

**Minutes** kept at the Annual General Meeting (the “**Meeting**”) of Catena Media plc, C70858 (the “**Company**”) held on 21 May 2025 from 08:00 a.m. (UTC) (09.00 a.m. (CEST)), at AX The Palace Malta, Triq Il - Kbir, Tas-Sliema, Malta.

**There were present:**

**1. Shareholders:**

- (i) Erik Flinck as proxy of a number of shareholders holding 9,643,405 shares in the aggregate

**2. Directors:**

- (i) Erik Flinck
- (ii) Sean Hurley
- (iii) Martin Zetterlund
- (iv) Stephen Taylor-Matthews

**3. Other attendees:**

- (i) Søren K Vilby (appointed as a director of the Company at the Meeting)
- (ii) Liv Biesemans (Company Secretary)
- (iii) Manuel Stan (Chief Executive Officer)
- (iv) Mike Gerrow (Chief Financial Officer)

---

**§ 1**

Mr. Erik Flinck, Chairman of the Company’s board of directors (the “**Board of Directors**”), declared the Meeting open.

**§ 2**

Mr. Erik Flinck presided as chairman of the Meeting (the “**Chairman**”).

Ms. Liv Biesemans 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 9,643,405 shares and votes were represented at the Meeting, corresponding to approximately 12.24% of the total amount of issued shares in the Company and approximately 12.75% of the total amount of voting shares in the Company.

**§ 4**

Sean Hurley 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 19 March 2025. In addition, an announcement was published in the Swedish newspaper *Dagens Industri* on 24 March 2025 i.e. more than 21 days before the Meeting.

The Chairman declared that the Meeting had been duly convened.

## **§ 7**

It was noted that the consolidated financial statements of the Company for the financial year ended 31 December 2024, as well as the directors' report and the auditors' report thereon have been available on the Company's website since 26 March 2025 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 ended 31 December 2024, as well as the directors' report and the auditors' report thereon.

## **§ 8**

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 2024.

## **§ 9**

In accordance with the proposal of the Nomination Committee, as subsequently amended by the Company's press release published on 3 April 2025, it was unanimously resolved that the Board of Directors shall be composed of five (5) members.

## **§ 10**

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.

## **§ 11**

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.

## **§ 12**

In accordance with the proposal of the Nomination Committee, it was unanimously resolved to elect and/or re-elect, as applicable, Erik Flinck, Sean Hurley, Stephen Taylor-Matthews, Søren K Vilby and Martin Zetterlund 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.

## **§ 13**

In accordance with the proposal of the Board of Directors, it was unanimously resolved to appoint KPMG Malta as the Company's auditor until the end of the next annual general meeting.

**§ 14**

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 2026.

**§ 15**

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 2025, as proposed by the Board of Directors.

**§ 16**

In accordance with the proposal of the Board of Directors, it was unanimously resolved to approve the Remuneration Report for the financial year 2024 as prepared by the Board of Directors.

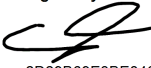
**§ 17**

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

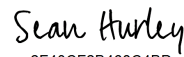
\* \* \*

**Signature page of the minutes kept at the Annual General Meeting 2025 of Catena Media plc**

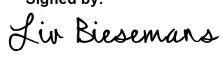
**Chairman**

Signed by:  
  
2D29B69E3BE846D  
Erik Flinck

**Approved**

Signed by:  
  
2E40CE2B468C4BD  
Sean Hurley

**Secretary**

Signed by:  
  
3A627D3B3A13429...  
Liv Biesemans