

Subscription for Units in Catena Media plc ("Catena Media") Subscription WITHOUT unit subscription rights



**Subscription period:**  
15 June 2020 – 26 June 2020  
**Subscription price:**  
SEK 100 per Unit

**Submit application form to:**

Transaction Support  
Carnegie Investment Bank AB (publ)  
Regeringsgatan 56  
SE-103 38 Stockholm  
Sweden

**Application form must be received by Carnegie no later than 3 p.m. (CET) on 26 June 2020.**

With reference to the prospectus prepared by the Board of Directors in Catena Media, dated 11 June 2020 (the "Prospectus"), I/we hereby apply to subscribe **without** unit subscription rights for:

Units in Catena Media, or the lower number that may be allotted after reductions, if any, for the unit subscription price of SEK 100 per unit. No commission will be charged.

**Please note that should the subscription be for more than 1,500 units, a copy of a certified identification document must be enclosed for the application form to be valid.**

**Notice of allotment and payment**

A contract note confirming allotment of units subscribed for without unit subscription rights will be sent to the subscriber, which is estimated to occur on or around 30 June 2020. Subscribers who have not been allotted units will not receive a notice. Payment for units allotted must be made in accordance with the instructions stated on the contract note no later than two banking days after the notice regarding allotment has been sent to the subscriber. Delivery of paid subscribed units (BTUs) is to be completed once payment has been made, on 2 July 2020 at the earliest. The delivery of the capital securities and warrants (please see the Prospectus for full terms) is expected on or around 10 July 2020.

**PEP – Information regarding politically exposed persons**

Are you or have you been a PEP\* in the past 18 months or are you related or have a business relationship with a PEP?

**Yes** (If yes, questions in the form "Person in politically exposed positions" must be answered in order for the application form to be valid)

**No**

**The undersigned is aware of and acknowledges that:**

- The offer to the public solely includes persons with tax domicile in Sweden
- The application is binding and if more than one application form is submitted by the same applicant, only the most recently dated application will be considered
- A VP-account or custody account at a Swedish Bank or other securities institute has to be opened by the time of submission of the application form
- Allotment of units may be done with a lower number of units than the application specifies and may also be completely omitted
- Payment of units allocated through Carnegie is to be completed no later than two banking days after the notice regarding allotment has been sent to the subscriber
- Delivery of paid subscribed units (BTU) will be completed once payment has been made, on 2 July 2020 at the earliest
- Applications forms that are incomplete, filled out incorrectly or received too late may be disregarded
- No changes or additions are allowed to the printed text on the application form
- The application has not been preceded by any investment advisory or other advisory. I/we have independently made the decision to purchase units.

Subscribed and allotted securities should be registered on the following VP account:

VP-account number  
0 0 0 | | | | | | | | | | | | | | | | | | | | | |

**Please note that for shareholders whose holding is registered with a custodian or other nominee, subscription for units shall be made in accordance with instructions from their custodian or nominee.**

For information regarding notice of allocation, payment and receiving of units, see further the Prospectus or call +46 (0) 8 5886 94 83. Carnegie is hereby granted a proxy to take the actions Carnegie finds necessary in order for the allocated units and associated capital securities and warrants to be transferred to a VP- or custody account belonging to the undersigned. Furthermore it is confirmed that the undersigned have taken notice of what I specified below, under "Important information".

**Information regarding the subscriber, mandatory.**

**PLEASE WRITE IN BLOCK LETTERS**

Personal ID number/Registration number	Legal Entity Identifier, LEI** (mandatory for legal entities)
Family name/Company name	First name
Postal address	Postal code and city
Telephone (daytime)	E-mail address
Place and date	Signature of subscriber (where applicable, parent or guardian)

**Information regarding guardians and trustees**

If investment decisions are made by a guardian or trustee, the special form "Guardian and trustee" must be filled in and attached to the application in order for the application to be valid. This form may be obtained from any of Carnegie's offices in Sweden or downloaded from Carnegie's website www.carnegie.se

**National Client Identifier – NID\*\*\***

If the person who signs is a natural person, NID shall be stated

Citizenship, if several state all	Birth date (year, month, day)	NID*** (see back)
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**Ownership of legal entity**

A true principal means the natural person who controls the company directly or indirectly through control of more than 25% of the shares (capital, shares or equivalent) or the votes, or otherwise exercises control of the company. If no real principal is present, a so-called alternative real principal should be stated. This should be a person who is the Chairman of the Board, the Managing Director or any other equivalent executive. Copy of ID document for the alternate true principal should be attached if no true principal is present.

Is there a true principal? (check the box)	Yes	No	If Yes, Ownership (%):
Name	Personal ID number		
Postal address	Is the true principal a PEP*? (YES/NO)		

\* PEP refers to a person who currently has or has previously had an important public function in a state or in an international organization (eg minister, parliamentary and ambassador).

