

**CATENA MEDIA PLC (the “Company”)**

**Form of Proxy for use at Annual General Meeting**

Title Name Surname

Address 1

Address 2

Address 3

Country

Postcode

I/we (block capitals)..... a shareholder  
of the above-named company, hereby appoint:

1. The Chairman of the Meeting or

2. Name: .....

ID/Passport No:.....

Address:.....

*Delete as necessary*

as my/our proxy to attend and vote for \_\_\_\_\_ shares\* in the Company on my/our behalf  
at the Annual General Meeting to be held at 09:30 am CET at the premises Helio GT30  
“Turbine”, Grev Turegatan 30 in Stockholm, Sweden on Thursday, 26 April, 2018 and at any  
adjournment thereof.

Unless I/we indicate on this Form of Proxy my/our voting preferences overleaf, my/our Proxy is  
authorized to vote as he/she thinks fit.

**Proxy holder is to complete the enclosed Disclosure Form and return it with the Form of  
Proxy.**

My/Our Proxy is authorized to vote:

as he/she wishes

as indicated on the “Voting Instructions” overleaf (*in which case please refer to  
separate ‘Voting Instructions’*)

\* Please insert amount of shares covered by this proxy.

Shareholder Signature: \_\_\_\_\_

Personal identification number/company registration number of shareholder: \_\_\_\_\_

Tel/Mob: \_\_\_\_\_

E-mail address: \_\_\_\_\_

*1) The original signed proxy form and, where the shareholder is a corporation, a certified copy of a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received no later than 27 March 2018 by Euroclear Sweden AB at Catena Media plc, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable certified copies of certificates of registration or similar) as soon as possible.*

*2) If a Proxy other than the Chairman is preferred, please delete the reference to the Chairman of the Meeting in Section 1 of the box above and insert the details of the Proxy so chosen in Section 2 of the box above (strike out whichever is not desired).*

*3) The appointment of a proxy must be in writing and in its form must comply with Article 42 of the Articles of Association of the Company and (a) where the shareholder is an individual, be signed by him/her or (b) where the shareholder is a corporation, be signed by a duly authorized officer of the corporation.*

*4) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.*

*5) The person appointed as proxy shall vote as you have directed in respect of the above resolutions or on any other resolution that is properly put to the meeting. If this form is returned without any indication as to how the proxy shall vote, the proxy shall exercise their discretion as to how to vote or whether to abstain from voting.*

### VOTING INSTRUCTIONS

Please indicate with an 'X' in the relevant boxes for each resolution below how you wish your votes to be cast. The 'vote withheld' option below is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

<b>NO.</b>	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTES WITHHELD</b>	<b>AT DISCRETION</b>
<b>2.</b>	Appointment of Kathryn Moore Baker as chairman of the Annual General Meeting in accordance with the proposal of the Nomination Committee.				
<b>3.</b>	Approval of voting list of the Annual General Meeting				
<b>4.</b>	Approval of one or two persons to verify and sign the minutes of the Annual General Meeting				
<b>5.</b>	Approval of the agenda of the Annual General Meeting				
<b>NO.</b>	<b>ORDINARY BUSINESS (ORDINARY RESOLUTIONS)</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTES WITHHELD</b>	<b>AT DISCRETION</b>
<b>8.</b>	Approval of Audited Financial Statements, Directors' Report and Auditors' Report for the year ended 31 <sup>st</sup> December, 2017				
<b>9.</b>	Declaration of dividends in accordance with the proposal of the Board of Directors				
<b>NO.</b>	<b>SPECIAL BUSINESS (EXTRAORDINARY RESOLUTIONS)</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTES WITHHELD</b>	<b>AT DISCRETION</b>
<b>10.</b>	Approval of the amendments to the Memorandum and Articles of Association of the Company (i) increasing the maximum number of members of the Board of Directors to 7 (seven) Directors and (ii) amending one of the objects of the Company to conform with a recent Maltese legislative amendment				
<b>11.</b>	Approval of (i) the amendments to the Memorandum and Articles of Association of the Company in respect of the right of Directors to issue shares and withdraw pre-emption rights pursuant to the exercise of options under incentive programmes established				

	by the company and (ii) that any Director or Company Secretary be and is hereby authorised to sign the updated Memorandum & Articles of Association of the Company (implementing the changes approved under Agenda items 10 and 11) and to handle its registration with the relevant authorities.				
<b>NO.</b>	<b>ORDINARY BUSINESS (ORDINARY RESOLUTIONS)</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTES WITHHELD</b>	<b>AT DISCRETION</b>
<b>12.</b>	Approval of the number of members of the Board of Directors in accordance with the proposal of the Nomination Committee (subject to the passing of the prior resolution under agenda item 10 to amend the Memorandum and Articles of Association to increase the maximum number of directors to seven (7) members).				
<b>13.</b>	Approval of fees for members of the Board of Directors in accordance with the proposal of the Nomination Committee.				
<b>14.</b>	Approval of fees for the auditor in accordance with the proposal of the Nomination Committee.				
<b>15.</b>	Approval of the appointment of Anders Brandt as director of the Company for the period until the end of the next Annual General Meeting				
<b>15.</b>	Approval of the appointment of Andre Lavold as director of the Company for the period until the end of the next Annual General Meeting				
<b>15.</b>	Approval of the appointment of Henrik Persson Ekdahl as director of the Company for the period until the end of the next Annual General Meeting				
<b>15.</b>	Approval of the appointment of Kathryn Moore Baker as Chairman and director of the Company for the period until the end of the next Annual General Meeting				
<b>15.</b>	Approval of the appointment of Mathias Hermansson as director of the Company for the period				

	until the end of the next Annual General Meeting				
15.	Approval of the appointment of Mats Alders as director of the Company for the period until the end of the next Annual General Meeting				
15.	Approval of the appointment of Cecilia Qvist as director of the Company from the date of registration of the updated Memorandum and Articles of Association of the Company by the Maltese Registry of Companies until the end of the next Annual General Meeting (subject to the passing of the prior resolutions under (i) agenda item 10 to amend the Memorandum and Articles of Association to increase the maximum number of directors to seven (7) members and (ii) agenda item 12)				
16.	Election of auditor in accordance with the proposal of the Nomination Committee.				
<b>NO.</b>	<b>SPECIAL BUSINESS (ORDINARY RESOLUTIONS)</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTES WITHHELD</b>	<b>AT DISCRETION</b>
17.	Approval of principles for appointment of the Nomination Committee for the Annual General Meeting of 2019 in accordance with proposal of the Nomination Committee.				
18.	Approval of guidelines for remuneration of senior management in accordance with proposal of the Board of Directors.				
19.	Approval of the adoption of a long-term incentive program for key employees within the Catena Group in accordance with proposal of the Board of Directors.				