

Minutes kept at the Annual General Meeting (the “**Meeting**”) of Catena Media plc, C70858 (the “**Company**”) held on 15 May 2024 from 07:00 a.m. (UTC) (09.00 a.m. (CEST)), at Hilton Malta, Portomaso, St. Julian’s, STJ4012, Malta.

There were present:

1. Shareholders:

- (i) Øystein Engebretsen as proxy of a number of shareholders holding 3,734,964 shares in the aggregate
- (ii) Øystein Engebretsen as a representative of Investment AB Öresund

2. Directors:

- (i) Øystein Engebretsen
- (ii) Theodore Bergqvist
- (iii) Adam Krejcik
- (iv) Sean Hurley
- (v) Jan Tjernell (Company Secretary)

3. Other attendees:

- (i) Pierre Cadena (Interim Chief Executive Officer)
- (ii) Mike Gerrow (Chief Financial Officer)
- (iii) Erik Flinck
- (iv) Dan Castillo
- (v) Manuel Stan

§ 1

Mr. Øystein Engebretsen, a member of the Company’s board of directors (the “**Board of Directors**”), declared the Meeting open.

§ 2

Given that Mr. Göran Blomberg, the chairman of the Board of Directors was not present at the Meeting, and given that the Company does not presently have a Deputy Chairman, Mr. Øystein Engebretsen, presided as chairman of the Meeting (the “**Chairman**”).

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 9,434,964 shares and votes were represented at the Meeting, corresponding to approximately 11.98% of the total amount of shares in the Company.

§ 4

Erik Flinck, was appointed to approve the minutes of the Meeting.

§ 5

It was unanimously resolved to approve the agenda for the Meeting. The Chairman therefore 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 25 March 2024. In addition, an announcement was published in the Swedish newspaper *Dagens Industri* on 28 March 2024 i.e. more than 21 days before the Meeting.

The Chairman declared that the Meeting had been duly convened.

§ 7

The Interim CEO gave a brief presentation of the Group's outlook for 2024.

§ 8

It was noted that the consolidated financial statements of the Company for the financial year ending 31 December 2023, as well as the directors' report and the auditors' report thereon have been available on the Company's website since 26 March 2024 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 2023, 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 2023.

§ 10

In accordance with the proposal of the Nomination Committee, it was unanimously resolved that the Board of Directors shall be composed of six (6) 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 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. 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 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.

§ 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 unanimously resolved to elect and/or re-elect, as applicable, Øystein Engebretsen, Theodore Bergquist, Sean Hurley, Adam Krejcik, Erik Flinck and Dan Castillo as members of the Board of Directors for the period until the end of the next annual general meeting.

It was further unanimously resolved to elect Erik Flinck as chairman of the Board of Directors.

§ 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 2025.

§ 16

It was unanimously resolved 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 2024, as proposed by the Board of Directors.

§ 17

In accordance with the proposal of the Board of Directors, it was unanimously resolved to approve the Remuneration Report for the financial year 2023 as prepared by the Board of Directors.

§ 18

All the shareholders present in person or by proxy at the Meeting 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.

§ 19

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 2024 of Catena Media plc

Chairman



Øystein Engebretsen

Approved



Erik Flinck

Secretary



Jan Tjernell