

**Minutes** kept at the  
Extraordinary General Meeting of  
Catena Media plc, C70858 held  
on 24 June 2020 from 9.30 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 Øystein Engebretsen as chairman of the Extraordinary General Meeting.

It was noted that the Chairman had appointed General Counsel Louise Wendel 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 15,537,730 shares and votes were represented at the meeting, corresponding to approximately 25.2% of the total number 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 noted that the resolution set out as agenda item 7, *Extraordinary Resolution on amendments to the Company's Articles in light of Directive (EU) 2017/828 (Shareholders Rights Directive II)*, in the notice to this Extraordinary General Meeting, was passed with the requisite majority at the Extraordinary General Meeting held on 10 June 2020 and will therefore not be voted on at this Extraordinary General Meeting.

The Chairman of the Board of Director thus declared that the agenda for the Extraordinary General Meeting as proposed by the Board of Directors in the notice, as changed in accordance with the above, 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 15 May 2020. In addition, an announcement was published in the Swedish newspaper Dagens Industri on 19 May 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) That articles 7 of the Articles of Association be replaced in its entirety with the following text:

*7.1 Subject to the provisions of article 85 of the Act, the Directors are authorised to issue shares in any class, or grant options and/or warrants in relation to them, up to the maximum value of the authorised share capital of the Company (in respect of each class) at such times and on such terms as they think proper in any of the following cases, provided that the Directors shall not issue shares in any class in excess of 10 per cent of the number of issued shares of that class on a rolling 12-month basis:*

- (a) if it is in the interest of the Company to issue shares to strategic investors in the Company; or*
- (b) if the shares are to be issued as a means of payment to a seller of interests in a legal organisation or operations or business being acquired by the Company or any of its subsidiaries; or*
- (c) the shares are to be issued as a means of payment to a creditor who accepts payment in kind in the form of shares of the Company; or*
- (d) pursuant to the exercise of options, warrants or other instruments in relation to and pursuant to the terms of any employee or director incentive programmes established by the Company.*

*This authorisation to the Directors shall be valid until the date of the Company's annual general meeting to be held in 2021, and the Company in general meeting may by Ordinary Resolution renew this permission for further maximum periods of 5 years each.*

*7.2 Subject to the provisions of article 88 of the Act, the rights of pre-emption of existing shareholders may be restricted or withdrawn by the Directors for as long as the Directors are and remain authorised to issue shares in accordance with article 85 of the Act and Article 7.1 above. In the case of an issue of shares other than those cases set out in Article 7.1 above, the Directors shall not restrict or withdraw pre-emption rights and all existing shareholders shall be treated equally and offered shares pro rata to their holdings in accordance with article 88 of the Act.*

(2) That the Company's Memorandum and Articles of Association ("M&A") be updated to reflect the foregoing extraordinary resolutions passed at the Meeting and any other changes that are required in terms of law to reflect any changes that may have taken place since the current version of the memorandum and articles of association was last approved and registered by the Registrar of Companies.

(3) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to sign the updated Memorandum and Articles of Association on the Company's behalf and do all things necessary to register the updated Memorandum and Articles of Association with all relevant authorities.

It was noted that at the Company's Annual General Meeting ("AGM") held on 15 May 2020, shareholders representing 100% in nominal value of the shares represented and entitled to vote at the AGM and approximately 27.5% of all shares entitled to vote at the meeting, voted in favour of the resolution. Since only one of the majorities required to pass an extraordinary resolution was obtained at the AGM, the resolution was not approved and this Extraordinary General Meeting was called in terms of Article 135(1)(b) of the Companies Act (chapter 386 of the laws of Malta) and article 1.5 of the Company's Articles (the "**Relevant Articles**"). In terms of the Relevant Articles, this resolution requires the approval of shareholders holding in the aggregate not less than 75% of the shares represented and entitled to vote at this Extraordinary General Meeting in order to be carried.

It was noted that the resolution was passed with a majority of 100% in nominal value of the shares represented and entitled to vote at the meeting. Accordingly, the resolution was adopted.

#### § 8

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.

\* \* \*



Øystein Engebretsen  
Chairman



Louise Wendel  
Secretary

Verified:



Clarissa Fröberg