of the Board of Directors. The members of the Board of Directors of the Company may invoice the fees through a company, provided that fiscal conditions so permit and that such arrangement is cost neutral for the Company.

The committees of the Company have received remuneration for their work up until the Meeting in accordance with the following: (i) Audit Committee Chairman: EUR 12,500; (ii) Audit Committee members: EUR 6,250; (iii) M&A Committee Chairman: EUR 12,500;

(iv) M&A Committee members: EUR 6,250; (v) Remuneration Committee Chairman: EUR 6,250; and (iv) Remuneration Committee member: EUR 3,125.

The Nomination Committee proposes that the remuneration to the Audit Committee, M&A Committee and Remuneration Committee, respectively, for the period until the next Annual General Meeting, shall be unchanged.

Auditors

PriceWaterhouseCoopers Malta is proposed to be re-elected as the Company's auditor for the period until the next Annual General Meeting.

Remuneration to the Auditors

The Nomination Committee proposes that the auditor's fees shall be payable in accordance with approved invoice.

Proposal on principles for the composition of the Nomination Committee

The Nomination Committee proposes the following procedure for appointment of the Company's Nomination Committee.

The Nomination Committee proposes that the Meeting resolves on the following regarding the principles for appointing the Nomination Committee for the next annual general meeting.

The Nomination Committee shall consist of four members. The three, in terms of votes, largest shareholders/owner groups (the "**Largest Shareholders**") as per 31 August the year prior to the next annual general meeting, according to the list of shareholders in the share register maintained by Euroclear Sweden AB or that in another way are proved to be one of the Largest Shareholders, are entitled to appoint one member of the Nomination Committee each. In addition, the chairman of the Board of Directors shall be appointed as member of the Nomination Committee. The chairman of the Board of Directors shall no later than 15 October the year prior to the next annual general meeting summon the Largest Shareholders. If any of these shareholders waive their right to appoint a member of the Nomination Committee, the next shareholder/owner groups in order of size shall be given the opportunity to appoint a member of the Nomination Committee.

The CEO or any other person from the senior management shall not be a member of the Nomination Committee. The chairman of the Board of Directors shall summon the Nomination Committee's first meeting.

The chairman of the Board of Directors shall not be appointed chairman of the Nomination Committee. The Nomination Committee's term of office extends until a new Nomination Committee is appointed. The composition of the Nomination Committee shall be made public no later than 6 months before the annual general meeting.

If it becomes known that a shareholder that has appointed a member of the Nomination Committee, as a result of changes in the said owner's shareholdings or due to changes in other owners' shareholdings, is no longer one of the Largest Shareholders, the committee member who was appointed by said shareholder shall, if the Nomination Committee so

decides, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder that has not already appointed a member of the Nomination Committee.

If the registered ownership structure is otherwise significantly changed prior to the completion of the Nomination Committee's work, the composition of the Nomination Committee shall, if the Nomination Committee so decides, be changed in accordance with the above stated principles.

The tasks of the Nomination Committee shall be to prepare, for the next annual general meeting, proposals in respect of number of directors of the Board of Directors, remuneration to the Chairman of the Board of Directors, the other directors of the Board of Directors and the auditors respectively, remuneration, if any, for committee work, the composition of the Board of Directors, the Chairman of the Board of Directors, proposal for composition of the nomination committee, chairman at the annual general meeting and election of auditors. The Company shall pay for reasonable costs that the nomination committee has considered to be necessary in order for the Nomination Committee to be able to complete its assignment.

Reasoned statement of the Nomination Committee

The Nomination Committee has made an assessment of the composition and size of the current Board of Directors. The Nomination Committee notes that the current Board of Directors functions well and that the work is carried out in a solid and efficient manner. In light of this, the Nomination Committee proposes that the current members of the Board of Directors shall be re-elected at the Annual General Meeting of 2017. The Nomination Committee notes that only one of the members of the Board of Directors is a woman and will thus continue its work to strive for a more gender balanced composition of the Board of Directors.

Further information regarding the current members of the Board of Directors is available on the Company's website, www.catenamedia.com.