

**SUPPLEMENT TO CATENA MEDIA PLC'S PROSPECTUS REGARDING INVITATION  
TO SUBSCRIBE FOR UNITS CONSISTING OF CAPITAL SECURITIES AND  
WARRANTS IN CATENA MEDIA PLC**

**12 June 2020**

# Supplement to the Prospectus regarding invitation to subscribe for units consisting of capital securities and warrants in Catena Media plc

This document (the “**Supplementary Prospectus**”) has been prepared by Catena Media plc, reg. no. C70858 (“**Catena Media**” or the “**Company**”) as a supplement to the prospectus regarding invitation to subscribe for units consisting of capital securities and warrants in Catena Media, which was approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen* (the “**SFSA**”) on 11 June 2020 (the SFSA’s registration number 20-11576) (the “**Prospectus**”). The Supplementary Prospectus is a part of, and shall be read together with, the Prospectus.

The definitions used in the Prospectus are also applicable in relation to this Supplementary Prospectus.

This Supplementary Prospectus was approved by and registered with the Swedish Financial Supervisory Authority on 12 June 2020 (the SFSA’s registration number 20-14166) in accordance with Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

The Company accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the Company’s knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplementary Prospectus and the Prospectus are available at the Company’s website ([www.catenamedia.com](http://www.catenamedia.com)).

## Purpose of the Supplementary Prospectus

This Supplementary Prospectus has been prepared to correct certain erroneous information in the Prospectus.

## Supplements and amendments to the Prospectus

The following supplements and/or amendments shall apply to the Prospectus.

### Section “Dilution as a result of the offer” in the Summary

The first paragraph of Section “Dilution as a result of the offer” in the Summary of the Prospectus (page 7 of the Prospectus) shall be amended with the following (underlined text indicates the change):

“Upon full subscription in the Rights Issue, and assuming exercise of all of the Warrants in the Rights Issue, the Company’s share capital will increase by EUR 61,568.74 to EUR 153,921.85 and the number of shares in the Company will increase by 41,045,826 shares to 102,614,566 shares, which corresponds to a dilution effect for existing shareholders of approximately forty (40) per cent.”

### Section “Reasons for the offer” in the Summary

In the second sentence of footnote 1 (page 8 of the Prospectus), “101.5” shall be replaced with “100.5”.

### Section “Use of proceeds and net amount of proceeds” in the Summary

The Section “Use of proceeds and net amount of proceeds” in the Summary of the Prospectus (page 8 of the Prospectus) shall be replaced by the following:

“The total issue proceeds amounting to approximately SEK 646.4 million, being the Rights Issue amount of approximately SEK 684 million after deduction of transaction related costs in the amount of approximately SEK 37.6 million, will be used towards:

1. partial prepayment of the Existing Senior Bonds of EUR 49.5 million (equalling approximately SEK 518.7 million<sup>1</sup>), and
2. general corporate purposes (remaining proceeds of approximately SEK 127.70 million).”

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<sup>1</sup> Approximately SEK 518.7 million based on the Swedish Central Bank’s exchange rate of SEK 10.4781 for one (1) EUR as per 11 June 2020.

*Section “Background and reasons”*

- The first sentence of paragraph three under the heading “*Use of proceeds*” (page 20 of the Prospectus) shall be replaced by the following:

“The total issue proceeds amounting to approximately SEK 646.4 million, being the Rights Issue amount of approximately SEK 684 million after deduction of transaction related costs in the amount of approximately SEK 37.6 million, will be used towards (i) partial prepayment of the Existing Senior Bonds of EUR 49.5 million (equalling approximately SEK 518.7 million<sup>2</sup>), and (ii) general corporate purposes (remaining proceeds of approximately SEK 127.70 million).”

- In the second sentence of footnote 1 (page 20 of the Prospectus), “101.5” shall be replaced with “100.5”.

*Section “Working capital statement and capital requirements”*

In the second sentence of footnote 1 (page 61 of the Prospectus), “101.5” shall be replaced with “100.5”.

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<sup>2</sup> Approximately SEK 518.7 million based on the Swedish Central Bank’s exchange rate of SEK 10.4781 for one (1) EUR as per 11 June 2020.