

Minutes kept at the Annual General Meeting of Catena Media plc, C70858 held on 12 May 2021 from 08:00 a.m. (UTC) (10.00 a.m. (CEST)), at Catena Media, Quantum Place, Triq ix-Xatt Ta' Xbiex, Gzira, Malta GZR 1052.

§ 1

Given the travel restrictions imposed as a result of the COVID-19 pandemic, Göran Blomberg (Chairman of the Company's Board of Directors) could not attend the Annual General Meeting in person, but still attended via video call. In view of article 27.2 of the Company's Articles of Association (the "**Articles**") which requires the chairman of a general meeting to be present at the said meeting, Mr Blomberg appointed Dr. Nicholas Curmi from Ganado Advocates (the Company's Maltese legal advisors) as his alternate director (in terms of article 78 of the Articles) for the purposes of the Annual General Meeting. Dr. Nicholas Curmi was present at the Annual General Meeting.

Accordingly, Dr. Nicholas Curmi as the alternate director of Göran Blomberg, declared the Annual General Meeting open.

§ 2

In accordance with the proposal of the Nomination Committee, and in terms of article 20.1 of the Articles, Göran Blomberg was proposed as Chairman of the Annual General Meeting. Dr. Nicholas Curmi, as alternate director of Göran Blomberg, therefore acted as Chairman of the Annual General Meeting.

Mr. Jan Rune Tjernell was appointed 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 18,960,004 shares and votes were represented at the meeting, corresponding to approximately 26.9 per cent of the total amount of shares and votes in the Company.

§ 4

Mr Øystein Engebretsen, was appointed to approve the minutes of the meeting.

§ 5

The Chairman 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 an English version of the notice convening the Annual General Meeting had been published on the Company's website on 12 March 2021. In addition, an announcement was published in the Swedish newspaper Dagens Industri on 17 March 2021, 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 2020.

§ 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 2020 have been available on the Company's website since 29 March 2021 and sent to shareholders who had so requested. It was resolved that the said documents had been duly submitted.

It was unanimously resolved to approve the submitted Consolidated Financial Statements of the Company, the Director's report and the auditor's report.

§ 9

It was unanimously resolved, in accordance with the proposal of the Board of Directors, that no dividends shall be paid for the financial year 2020.

§ 10

It was unanimously resolved, in accordance with the proposal of the Nomination Committee, that the Board of Directors shall be composed of seven (7) members.

§ 11

It was unanimously resolved, in accordance with the proposal of the Nomination Committee, that the fees to be paid to the members of the Board of Directors shall be allocated as follows: EUR 90,000 to the Chairman of the Board of Directors and EUR 40,000 to each of the other members of the Board of Directors. The Audit Committee, the Remuneration Committee and the Tech Committee 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; (v) Tech Committee Chairman: EUR 6,250; and (vi) Tech Committee member: EUR 3,125.

§ 12

It was unanimously 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 99.4% of the votes represented at the Annual General Meeting to re-elect Göran Blomberg, Øystein Engebretsen, Theodore Bergquist, Per Widerström and Adam Krejcik as members of the Board of Directors for the period until the end of the next Annual General Meeting. Esther Teixeira-Boucher and Austin J Malcomb were elected as new members of the Board of Directors, for the period until the end of the next Annual General Meeting. Göran Blomberg was re-elected as Chairman of the Board of Directors.

In terms of article 139(1) of the Companies Act (Chapter 386 of the laws of Malta), the appointment of Esther Teixeira-Boucher and Austin J Malcomb shall be effective as of the date on which their respective written consent to act as director is delivered to the Registrar of Companies in Malta for registration, which consent is expected to be delivered on or around the date of the Annual General Meeting.

§ 14

In accordance with the proposal of the Nomination Committee, it was unanimously resolved to re-elect PricewaterhouseCoopers Malta as the Company's auditor until the end of the next Annual General Meeting.

§ 15

It was unanimously resolved to approve the Nomination Committee's proposal on principles for appointing the Nomination Committee for the Annual General Meeting 2022.

§ 16

It was resolved by 86% of the votes represented at the Annual General Meeting to approve the Board of Directors' proposal on guidelines for remuneration to the executives and the Board of Directors for the period until the Annual General Meeting of 2025.

§ 17

It was resolved by 86% of the votes represented at the Annual General Meeting to, in accordance with the Board of Directors' proposal, implement a new long-term incentive programme for key persons within the Catena Group.

§ 18

It was resolved by 86% of the votes represented at the Annual General Meeting to approve the Remuneration Report, prepared by the Board of Directors, for the financial year 2020.

§ 19

In accordance with the Board of Directors' proposal, it was resolved by 86% of the votes represented at the Annual General Meeting:

(1) That the authorisation granted to the Board of Directors to issue shares pursuant to article 7.1(d) of the Articles (or grant options and/or warrants in relation to them) be renewed and extended by five years such that it will be valid until the date of the Company's Annual General Meeting to be held in 2026; and

(2) That the authorisation granted to the Board of Directors to issue shares pursuant to articles 7.1(a) to 7.1(c) (both inclusive) of the Articles (or grant options and/or warrants in relation to them) be renewed and extended by one year such that it will be valid until the date of the Company's Annual General Meeting to be held in 2022

§ 20

All the shareholders represented at the Annual General Meeting voted in favour of the extraordinary resolution proposed by the Board of Directors' to authorise the Company to acquire its own shares (the "**Share Buy Back Extraordinary Resolution**").

However, given that only one of the two majorities required in terms of article 1.5 of the Articles to pass the Share Buy Back Extraordinary Resolution was obtained, the Share Buy Back Extraordinary Resolution was not adopted.

§ 21

As it was noted that no other matters had been duly submitted, the Chairman declared the Annual General Meeting closed.

* * *

Chairman

Nicholas Curmi

Dr. Nicholas Curmi
as a duly appointed alternate director of
Mr Göran Blomberg

Approved



Mr Øystein Engebretsen

Secretary

Jan Tjernell

Mr Jan Rune Tjernell

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VISAT

05 / 19 / 2021
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UNDERTECKNAT

05 / 19 / 2021
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VISAT

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Dokumenthistorik

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