

Press release

24 May 2023

Notice of Extraordinary General Meeting 2023 of Catena Media plc.

NOTICE OF EXTRAORDINARY GENERAL MEETING 2023 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, 12 July 2023, 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).

Purpose of the Meeting

- At the Company's annual general meeting held on 24 May 2023 (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 12 June 2023.
- 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 also need to be effected by 12 June 2023. 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 catenamedia@euroclear.com, or by phone +46 8 402 91 48 during the office hours of Euroclear Sweden AB, by no later than 12 June 2023 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. 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 catenamedia@euroclear.com, no later than 12 June 2023 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 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 jan.tjernell@catenamedia.com by not later than 5 July 2023 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 (Mr Göran Blomberg) 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 (a) to provide flexibility as regards the Company's possibilities to distribute capital to (i) its shareholders; and/or (ii) its employees or directors in respect of the Company's incentive programmes; and (b) to promote more efficient capital usage in the Company, including by cancelling, transferring, disposing and/or otherwise using 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 2024, 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 7,203,534 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 7,203,534 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."

Majority Requirement

The resolution to authorise the Company to acquire its own shares is valid only where supported by shareholders holding not less than seventy five per cent (75%) in nominal value of the shares represented and entitled to vote at the Meeting.

Other

The Company has 78,699,262 shares in issue 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.

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Malta in May 2023

CATENA MEDIA PLC

The Board of Directors

Contact details for further information:

Göran Blomberg, Chairman of the Board of Directors, Catena Media plc

Email: goran.blomberg@catenamedia.com

Investor Relations

Email: ir@catenamedia.com

The information was submitted for publication, through the agency of the contact persons set out above, on 24 May 2023 at 14:00 CEST.

About Catena Media

Catena Media is a global leader in generating high-value leads for operators of online casino and sports betting platforms. The group's large portfolio of web-based affiliation brands guides users to customer websites and enriches the experience of players worldwide. Headquartered in Malta, the group employs over 350 people worldwide. The share (CTM) is listed on Nasdaq Stockholm Mid Cap. For further information see catenamedia.com.