

## The Nomination Committee of Catena Media plc's proposals and reasoned statement for decisions at the Annual General Meeting of Catena Media to be held on 27 May 2026.

### The Nomination Committee and its work

According to the principles resolved upon by the Annual General Meeting, the Nomination Committee, composed on the basis of the ownership of Catena Media plc ("Catena Media"), consists of Andreas Jönsson (Chairman of the Nomination Committee), appointed by Jesper Ribacka, Jakob Have appointed by Nordic Compound Invest A/S, Andreas Lindberg, appointed by Andre Lavold and Erik Flinck, chairman of the Board of Directors of Catena Media.

The Nomination Committee has been working in accordance with requirements set out in the Swedish Code of Corporate Governance (the "Code") and in accordance with the instructions resolved upon by the AGM. The Committee has had frequent meetings and other contacts in the process of preparing the proposals presented in this document. No remuneration has been paid for the work in the Nomination Committee.

### Proposals of the Nomination Committee

#### *The Chairman of the Meeting*

The Committee proposes that the meeting will be chaired according to article 20.1 of the Company's articles of association.

#### *Number of members of the Board of Directors*

The Nomination Committee proposes four (4) members of the Board of Directors.

#### *Members of the Board of Directors*

The current Board of Directors comprises Erik Flinck, Sean Hurley, Martin Zetterlund and Søren Vilby, of which Søren Vilby has declined re-election as board member.

The Nomination Committee proposes that (i) the current board members Erik Flinck, Sean Hurley, and Martin Zetterlund be re-elected and (ii) Seth Young is elected as new member of the Board of Directors.

Seth Young, born in 1984, currently serves as the CEO of High Roller Technologies, a leading global online gaming operator listed on the NYSE. Seth Young is a Member of the Board of Advisors at Kindbridge Behavioral Health, a leading network of mental health treatment providers with a focus on gambling and gaming disorders in the USA, and director at Kinectify, a provider of AML and tech provide risk-management software. Mr Young held various executive roles at leading gaming operators, including Pointsbet, Fifth Street Gaming and Foxwoods Resorts Casino. He brings a deep understanding of strategic corporate development efforts including partnerships, government and regulatory affairs, product

development, and M&A initiatives. Mr. Young was the recipient of the Innovation Group's 2018 Emerging Leaders of Gaming Award and was named to Global Gaming Business Magazine's 40 Under 40 in the same year. Mr. Young holds a Bachelor's degree in Political Science, with a double minor in Internet Studies and Legal Studies, from Brandeis University, and attended Harvard Business School for Mergers and Acquisitions, Strategy, Execution, and Post-Merger Management.

#### *Chairman of the Board of Directors*

The Nomination Committee proposes Erik Flinck to be re-elected as Chairman of the Board of Directors.

#### *Remuneration to the Board of Directors*

The remuneration is proposed to remain EUR 90,000 as remuneration of the Chairman of the Board of Directors and EUR 40,000 to each of the other members of the Board of Directors. It is noted that this adds up to EUR 210,000 in total board fees, committee fees excluded.

The Nomination Committee proposes that the remuneration to the Audit Committee, the Remuneration Committee and the Investment Committee, respectively, remains as follows: (i) Audit Committee Chairman: EUR 12,500; (ii) Audit Committee members: EUR 6,250; (iii) Remuneration Committee Chairman: EUR 6,250; (iv) Remuneration Committee members: EUR 3,125; (v) Investment Committee Chairman: EUR 6,250; and (vi) Investment Committee members: EUR 3,125.

Furthermore, the Nomination Committee proposes additional remuneration to the Directors of the Company in the form of an aggregate consultancy budget of SEK 1M, to be allocated among the Directors for the provision of clearly identifiable consultancy services. The consultancy budget shall be administered and overseen by the Chairman of the Board and may be allocated to individual Board members in consideration of their individual contributions, scope of work, and time commitment in relation to Board duties during the term up to the next Annual General Meeting.

Any remuneration paid under this consultancy budget shall be paid in accordance with the Company's remuneration guidelines (as proposed under agenda item 17 below) and reported in accordance with applicable disclosure and corporate governance requirements.

#### *Auditors*

KPMG Malta is proposed to be elected as the Company's auditor for the period until the end of the next Annual General Meeting. The proposed auditor is in accordance with the Audit Committee's recommendation. KPMG has informed us that Justin Axiaq, based in Malta, will act as head of the audit team, should it be elected at the AGM.

#### *Remuneration to the Auditors*

The Nomination Committee proposes that the auditor's fees shall be payable in accordance with approved invoices.

