

CATENA MEDIA PLC (the "Company")

Form of Proxy for use at Annual General Meeting

Please Insert Shareholder Name and Address:

Title / Name / Surname:

Address 1:

Address 2:

Address 3:

Country:

Postcode:

I/we (block capitals) a shareholder of the above-named company, hereby appoint:

1. The Chairman of the Meeting

or

2. Name:

ID/Passport No:.....

Address:.....

(Check the appropriate box as necessary)

as my/our proxy to attend and vote for _____ shares* in the Company on my/our behalf at the Annual General Meeting of the Company to be held at 10:00 CEST at the premises Tändstickpalatset/Kapitel 8, Västra Trädgårdsgatan 15, Stockholm, Sweden on Friday, 15th May 2020 and at any adjournment thereof.

Unless I/we indicate on this Form of Proxy my/our voting preferences overleaf, my/our Proxy is authorized to vote as he/she thinks fit.

My/Our Proxy is authorized to vote:

as he/she wishes

as indicated on the "Voting Instructions" overleaf (***in which case please refer to, complete and submit the separate 'Voting Instructions' sheet***)

* Please insert number of shares covered by this proxy.

Shareholder Signature: _____

Personal identification number/company registration number of shareholder: _____

Tel/Mob: _____

E-mail address: _____

How to fill in the form of proxy:

1) *The original signed proxy form and, where the shareholder is a corporation, a certified copy of a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received by mail no later than 15 April 2020 by Euroclear Sweden AB, through the postal address Catena Media plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable certified copies of certificates of registration or similar) as soon as possible.*

2) *If a Proxy other than the Chairman is preferred, please check the second box above and insert the details of the Proxy so chosen.*

3) *The appointment of a proxy must be in writing and in its form must comply with Article 42 of the Articles of Association of the Company and (a) where the shareholder is an individual, be signed by him/her or (b) where the shareholder is a corporation, be signed by a duly authorized officer of the corporation.*

4) *In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.*

5) *The person appointed as proxy shall vote as you have directed in respect of the above resolutions or on any other resolution that is properly put to the meeting. If this form is returned without any indication as to how the proxy shall vote, the proxy shall exercise their discretion as to how to vote or whether to abstain from voting.*

VOTING INSTRUCTIONS

Please indicate with an 'X' in the relevant boxes for each resolution below how you wish your votes to be cast. The 'vote withheld' option below is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

AGENDA ITEM NO.	ORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD	AT DISCRETION
2.	Appointment of Kathryn Moore Baker as chairman of the Annual General Meeting in accordance with the proposal of the Nomination Committee.				
3.	Approval of voting list of the Annual General Meeting.				
4.	Approval of one or two persons to verify and sign the minutes of the Annual General Meeting.				
5.	Approval of the agenda of the Annual General Meeting.				
AGENDA ITEM NO.	ORDINARY BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT DISCRETION
8.	Approval of Audited Financial Statements, Directors' Report and Auditors' Report for the year ended 31 st December, 2019.				
9.	Declaration of dividends in accordance with the proposal of the Board of Directors.				
10.	Approval of the number of members of the Board of Directors in accordance with the proposal of the Nomination Committee.				
11.	Approval of fixed fees for members of the Board of Directors in accordance with the proposal of the Nomination Committee.				
12.	Approval of fees for the auditor in accordance with the proposal of the Nomination Committee.				
13.	Approval of the appointment of Per Widerström as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Theodore Bergquist as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Øystein Engebretsen as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Göran Blomberg as director of the Company for				

	the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Adam Krejcik as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Marcus Lindqvist as director of the Company for the period until the end of the next Annual General Meeting				
13.	Approval of the appointment of Göran Blomberg as Chairman of the board of the Company for the period until the end of the next Annual General Meeting				
14.	Election of auditor in accordance with the proposal of the Nomination Committee.				
AGENDA ITEM NO.	SPECIAL BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT DISCRETION
15.	Approval of principles for appointment of the Nomination Committee for the Annual General Meeting of 2021 in accordance with proposal of the Nomination Committee.				
16.	Approval of the remuneration guidelines for executives and the Board of Directors, in accordance with the proposal of the Board of Directors.				
17.	Approval of the adoption of a long-term incentive program for key employees within the Catena Group in accordance with the proposal of the Board of Directors.				
AGENDA ITEM NO.	SPECIAL BUSINESS (EXTRAORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT DISCRETION
18.	Approval of amendments to the Company's Articles in light of Directive (EU) 2017/828 (shareholder rights directive II) in accordance with proposal of the Board of Directors.				
19.	Approval of amendments to Article 7 of the Company's Articles (authority of Board to issue shares) in accordance with proposal of the Board of Directors.				