

CATENA MEDIA PLC (the "Company")

Form of Proxy for use at Extraordinary 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 Extraordinary General Meeting of the Company to be held at 10:00am (CEST) at the premises Tändstickspalatset/Kapitel 8, Västra Trädgårdsgatan 15, Stockholm, Sweden on 10 June 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 11 May 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 Chairman of the Meeting.				
3.	Approval of voting list of the Extraordinary General Meeting.				
4.	Approval of one or two persons to verify and sign the minutes of the Extraordinary General Meeting.				
5.	Approval of the agenda of the Extraordinary General Meeting.				
AGENDA ITEM NO.	SPECIAL BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT DISCRETION
7.	Resolution on the issuance of a maximum of 6,840,971 units (each consisting of one (1) perpetual hybrid and 6 warrants) with preferential rights for existing shareholders in accordance with proposal of the Board of Directors.				
8.	Resolution on the issuance of Warrants to certain guarantors of the issue of the Rights Issue in accordance with proposal of the Board of Directors.				
9.	Resolution on the authorisation of certain Directors to enter into commitments in relation to the Rights Issue in accordance with proposal of the Board of Directors.				
AGENDA ITEM NO.	SPECIAL BUSINESS (EXTRAORDINARY RESOLUTIONS)	FOR	AGAINST	VOTES WITHHELD	AT DISCRETION
10.	Resolution on the waiver of pre-emption rights of shareholders in respect of the issuance of warrants to certain guarantors of the issue of units in accordance with proposal of the Board of Directors.				
11.*	Resolution on 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.				
12.*	Resolution on amendments to Article 7 of the Company's Articles (authority of Board to issue shares) in accordance with proposal of the Board of Directors.				

**** The resolutions being proposed under Agenda Items 11 and 12 are being proposed at the Company's Annual General Meeting, which is scheduled to take place on 15 May 2020 (the "AGM"). These resolutions are only being proposed for approval at the Meeting if they fail to be carried at the AGM.***

