

**Minutes** kept at the  
Extraordinary General Meeting of  
Catena Media plc, C70858 held  
on 10 June 2020 from 10.00 a.m.  
(CEST), at “Tändstickspalatset”,  
Västra Trädgårdsgatan 15 in  
Stockholm, Sweden

## **§ 1**

The Chairman of the Board of Directors, Göran Blomberg, welcomed the participants of the Extraordinary General Meeting, after which he declared the meeting opened.

## **§ 2**

It was resolved to elect Göran Blomberg as chairman of the Extraordinary General Meeting.

It was noted that the Chairman had appointed Head of Legal Jonas Ingvarson to act as the secretary at the Extraordinary 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 Extraordinary General Meeting. It was noted that a total of 31,807,649 shares and votes were represented at the meeting, corresponding to approximately 51.7 per cent of the total amount of shares and votes in the company.

## **§ 4**

Stefan Berglöf, 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 Extraordinary General Meeting as proposed by the Board of Directors in the notice should guide the Extraordinary General Meeting.

## **§ 6**

The secretary noted that an English version of the notice convening the Extraordinary General Meeting had been published on the Company's website on 17 April 2020. In addition, an announcement was published in the Swedish newspaper Dagens Industri on 21 April 2020, i.e. more than 21 days before the meeting.

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

**§ 7**

It was resolved, in accordance with the proposal of the Board of Directors:

1. to offer up to 6,840,971 Units (each consisting of one (1) Hybrid and 6 Warrants) to the Company's existing shareholders pro rata to the amount of Ordinary Shares held by them as at the Record Date on the terms and conditions of the Hybrids and the Warrants, respectively, as set out in the proposal and in Appendices 2 and 3;
2. to offer any Units not subscribed to by the Company's existing shareholders in accordance with their pre-emption rights to other shareholders or third parties;
3. to authorise the eventual issuance of up to 41,045,826 Ordinary Shares at the Strike Price to any Warrant holder that subsequently exercises its subscription rights under a Warrant issued as part of the Rights Issue; and
4. that in the event that any recalculation is required in accordance with the terms and conditions of the Warrants, to authorise the issuance of any further number of Ordinary Shares in the Company (and at such strike price) as may be necessary to satisfy the Company's obligations under the terms and conditions of the Warrants (up to the maximum authorised share capital of the Company).

It was noted that the resolutions were passed with a majority of 99.5% in nominal value of the shares represented and entitled to vote at the meeting and approximately 51.4% in nominal value of all shares entitled to vote at the meeting. Accordingly, the resolutions were adopted.

**§ 8**

It was resolved, in accordance with the proposal of the Board of Directors:

1. to authorise the issuance of up to 5,269,949 Warrants on the same terms as forth under Agenda Item 7 above to the relevant Guarantors as necessary to satisfy the Company's obligations under the relevant Underwriting Commitments;
2. to authorise the eventual issuance of up to 5,269,949 Ordinary Shares (up to the maximum authorised share capital of the Company) at the Strike Price to any holder of Warrants (originally issued to the relevant Guarantors) that subsequently exercises its subscription rights under a Warrant; and
3. that in the event that any recalculation is required in accordance with the terms and conditions of the Warrants, to authorise the issuance of any further number of Ordinary Shares in the Company (and at such strike price) as may be necessary to satisfy the Company's obligations under the terms and conditions of the Warrants (up to the maximum authorised share capital of the Company).

It was noted that the resolutions were passed with a majority of 99.5% in nominal value of the shares represented and entitled to vote at the meeting and approximately 51.4% in nominal value of all shares entitled to vote at the meeting. Accordingly, the resolutions were adopted.

**§ 9**

It was resolved, in accordance with the proposal of the Board of Directors to ratify and sanction any and all Commitments signed by the Interested Directors (whether directly or indirectly, including through legal entities in which they may have an interest).

It was noted that the resolution was passed with a majority of 99.5% in nominal value of the shares represented and entitled to vote at the meeting and approximately 51.4% in nominal value of all shares entitled to vote at the meeting. Accordingly, the resolution was adopted.

**§ 10**

It was resolved, in accordance with the proposal of the Board of Directors and having considered such proposal explaining the rationale for the withdrawal of pre-emption rights and the justification of the issue price of the Warrants (provided in terms of article 88(5) of the Companies Act); that the pre-emption rights enjoyed by Company's shareholders in connection with an issue of Warrants to any Guarantor (and any subsequent issuance of shares to holders of those Warrants pursuant to the exercise of subscription rights thereunder) be waived and withdrawn to the fullest extent possible.

It was noted that the resolution was passed with a majority of 99.5% in nominal value of the shares represented and entitled to vote at the meeting and approximately 51.4% in nominal value of all shares entitled to vote at the meeting. Accordingly, the resolution was adopted.

**§ 11**

It was resolved, in accordance with the proposal of the Board of Directors to approve certain amendments to the Company's Articles in light of Directive (EU) 2017/828 (Shareholder Rights Directive II).

It was noted that the resolution was passed with a majority of 99.5% in nominal value of the shares represented and entitled to vote at the meeting and approximately 51.4% in nominal value of all shares entitled to vote at the meeting. Accordingly, the resolution was adopted.

**§ 12**


Shareholders representing approximately 93.13% in nominal value of the shares represented and entitled to vote at the meeting and approximately 48.1% in nominal value of all shares entitled to vote at the 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).

Given that less than 51% in nominal value of all shares entitled to vote at the meeting voted in favour, the requisite majority required to pass the resolution (as proposed by the Board of Directors) was not reached and the resolution was therefore not adopted.

**§ 13**

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

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Göran Blomberg  
Chairman



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Jonas Ingvarson  
Secretary

Verified:



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Stefan Berglöf