

# Press release

15 May 2024

## Bulletin from the 2024 Annual General Meeting of Catena Media plc

The Annual General Meeting of Catena Media plc (the "Company") was held at Hilton Malta, Portomaso, St. Julian's, STJ4012, Malta on Wednesday, 15 May 2024 (the "Meeting"). The below is a summary of the salient parts of the Meeting.

It was resolved to approve the Consolidated Financial Statements of the Company, the Director's Report and the Auditor's Report for the financial year ending 31 December 2023.

The Meeting resolved not to declare any dividends for the financial year of 2023, in accordance with the proposal from the Board of Directors.

The Meeting resolved that the Board of Directors shall be composed of six (6) members. The Meeting further resolved that the fees to be paid to the members of the Board of Directors shall be allocated as follows: EUR 90,000 to the Chairman of the Board of Directors and EUR 40,000 to each of the other members of the Board of Directors. The Audit Committee, the Remuneration Committee and the Tech Committee shall receive remuneration in accordance with the following (i) Audit Committee Chairman: EUR 12,500; (ii) Audit Committee member: EUR 6,250; (iii) Remuneration Committee Chairman: EUR 6,250; and (iv) Remuneration Committee member: EUR 3,125; (v) Tech Committee Chairman: EUR 6,250; and (vi) Tech Committee member: EUR 3,125.

The Meeting further resolved that the auditor's fees shall be payable in accordance with approved invoice.

Øystein Engebretsen, Theodore Bergqvist, Sean Hurley and Adam Krejcik, were re-elected as members of the Board of Directors, and Erik Flinck and Dan Castillo were elected as new members of the Board of Directors until the end of the next annual general meeting, in accordance with the Nomination Committee's proposal. Erik Flinck was also elected as Chairman of the Board of Directors until the end of the next annual general meeting, in accordance with the Nomination Committee's proposal.

PricewaterhouseCoopers Malta were re-elected as the Company's auditor, in accordance with the Nomination Committee's proposal.

The Meeting resolved to approve the Nomination Committee's proposal on the principles for appointing the Nomination Committee of the Company for the Annual General Meeting of 2025.

The Meeting further resolved to adopt an incentive program in accordance with the Board of Directors' proposal (the "2024 Programme"). The 2024 Programme comprises two series. Series 1 comprises of share options and Series 2 comprises of warrants. Both the share options and the warrants have a vesting period of three (3) years after which the participant is entitled to exercise the share options and warrants to subscribe for shares in the Company during a period of six months. The 2024 Programme comprises up to 1,500,000 share options and warrants in the aggregate, which entitle participants to the same number of new shares. The 2024 Programme implements a similar structure as the incentive programme which was approved on the Annual General Meeting in May 2023.

The Meeting also resolved to approve the Remuneration Report for the financial year 2023 as prepared by the Board of Directors.

Given that the Board of Directors' proposal to allow the Company to acquire its own shares (the "Share Buy Back Extraordinary Resolution") only obtained one of the two majorities required in terms of article 1.5 of the Articles, the said proposal was not adopted at the Meeting. The Board of Directors has, however, convened an Extraordinary General Meeting to be held on Wednesday 17 July 2024 to pass the Share Buy Back Extraordinary Resolution in terms of article 135 of the Companies Act (Cap. 386 of the laws of Malta) and article 1.5 of the Articles.

Further information about the Annual General Meeting's resolutions is available on the Company's website:

<https://www.catenamedia.com/investors/corporate-governance/general-meetings/>

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**About Catena Media**

Catena Media is a leader in generating high-value leads for operators of online casino and sports betting platforms. The group's large portfolio of brands guides users to customer websites and enriches the experience of players worldwide. Headquartered in Malta, the group employs over 250 people globally. The share (CTM) is listed on Nasdaq Stockholm Mid Cap. For further information see [catenamedia.com](https://www.catenamedia.com).