

Press release

15 May 2020

Catena Media intends to call an extraordinary general meeting for approval of an amendment to the articles of association not passed at today's annual general meeting, due to quorum requirements in Malta

Catena Media plc (Nasdaq Stockholm: CTM)

Catena Media plc ("Catena Media" or the "Company") announced earlier today that the resolutions to amend the Company's Articles of Association (the "Amendment Resolutions"), despite all represented shareholders voting in favour, were not approved at the annual general meeting, due to quorum requirements in Malta.

- The Amendment Resolutions were not approved due to a majority requirement for Maltese companies that shareholders holding more than *51 per cent of all outstanding shares in the Company* vote in favour of the resolution. The Board of Directors therefore intends to give notice of an additional extraordinary general meeting to be held on 24 June 2020 to approve the Amendment Resolutions (the "**Second EGM**"). At the Second EGM, the 51 per cent requirement of the Maltese regulations will not apply, and the Amendment Resolutions can be approved by a majority of *75 per cent of the shares represented at the meeting*.
- The purposes of the Amendment Resolutions are (i) to give the Board of Directors an annual authorization to issue shares or warrants up to 10 per cent of the issued share capital in connection with incentive programmes, to strategic investors, in connection with acquisitions etc. and (ii) to conform to the Shareholder Rights Directive II. The background of the proposed authorization is that the Board of Directors currently has a 5-year authorization to issue shares, which expires on 2 July 2020.
- For clarification, the Company wishes to emphasize that the Amendment Resolutions are not required to carry out the fully guaranteed rights issue of units (the "**Rights Issue**"), which is to be resolved at the extraordinary general meeting 10 June 2020 (the "**Rights Issue EGM**"). Based on the proxy votes that the Company has obtained for the Rights Issue EGM, both the Rights Issue as such, and the issue of warrants as payment of commissions to certain guarantors in the Rights Issue, is expected to be approved at the Rights Issue EGM.
- The notice of the Second EGM will be published shortly.

For further information, please contact:

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The information was submitted for publication, through the agency of the contact persons set out above on 15 May 2020 at 20.00 CET.

About Catena Media

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