



POLICY DOCUMENT

Corporate Governance Policy

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Responsible:	Chief Executive Officer (CEO)
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1. BACKGROUND AND PURPOSE

This Corporate Governance policy for Catena Media Plc. (the “**Company**”) and its subsidiaries (jointly referred to as the “**Catena Group**”) has been drafted to ensure that the Catena Group is complying with applicable laws and regulations and that the Catena Group’s values and desired ways of conducting business are communicated and followed throughout the entire organization, the Catena Group has developed a number of governing documents, including this policy.

2. AUDIENCE

This Corporate Governance Policy applies to the Board of Directors and Management of the Catena Media Group.

3. POLICY STATEMENT

Proper management of the Catena Group’s business is crucial for reaching the vision and long-term goals. The following areas are for that reason structured and regulated within the Group.

3.1. BOARD OF DIRECTORS

The Board of Directors is responsible for the Board’s Rules and Procedures, including Instructions for the Audit Committee, the Remuneration Committee, the Technology Committee, and the CEO Instructions. The Board discharges its oversight responsibilities both directly and through its committees, depending on the issue at hand and as instructed by the Board.

These documents are the fundamentals of managing the Catena Group together with other governing documents.

3.2. CEO

The CEO is responsible for defining, maintaining and running an appropriate organization capable of reaching the Group’s vision and goals in accordance with the CEO instructions.

3.3. GOVERNING DOCUMENTS

The Group has defined a four-level structure for governing documents (governance fundamentals, policies, procedures and instructions).

Policies apply to all employees and all entities in the organization (unless otherwise stated) and establish rules and boundaries for how the Group shall act in significant areas. It mandates conduct relating to business activities, where the consequences of non-compliance could have severe consequences for the Catena Group. Policies are regulated within the Catena Group (uniform format, based on business and risk as well as ethical values, appointed ownership and accountability for compliance, approval and yearly update by the Board of Directors). At a minimum, the below areas shall be covered by policies:

- Corporate Governance
- Finance
- HR
- IT
- Information Security

- Communication
- Inside information and trading

In addition to this Policy, the Catena Group has a Code of Conduct with mandatory principles regarding management and employee behaviour and supporting documents (e.g., procedures and instructions) are developed when needed based on issues related to risk and management control.

3.4. MANAGEMENT OF COMPLIANCE

The Catena Group shall comply with applicable laws and the governing documents mentioned above are a support for this. Management and employees have the responsibility for compliance within the working areas that they are responsible for. Each policy has an appointed owner that is responsible for following up on the policy within the Catena Group. The General Counsel (the “GC”) is responsible for reporting to the Board of Directors on the Catena Group’s policy compliance once a year.

3.5. BUSINESS PROCESSES

The Catena Group has defined a number of processes managing the business and delivering value. These processes are divided into management, business, and supporting processes. Further descriptions (procedures, instructions/routines) within the Catena Group shall be aligned with these processes. The CEO is responsible for the process structure within the Catena Group. The processes shall be described in a uniform way and where there is a policy, the process must be aligned with that policy.

3.6. BUSINESS PLANNING AND FOLLOW UP

The Catena Group shall continuously plan to achieve the vision and long-term objectives. The Catena Group shall annually prepare a business plan and a budget. Business plans and budgets must follow a uniform format and be aligned with the Catena Group’s business plan.

The Catena Group’s business plan and budget, as well as appropriate reporting, are followed-up and presented to the Board of Directors. The CEO is responsible for the Business planning and follow up with support of the CFO.

3.7. FINANCIAL REPORTING

In order to meet the financial requirements and to inform all finance staff and entities, a Finance Procedure Manual (Procedure) shall be formalized and approved. The Finance Procedure Manual shall give guidance and summarize the sections, shown below, required to uphold a high standard of financial accounting and reporting.

- Presentation of the Finance function and responsibilities
- Presentation of the Business systems
- Authorization rules (four-eyes principle)
- Business Planning and Financial Control
- Applied accounting principles
- The extent of Group reporting incl. time schedules

The Finance Procedure Manual shall be updated annually and be approved by the CFO.

3.8. RISK MANAGEMENT

The Catena Group identifies, assesses and manages risks based on the company's vision and goals. Risk assessment of strategic-, operational-, compliance- and financial risks shall be performed annually by Group management and presented to the Audit Committee and the Board.

A more detailed risk assessment for each entity shall be performed or updated at least annually. Minimum requirements of defined controls mitigating identified risks shall be defined and implemented for each business process.

A self-assessment of minimum requirements of defined controls mitigating identified risks for each business process shall annually be performed and reported to the Audit Committee and the Board. The CFO is responsible for the self-assessment process.

3.9. CRISIS MANAGEMENT

The Group must be prepared for a crisis of any kind and shall have a business continuity plan in place. Crisis management is regulated in policies and procedures for Communication. The CEO is responsible for Crisis management together with the Executive Management team.

4. ROLES AND RESPONSIBILITIES

The CEO is the owner for this Policy.

5. EXCEPTIONS

There are no exceptions to this policy.

6. MONITORING OF COMPLIANCE

The GC has to annually report policy compliance to the Board of Directors.

The risk assessment is annually reported to the Audit Committee and Board.

A self-assessment of compliance with minimum internal control requirements is annually performed and reported to the Audit Committee and the Board.

The business plan and the budget follow a uniform format.

7. REVIEWS AND UPDATES

The Corporate Governance Policy shall be reviewed, updated and adopted when deemed necessary or appropriate, however, no less than annually.

The Corporate Governance Policy shall be reviewed and updated by the CEO and adopted by the Board of Directors.

8. REFERENCES TO ASSOCIATED DOCUMENTS AND LINKS

- Code of Conduct
- Committee Instructions (Audit, Remuneration and Technology)
- Insider Policy
- Human Resource Policy
- Communications and Disclosure Policy
- Finance Policy (with sub-document: Finance Procedure Manual)
- IT and Information Security Policies
- Risk Procedure Manual

All Policies mentioned above can be accessed via this [link](#).