**Important information:**

This application form and the other documents relating to rights issue described above do not constitute an offer to sell or a solicitation of an offer to buy or subscribe for the securities or the unit subscription rights of the Company in any jurisdiction where such offer would be illegal. No action has been taken, or will be taken, to permit an offer to be made to the public in any jurisdiction other than Sweden. Other than as described below, the offer is not being made, and will not be made, directly or indirectly, to persons located, residing or organised in the United States, Canada, Australia, Japan, South Africa, Hong Kong, Switzerland, Singapore, New Zealand or in any other jurisdiction (each, a "Restricted Jurisdiction") where such offer would be illegal or would require registrations, qualifications or actions other than those required under Swedish law. Accordingly, this application form, the rights issue documents and the information contained therein are not being, and must not be, taken, sent, transmitted or distributed into or within any Restricted Jurisdiction.

In any EEA Member State other than Sweden, this application form is only addressed to and is only directed at qualified investors in that Member State within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation"), i.e., only to investors who can receive the application form without an approved prospectus in such EEA Member State.

This application form is only being distributed to and is only directed at persons in the United Kingdom that are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) high net worth entities, and other persons to whom this application form may lawfully be distributed, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). This application form must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this application form relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this application form must satisfy themselves that it is lawful to do so.

The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or with any other securities regulatory authority in any state or jurisdiction of the United States, and may not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, in, into or within the United States, except in a transaction not subject to, or pursuant to an exemption from, the registration requirements of the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States.

Any subscription or purchase in violation of the above restrictions will be considered invalid.

Carnegie handles administrative information in the offer. Carnegie's receipt and handling of acceptance forms does not lead to a customer relationship between the participant in the offer and Carnegie. This means among other things that neither a so called customer categorisation nor a so called suitability assessment will be made regarding the offer.

**\*\*Requirement of LEI-code for juridical persons**

Legal Entity Identifier (LEI) is a global identification code for juridical persons. From 3rd of January 2018 juridical persons need to have a LEI-code to be able to make a security transaction. If there is no such code Carnegie is not allowed to execute the transaction for the juridical person. Subscriber that needs to acquire a LEI-code to sign shares or units in the company should contact any of the suppliers available on the market. Keep in mind to apply for a registration of a LEI-code in time since the code needs to be submitted on the acceptance form. More information regarding the requirements of the LEI can be found on Finansinspektionen's website [www.fi.se](http://www.fi.se).

**\*\*\*Requirements of NID-number for physical persons**

National ID or National Client Identifier (NID-number) is a global identification code for individuals. From 3rd of January 2018 all physical persons have a NID-number and it needs to be specified to be allowed to make a security transaction. If such a number is not specified Carnegie might be prevented from executing the transaction for the physical person. If you only have a Swedish membership your NID-number will consist of "SE" followed by your personal number. If you have more or another than a Swedish citizenship your NID-number may consist of another type of number. For more information about how NID-numbers are acquired please contact your bank office. Keep in mind to find your NID-number in time since the number has to be submitted on the acceptance form.

Personal data that is submitted to Carnegie, for example contact information and personal identification number, or which is otherwise registered in connection with the preparation or administration of the offer, is processed by Carnegie, as controller of the personal data, for the administration and execution of the offer. Processing of personal data also takes place to enable Carnegie to comply with its statutory duties.

Personal data may for a defined purpose, in observance of bank secrecy rules, occasionally be disclosed to other companies within the Carnegie Group or to undertakings which co-operate with Carnegie, within and outside the EU/EEA in accordance with EU's approved and appropriate protective measures. In certain cases Carnegie is also under a statutory duty to provide information, e.g. to the Swedish Financial Supervisory Authority and Swedish Tax Agency.

Similarly to the Securities Market Act, the Banking and Financing Business Act contains confidentiality provisions according to which all of Carnegie's employees are bound by a duty of confidentiality with regard to clients of Carnegie and other parties to whom services are provided. The duty of confidentiality also applies between and within the various companies in the Carnegie Group.

Information regarding what personal data is processed by Carnegie, deletion of personal data, limitation on the processing of personal data, data portability or the rectification of personal data can be requested from Carnegie's Data Protection Officer. It is also possible to contact the data protection officer to obtain further information about how Carnegie processes personal data. If the investor wishes to make a complaint regarding Carnegie's processing of personal data, the investor is entitled to turn to the Swedish Data Protection Authority in its capacity as supervisory authority. Personal data shall be deleted if it is no longer needed for the purposes for which it was originally collected or otherwise processed, provided that Carnegie has no legal obligation to preserve the personal data. The normal storage time for personal data is 10 years.

Address to Carnegie's data protection officer: [dpo@carnegie.se](mailto:dpo@carnegie.se)