

**Minutes** kept at the Annual General Meeting (the “**Meeting**”) of Catena Media plc, C70858 (the “**Company**”) held on 24 May 2023 from 08:00 a.m. (UTC) (10.00 a.m. (CEST)), at Hilton Malta, Portomaso, St. Julian’s, STJ4012, Malta.

**There were present:**

**1. Shareholders:**

- (i) Göran Blomberg as proxy of a number of shareholders holding 18,909,313 shares in the aggregate
- (ii) Øystein Engebretsen as a representative of Investment AB Öresund

**2. Directors:**

- (i) Göran Blomberg (Chairman)
- (ii) Øystein Engebretsen
- (iii) Theodore Bergquist
- (iv) Per Widerström
- (v) Adam Krejcik
- (vi) Esther Teixeira-Boucher
- (vii) Austin J Malcomb
- (viii) Jan Tjernell (Company Secretary)

**3. Other attendees:**

- (i) Michael Daly (CEO)

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**§ 1**

Mr. Göran Blomberg, chairman of the Company’s board of directors (the “**Board of Directors**”), declared the Meeting open.

**§ 2**

In terms of article 20.1 of the Company’s articles of association (the “**Articles**”), Mr. Göran Blomberg, the chairman of the Board of Directors (the “**Chairman**”), presided as chairman of the Meeting.

Mr. Jan Tjernell was appointed to act as the secretary at the Meeting.

**§ 3**

The attached list of shareholders in attendance, Appendix 1, was drawn up as the voting list for the Meeting. It was noted that a total of 24,609,313 shares and votes were represented at the Meeting, corresponding to approximately 31.3% of the total amount of shares and votes in the Company.

**§ 4**

Øystein Engebretsen, was appointed to approve the minutes of the Meeting.

**§ 5**

The Chairman declared that the agenda for the Meeting as proposed by the Board of Directors in the notice should guide the Meeting.

## **§ 6**

The secretary noted that the notice convening the Meeting had been published on the Company's website on 23 March 2023. In addition, an announcement was published in the Swedish newspaper *Dagens Industri* on 4 April 2023 i.e. more than 21 days before the Meeting.

The Chairman declared that the Meeting had been duly convened.

## **§ 7**

The CEO gave a brief presentation of the Group's outlook for 2023.

## **§ 8**

It was noted that the consolidated financial statements of the Company for the financial year ending 31 December 2022, as well as the directors' report and the auditors' report thereon have been available on the Company's website since 30 March 2023 and sent to shareholders who had so requested.

In accordance with the proposal of the Board of Directors, it was unanimously resolved, to approve the consolidated financial statements of the Company for the financial year ending 31 December 2022, as well as the directors' report and the auditors' report thereon.

## **§ 9**

In accordance with the proposal of the Board of Directors, it was unanimously resolved not to declare any dividends in respect of the financial year 2022.

## **§ 10**

In accordance with the proposal of the Nomination Committee, it was unanimously resolved that the Board of Directors shall be composed of seven (7) members.

## **§ 11**

In accordance with the proposal of the Nomination Committee, it was unanimously resolved that the fees to be paid to the members of the Board of Directors shall be allocated as follows: EUR 93,500 to the Chairman of the Board of Directors and EUR 41,500 to each of the other members of the Board of Directors. It was further resolved that the remuneration of the members of the Audit Committee, the Remuneration Committee and the Tech Committee shall be as follows: (i) Audit Committee Chairman: EUR 13,000; (ii) Audit Committee member: EUR 6,500; (iii) Remuneration Committee Chairman: EUR 6,500; and (iv) Remuneration Committee member: EUR 3,250; (v) Tech Committee Chairman: EUR 6,500; and (vi) Tech Committee member: EUR 3,250.

## **§ 12**

In accordance with the proposal of the Nomination Committee, it was unanimously resolved that the auditor's fees shall be payable in accordance with the approved invoice.

## **§ 13**

In accordance with the proposal of the Nomination Committee, it was resolved to re-elect Göran Blomberg, Øystein Engebretsen, Theodore Bergquist, Per Widerström, Adam Krejcik, Esther Teixeira-Boucher and Austin J Malcomb as members of the Board of Directors for the period until the end of the next annual general meeting.

It was further resolved to re-elect Göran Blomberg as chairman of the Board of Directors.

The appointment of each Board member was approved by separate resolution, the results of which are set out in the table below:

<b>Resolution</b>	<b>Item</b>	<b>In favour</b>	<b>Against</b>	<b>Percentage of votes present</b>
13.1	Appointment of Per Widerström	24,607,400	1,913	99.99%
13.2	Appointment of Theodore Bergquist	24,609,313	0	100%
13.3	Appointment of Øystein Engebretsen	24,337,154	272,159	98.9%
13.4	Appointment of Adam Krejcik	24,609,313	0	100%
13.5	Appointment of Göran Blomberg	24,609,313	0	100%
13.6	Appointment of Esther Teixeira-Boucher	24,609,313	0	100%
13.7	Appointment of Austin J Malcomb	24,609,313	0	100%
13.8	Appointment of Göran Blomberg as Chairman of the Board of Directors	24,607,400	1,913	99.99%

#### **§ 14**

In accordance with the proposal of the Nomination Committee, it was unanimously resolved to re-elect PricewaterhouseCoopers Malta as the Company's auditor until the end of the next annual general meeting.

#### **§ 15**

In accordance with the proposal of the Nomination Committee, it was unanimously resolved to approve the Nomination Committee's proposal on principles for appointing the Nomination Committee for the annual general meeting 2024.

#### **§ 16**

It was resolved by shareholders holding an aggregate of 24,202,133 shares in the Company (amounting to approximately 98.3% of the votes represented at the Meeting) to implement the new incentive programme for key persons of the Catena Group (both future and existing) at one or several occasions from implementation until the end of the calendar year 2023, as proposed by the Board of Directors.

#### **§ 17**

It was resolved by shareholders holding an aggregate of 24,200,220 shares in the Company (amounting to approximately 98.3% of the votes represented at the Meeting) to approve the Remuneration Report for the financial year 2022 as prepared by the Board of Directors.

#### **§ 18**

In accordance with the Board of Directors' proposal, it was unanimously resolved:

(1) That the authorisation granted to the Board of Directors to issue shares pursuant to articles 7.1(a) to 7.1(c) (both inclusive) of the Articles (or grant options and/or warrants in relation to them) be renewed and extended by one year such that it will be valid until the date of the Company's annual general meeting to be held in 2024;

(2) That any one director and/or the company secretary, each acting singly, be, and hereby are, authorized to issue a certified extract of the minutes kept at the Meeting (including, inter alia the immediately preceding resolution) and to file same with the Malta Business Registry as required.

## § 19

All the shareholders represented at the voted in favour of the extraordinary resolution proposed by the Board of Directors to authorise the Company to acquire its own shares (the “**Share Buy Back Extraordinary Resolution**”).

However, given that only one of the two majorities required in terms of article 1.5 of the Articles to pass the Share Buy Back Extraordinary Resolution was obtained, the Share Buy Back Extraordinary Resolution was not adopted.

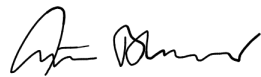
## § 20

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

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**Signature page of the minutes kept at the Annual General Meeting 2023 of Catena Media plc**

**Chairman**



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Göran Blomberg

**Approved**



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Øystein Engebretsen

**Secretary**



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Jan Tjernell