

**Minutes** kept at the Annual General Meeting of Catena Media plc, C70858 held on 2 May 2019 from 15.00-16.00 p.m. (CEST), at “Tändstickspalatset”, Västra Trädgårdsgatan 15 in Stockholm, Sweden

## **§ 1**

The Chairman of the Board of Directors, Kathryn Moore Baker, welcomed the participants of the Annual General Meeting, after which she declared the meeting opened.

## **§ 2**

It was resolved to elect the Chairman of the Board of Directors, Kathryn Moore Baker, as chairman of the Annual General Meeting.

It was noted that the Chairman had appointed Simon Schembri of Ganado Advocates to act as the secretary at the Annual General Meeting.

It was resolved that invited guests were welcome to participate at the meeting.

## **§ 3**

The attached list of shareholders in attendance, Appendix 1, was drawn up as the voting list for the Annual General Meeting. It was noted that a total of 26,854,988 shares and votes were represented at the meeting, corresponding to 47.23 per cent of the total amount of shares and votes in the company.

## **§ 4**

Jenny Hildén, representing certain institutional shareholders, was appointed to approve the minutes of the meeting.

## **§ 5**

The Chairman of the Board of Directors declared that the agenda for the Annual General Meeting as proposed by the Board of Directors in the notice should guide the Annual General Meeting.

## **§ 6**

The secretary noted that both a Swedish and English version of the notice convening the Annual General Meeting had been published on the Company’s website on 19 March 2019. In addition, an announcement was published in the Swedish newspaper Dagens Industri on 21 March 2019, i.e. more than 21 days before the meeting.

The chairman declared that the Annual General Meeting had been duly convened.

## **§ 7**

Per Hellberg, in his capacity as CEO, described the Company’s operations for the financial year 2018.

**§ 8**

The Company's auditor PricewaterhouseCoopers Malta, represented by Ms. Romina Soler, gave a brief overview of the consolidated financial statements of the Company, the Directors' Report and auditors' Report for the financial year ending 31 December 2018.

It was noted that the consolidated financial statements of the Company, the Director's report and the auditor's report for the financial year ending 31 December 2018 have been available on the Company's website since 29 March 2019 and sent to shareholders who had so requested. It was resolved that the said documents had been duly submitted.

It was resolved to approve the submitted consolidated financial statements of the company, the Director's report and the auditor's report.

**§ 9**

It was resolved, in accordance with the proposal of the Board of Directors, that no dividends shall be paid for the financial year 2018.

**§ 10**

The Chairman of the nomination committee, Lennart Francke, presented the proposals and reasoned statement of the nomination committee under agenda items 10-15.

It was resolved, in accordance with the proposal of the nomination committee, that the Board of Directors shall be composed of seven (7) members.

**§ 11**

It was resolved, in accordance with the proposal of the nomination committee, that: the remuneration to the Directors shall be paid in accordance with the following: EUR 90,000 shall be paid to the Chairman and EUR 40,000 to each of the other members of the Board of Directors. Further, it was resolved that members of the committees of the Board of Directors shall receive remuneration in accordance with the following: (i) audit committee chairman: EUR 12,500, (ii) audit committee member: EUR 6,250, (iii) remuneration committee chairman: EUR 6,250 and (iv) remuneration committee member: EUR 3,125.

**§ 12**

It was resolved, in accordance with the proposal of the nomination committee, that the auditor's fees shall be payable in accordance with the approved invoice.

**§ 13**

In accordance with the proposal of the nomination committee, it was resolved to re-elect Kathryn Moore Baker, Mats Alders, Øystein Engebretsen and Cecilia Qvist as members of the Board of Directors, and to elect Göran Blomberg, Per Widerström and Theodore Bergquist as new members of the Board of Directors, for the period until the end of the next annual general meeting. Kathryn Moore Baker was re-elected as Chairman of the Board of Directors.

**§ 14**

In accordance with the proposal of the nomination committee, it was resolved to re-elect PricewaterhouseCoopers Malta as the Company's auditor until the end of the next annual general meeting.

#### **§ 15**

It was resolved to approve the nomination committee's proposal on principles for appointing the nomination committee for the annual general meeting of 2020.

#### **§ 16**

It was resolved to approve the Board of Director's proposal on guidelines for remuneration to the senior executives for the period until the annual general meeting of 2020.

#### **§ 17**

It was resolved to approve the Board of Director's proposal on the renewal of the permission for the Board of Directors to issue shares in terms of Articles 7.1 and 7.3 of the Company's Articles of Association for a five-year period from the date of the Annual General Meeting.

#### **§ 18**

It was resolved to, in accordance with the Board of Director's proposal, implement a new long-term incentive programme for key persons within the Catena Group.

#### **§ 19**

It was resolved to, in accordance with the proposal from the shareholders Bodenholm Capital and Ruane Cunniff, adopt an additional long-term incentive programme for key persons within the Catena Group.

#### **§ 20**

As it was noted that no other matters had been duly submitted, the Chairman thanked those present for their attention and attendance and the Annual General Meeting was declared closed.

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Kathryn Moore Baker  
Chairman



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Simon Schembri  
Secretary

Verified:









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Jenny Hildén

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