

CATENA MEDIA PLC (the "Company")

Form of Proxy for use at Annual General Meeting

Please insert shareholder name and address:

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:.....

(Check the appropriate box 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 15:00 CET at the premises "Tändstickspalatset", Västra Trädgårdsgatan 15 in Stockholm, Sweden on Thursday, 2 May 2019 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.

My/Our Proxy is authorized to vote:

as he/she wishes

as indicated in the "Voting Instructions" overleaf (***in which case please refer to, complete and submit the separate 'Voting Instructions' sheet***)

* Please insert number 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 2 April 2019 by Euroclear Sweden AB, through the postal address Catena Media plc, c/o Euroclear Sweden AB, Box 191, SE-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 check the second box above and insert the details of the Proxy so chosen.*
- 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.*
- 6) *For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.*

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.

NO.	ORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD	AT THE PROXY'S DISCRETION
2.	Appointment of Kathryn Moore Baker as chairman of the Annual General Meeting in accordance with the proposal of the Nomination Committee.				
3.	Approval of voting list of the Annual General Meeting.				
4.	Approval of one or two persons to verify and sign the minutes of the Annual General Meeting.				
5.	Approval of the agenda of the Annual General Meeting.				
NO.	ORDINARY BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT THE PROXY'S DISCRETION
8.	Approval of Audited Financial Statements, Directors' Report and Auditors' Report for the year ended 31 st December, 2018.				
9.	Declaration of dividends in accordance with the proposal of the Board of Directors.				
10.	Approval of the number of members of the Board of Directors in accordance with the proposal of the Nomination Committee.				
11.	Approval of fees for members of the Board of Directors in accordance with the proposal of the Nomination Committee.				
12.	Approval of fees for the auditor in accordance with the proposal of the Nomination Committee.				
13.	Approval of the appointment of Per Widerström as director of the Company for the period until the				

	end of the next Annual General Meeting				
13.	Approval of the appointment of Theodore Bergquist as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Øystein Engebretsen as director of the Company for the period until the end of the next Annual General Meeting				
13.	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				
13.	Approval of the appointment of Göran Blomberg as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Mats Alders as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Cecilia Qvist as director of the Company for the period until the end of the next Annual General Meeting				
14.	Election of auditor in accordance with the proposal of the Nomination Committee.				
NO.	SPECIAL BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT THE PROXY'S DISCRETION
15.	Approval of principles for appointment of the Nomination Committee for the Annual General Meeting of 2020 in accordance with proposal of the Nomination Committee.				
16.	Approval of guidelines for remuneration of senior management in accordance with proposal of the Board of Directors.				
17.	Approval of renewal of the permission for the Board of				

	Directors to issue shares and warrants in accordance with articles 7.1 and 7.3 of the Company's Articles of Association and in line with incentive programme obligations, in accordance with proposal of the Board of Directors.				
18.	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.				
19.	Approval of the adoption of an additional long-term incentive program for key persons within the Catena Group in accordance with proposal put forward by shareholders Bodenholm Capital and Ruane Cunniff				