

# Press release

12 May 2021

## Notice of Extraordinary General Meeting 2021 of Catena Media plc.

### **NOTICE OF EXTRAORDINARY GENERAL MEETING 2021 OF CATENA MEDIA PLC**

in accordance with Articles 18 and 19 of the Articles of Association of the Company (the “Articles”).

**NOTICE IS HEREBY GIVEN** that the **EXTRAORDINARY GENERAL MEETING** (the “Meeting”) of Catena Media plc, company registration number C70858 (the “Company” or “Catena”), will be held on Wednesday, 14 July 2021, at 08:00 (UTC) (10:00 (CEST)) at Catena Media, Quantum Place, Triq ix-Xatt Ta' Xbiex, Gzira, Malta GZR 1052. The registration of shareholders starts at 09:00 (CEST).

#### **Information in relation to the Corona virus (COVID-19)**

In view of the developments of the spread of the Corona virus (COVID-19), Catena has taken certain precautionary measures in relation to the Extraordinary General Meeting on 14 July 2021. The measures are being taken to reduce the risk of spread of contagion.

Due to COVID-19 travel and other restrictions that are likely to be in place at the time of the Meeting, shareholders or their proxies may be unable to travel and/or attend the Meeting in person and/or the Company may be required to refuse them entry if the number of persons at the Meeting exceeds the number permitted by the Maltese Health Authorities. Accordingly, shareholders are strongly encouraged not to attend the Meeting in person but to, instead, vote on all proposed resolutions in advance by appointing the Chairman of the Meeting as their proxy and completing the voting instructions sheet attached to the proxy form. In particular, shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms or belong to a risk group, are in particular encouraged to utilize such possibility. A proxy form is available at [www.catenamedia.com](http://www.catenamedia.com), section Corporate Governance, under General Meetings and subsection Extraordinary General Meetings – 2021 EGM.

- No external guests will be invited.
- No refreshments will be served prior to or after the Meeting.
- The Meeting will be conducted in the shortest possible time without limiting the rights of the shareholders.
- Kindly review the information and recommendations issued by the Maltese Ministry for Health (<https://deputyprimeminister.gov.mt/en/health-promotion/covid-19/Pages/landing-page.aspx>).

The continued spread of the Corona virus (COVID-19) and its effects are still difficult to assess with certainty and Catena is closely following the developments. If any further precautionary measures in relation to the Meeting must be taken, information thereof will be published on the Company’s webpage.

#### **Purpose of the Meeting**

- At the Company’s annual general meeting held on 12 May 2021 (the “AGM”), the Board of Directors proposed the adoption of an extraordinary resolution to authorize the Company to acquire its own shares (the “**Extraordinary Resolution**”).
- In order to be passed at the AGM, the Extraordinary Resolution required the support of shareholders having the right to attend and vote at the AGM holding in the aggregate (i) not less than 75 per cent in nominal value of the shares represented and entitled to vote at the Meeting; and (ii) at least 51 per cent in nominal value of all the Company’s issued shares.
- Only the first of the two aforementioned majorities was obtained at the AGM in respect of the Extraordinary Resolution. In this regard, article 135 of the Companies Act (chapter 386 of the laws of Malta) and article 1.5 of the Articles provides that if one of the two required majorities for the passing of an extraordinary resolution is obtained, but not both, another meeting shall be convened within thirty days to take a fresh vote on the proposed resolution, at which meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares represented and

entitled to vote at the meeting. Alternatively, if more than half in nominal value of all the shares having the right to vote at the meeting are represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

- Accordingly, the Meeting is hereby being convened within thirty (30) days of the AGM in order to take a fresh vote on the Extraordinary Resolution, which is once again proposed by the Board and which may be passed in accordance with the revised majority requirements set out in the preceding paragraph.

### Attendance and voting

- To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Euroclear Sweden AB on Monday 14 June 2021.
- Shareholders whose shares are registered in the name of a nominee should note that they may be required by their respective nominee/s to temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote (in person or by proxy) at the Meeting. Any such re-registration would need to be effected by Monday 14 June 2021. Shareholders should therefore liaise with and instruct their nominees well in advance thereof.
- To be entitled to attend and vote at the Meeting, shareholders must also notify the Company of their intention to participate by mail to Catena Media plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), or by phone +46 8 402 91 48 during the office hours of Euroclear Sweden AB, by no later than Monday 14 June 2021 by 21:59 (UTC) (23:59 (CEST)). Such notification should include the shareholder's name, personal identification number/company registration number (or similar), address and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. Information submitted in connection with the notification will be computerised and used exclusively for the extraordinary general meeting. See below for additional information on the processing of personal data.

### Proxies

- A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and its form must comply with Article 42 of the Articles 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 authorised officer of the corporation. A proxy form is available on the Company's website: [www.catenamedia.com](http://www.catenamedia.com). Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form.
- 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 to Catena Media plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), no later than Monday 14 June 2021 by 21:59 (UTC) (23:59 (CEST)). 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.
- Aggregated attendance notifications and proxy data processed by Euroclear Sweden AB must be received by the Company by email at [generalmeeting@catenamedia.com](mailto:generalmeeting@catenamedia.com) not less than 48 hours before the time appointed for the Meeting and in default shall not be treated as valid.

### Right to Ask Questions

Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by e-mail to [cosec@catenamedia.com](mailto:cosec@catenamedia.com) by not later than 7 July 2021 by 21:59 (UTC) (23:59 (CEST)). An answer to a question will not be given in those cases specified in article 26 of the Articles (a copy of which is available on the Company's website).

### Agenda

#### General

- 1 Opening of the Meeting
- 2 Election of Chairman of the Meeting
- 3 Drawing up and approval of the voting list
- 4 Election of one or two persons to approve the minutes of the Meeting

- 5 Approval of the agenda
  - 6 Determination whether the Meeting has been duly convened
- Special business (extraordinary resolutions)
- 7 Extraordinary Resolution to authorise the Company to acquire its own shares

### Information on resolution proposals

#### Agenda item 2; Election of Chairman of the Meeting

In terms of article 20.1 of the Articles, the Chairman of the Board of Directors shall preside as Chairman of the Meeting. Should the Chairman not be present at the Meeting, article 20.1 of the Articles will regulate the appointment of the Chairman of the Meeting.

#### Agenda item 7; Extraordinary Resolution to authorize the Company to acquire its own shares

The purpose behind the proposed authorization to allow the Company to purchase its own shares is to provide flexibility as regards the Company's possibilities to distribute capital to its shareholders and to promote more efficient capital usage in the Company, including through the cancellation of such shares following their acquisition by the Company should the Board of Directors wish to do so at a later date.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

"(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.

(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.

(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."

#### Other

The Company has 71,743,726 shares outstanding as of the date of this notice (one vote per share).

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

\* \* \*

Malta in May 2021  
CATENA MEDIA PLC  
*The Board of Directors*

**For further information, please contact:**

**Göran Blomberg**, Chairman of the Board of Directors, Catena Media plc  
Phone: +46 73 153 62 63, E-mail: [goran.blomberg@catenamedia.com](mailto:goran.blomberg@catenamedia.com)

**Investor Relations**

E-mail: [ir@catenamedia.com](mailto:ir@catenamedia.com)

The information was submitted for publication, through the agency of the contact persons set out above, on 12 May 2020 at 7.00 PM CEST.

**About Catena Media**

Catena Media has a leading position within online lead generation. The company has about 400 employees in the US, Australia, Japan, Serbia, the UK, Sweden, Italy and Malta (HQ). The company is listed on Nasdaq Stockholm. Further information is available at [www.catenamedia.com](http://www.catenamedia.com).