

Minutes kept at the Annual General Meeting of Catena Media plc, C70858 held on 15 May 2020 from 10.00 a.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 Øystein Engebretsen as chairman of the Annual General Meeting.

It was noted that the Chairman had appointed General Counsel Louise Wendel 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 16,910,174 shares and votes were represented at the meeting, corresponding to approximately 27.5 per cent of the total amount of shares and votes in the company.

§ 4

Clarissa Fröberg, 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 1 April 2020. In addition, an announcement was published in the Swedish newspaper Dagens Industri on 6 April 2020, i.e. more than 21 days before the meeting.

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

§ 7

It was noted that the CEO statement could be found in the Company’s annual report for the financial year ending 31 December 2019.

§ 8

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 2019 have been available on the Company's website since 30 March 2020 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 2019.

§ 10

It was resolved, in accordance with the proposal of the nomination committee, that the Board of Directors shall be composed of six (6) 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 by 78.4% of the votes present and represented at the Annual General Meeting to re-elect Göran Blomberg, Øystein Engebretsen, Theodore Bergquist and Per Widerström as members of the Board of Directors, and to elect Adam Krejcik and Marcus Lindqvist as new members of the Board of Directors, for the period until the end of the next annual general meeting. Göran Blomberg was 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 2021.

§ 16

It was resolved by 98.9% of the votes present and represented at the Annual General Meeting to approve the Board of Directors' proposal on guidelines for remuneration to the senior executives and the Board of Directors for the period until the annual general meeting of 2024.

§ 17

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

§ 18

All the shareholders present or represented at the Annual General Meeting voted in favour of the extraordinary resolution proposed by the Board of Directors on amendments to the Company's articles of association in light of Directive (EU) 2017/828 (shareholder rights directive II) (the "**SRD II Extraordinary Resolution**").

However, given that the requisite majority required to pass the SRD II Extraordinary Resolution (as proposed by the Board of Directors) was not present at the meeting, the said SRD II Extraordinary Resolution was not adopted.

§ 19

All the shareholders present or represented at the Annual General Meeting voted in favour of the extraordinary resolution proposed by the Board of Directors on amendments to Article 7 of the Company's Articles (authority for the Board of Directors to issue shares) (the "**Article 7 Extraordinary Resolution**").

However, given that the requisite majority required to pass the Article 7 Extraordinary Resolution (as proposed by the Board of Directors) was not present at the meeting, the Article 7 Extraordinary Resolution was not adopted.

§ 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.

* * *



Øystein Engebretsen
Chairman



Louise Wendel
Secretary

Verified:



Clarissa Fröberg

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05 / 25 / 2020

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Sent for signature to Louise Wendel (louise.wendel@catenamedia.com), Øystein Engebretsen (oystein.engebretsen@oresund.se) and Clarissa Fröberg (clarissa.froberg@walthon.se) from louise.wendel@catenamedia.com
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05 / 25 / 2020

14:23:09 UTC

Viewed by Øystein Engebretsen (oystein.engebretsen@oresund.se)
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14:23:23 UTCSigned by Öystein Engebretsen
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SIGNED**05 / 25 / 2020**
14:24:51 UTCSigned by Louise Wendel (louise.wendel@catenamedia.com)
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14:25:58 UTCSigned by Clarissa Fröberg (clarissa.froberg@walthon.se)
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