

**Minutes** kept at the Extraordinary General Meeting of Catena Media plc, C70858 held on 14 July 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 Extraordinary 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. Simon Schembri 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 Extraordinary General Meeting. Dr. Simon Schembri was present at the Extraordinary General Meeting.

Accordingly, Dr. Simon Schembri as the alternate director of Göran Blomberg, declared the Extraordinary General Meeting open.

## § 2

In terms of article 20.1 of the Articles, Göran Blomberg was proposed as Chairman of the Extraordinary General Meeting. Dr. Simon Schembri, as alternate director of Göran Blomberg, therefore acted as Chairman of the Extraordinary General Meeting.

Mr. Jan Rune Tjernell was appointed 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 17,819,418 shares and votes were represented at the meeting, corresponding to approximately 24.8 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 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 12 May 2021. In addition, an announcement was published in the Swedish newspaper Dagens Industri on 20 May 2021, i.e. more than 21 days before the meeting.

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

## § 7

In accordance with the Board of Directors' proposal, it was resolved by 100% of the votes represented at the Extraordinary General Meeting:

(1) That pursuant to article 4 of the Company's Articles of Association and in terms of section 106 of the Companies Act, the Company be and is hereby authorised to acquire the following number of its own fully paid-up shares subject to the limitations and conditions set out in the Companies Act and the following terms and conditions:

1. Any acquisition of own shares shall take place exclusively on Nasdaq Stockholm;
2. The authorization may be utilised on one or several occasions until the Annual General Meeting 2022, provided that the authorisation granted to the Company by this resolution shall be for a maximum period of eighteen months from the date hereof;
3. Shares may be repurchased to the extent that the Company's holding of its own shares, at any point in time, does not exceed ten (10) per cent of the Company's total issued share capital, and in no event may the Company repurchase more than 7,039,215 shares in the Company;
4. Repurchase of shares may only take place at a price within the price interval, on any occasion, recorded on Nasdaq Stockholm, which refers to the interval between the highest buying price and the lowest selling price. Provided that the maximum price at which shares may be repurchased shall be the lowest selling price of the shares on Nasdaq Stockholm at the time of the relevant repurchase and the minimum price at which shares may be repurchased shall be the highest buying price of the shares on Nasdaq Stockholm at the time of the relevant repurchase; and

(2) That the Board of Directors, should it wish to do so, be authorised to cancel any of the shares acquired by the Company as set out above (up to a maximum of 7,039,215 shares), and that the Memorandum and Articles of Association of the Company be updated to reflect any such reduction in share capital and that any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities, and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, *inter alia*, to issue certified extracts / copies of these resolutions; and

(3) That, without prejudice to the foregoing resolution, the Board of Directors be also authorised to transfer, dispose of and/or use the shares acquired in terms of resolution (1) above for any purpose as it deems fit.

**§ 8**

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

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Chairman



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Dr. Simon Schembri  
as a duly appointed alternate director of  
Mr Göran Blomberg

Approved



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Mr Øystein Engebretsen

Secretary



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Mr Jan Rune Tjernell