#### *Proposal on principles for the composition of the Nomination Committee*

The Nomination Committee proposes that the instruction for the Company's Nomination Committee be unchanged, as follows.

The Nomination Committee shall consist of four members. The three, in terms of votes, largest shareholders/owner groups (the "Largest Shareholders") as per 31 August the year prior to the next annual general meeting, according to the list of shareholders in the share register maintained by Euroclear Sweden AB or that in another way are proved to be one of the Largest Shareholders, are entitled to appoint one member of the Nomination Committee each. In addition, the chairman of the Board of Directors shall be appointed as a member of the Nomination Committee. The chairman of the Board of Directors shall no later than 15 October the year prior to the next annual general meeting summon the Largest Shareholders. If any of these shareholders waive their right to appoint a member of the Nomination Committee, the next shareholder/owner groups in order of size shall be given the opportunity to appoint a member of the Nomination Committee. The CEO or any other person from the senior management shall not be a member of the Nomination Committee. The chairman of the Board of Directors shall summon the Nomination Committee's first meeting.

The chairman of the Board of Directors shall not be appointed chairman of the Nomination Committee. The Nomination Committee's term of office extends until a new Nomination Committee is appointed. The composition of the Nomination Committee shall be made public no later than 6 months before the annual general meeting.

If it becomes known that a shareholder that has appointed a member of the Nomination Committee, as a result of changes in the said owner's shareholdings or due to changes in other owners' shareholdings, is no longer one of the Largest Shareholders, the committee member who was appointed by said shareholder shall, if the Nomination Committee so decides, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder that has not already appointed a member of the Nomination Committee.

If the registered ownership structure is otherwise significantly changed prior to the completion of the Nomination Committee's work, the composition of the Nomination Committee shall, if the Nomination Committee so decides, be changed in accordance with the above stated principles.

The tasks of the Nomination Committee shall be to prepare, for the next annual general meeting, proposals in respect of number of directors of the Board of Directors, remuneration to the Chairman of the Board of Directors, the other directors of the Board of Directors and the auditors respectively, remuneration, if any, for committee work, the composition of the Board of Directors, the Chairman of the Board of Directors, proposal for composition of the Nomination Committee, chairman at the annual general meeting and election of auditors. The Company shall pay for reasonable costs that the Nomination Committee has considered to be necessary in order for the Nomination Committee to be able to complete its assignment.

## **Reasoned statement of the Nomination Committee**

Prior to the Annual General Meeting 2026, the Nomination Committee has held a total of four minuted meetings and in addition had ongoing contact. The Nomination Committee has taken into account the outcome of the evaluation of the Board and its work, interviewed several board members and discussed with the Chairman of the Board in relation to Catena Media's operations. The Committee was informed that board member Søren Vilby would not be available for re-election at the 2026 AGM. The Nomination Committee sought to find suitable candidates for the replacement of the resigning director in the board that could add in-depth industry experience and insights into the North American market to enhance Catena's geographic positioning.

During the process the Nomination Committee has made significant efforts to identify female candidates to achieve a desired gender equality in the board. Unfortunately, without success. Considering the strategic challenges the Company faces, it has been difficult to identify female candidates with the desired profile, hence the Nomination Committee has in this respect made a choice to propose a board with only male members, which the Nomination Committee deems meeting the other requirements of the Code on versatility and breadth considering the proposed members competence, experience and background. The Nomination Committee is particularly happy to be able to present Seth Young as new candidate to the Board of Directors of Catena Media. The candidate represents significant industry seniority with vast experience in the North American online casino and sports betting market, that will be beneficial in the Board work going forward.

The Nomination Committee determines that the Board members proposed for re-election hold extensive experience from inter alia business, technology, operations and financial markets, the gaming industry and the North American market. The Nomination Committee has further assessed that the proposed new Board member, through his background, will strengthen supplement capabilities which the Nomination Committee deems required. Overall, it is the opinion of the Nomination Committee that the proposed Board of Directors has an appropriate composition in relation to the Company's strategy, operation, and other relevant circumstances pertaining to the Company. The Nomination Committee has applied item 4.1 of the Swedish Corporate Governance Code as diversity policy and continuously strives to meet the requirements of the Code on versatility, breadth and gender balance of the Board. The Nomination Committee has in this respect made a choice between achieving a more equal gender balance and changing the composition of the Board in order to meet the strategic challenges of the Company going forward and has concluded that the strategic capabilities of the Board combined with sector knowledge shall be prioritized. However, the Nomination Committee deems that the work towards a more even gender distribution needs to continue. Further to its assessment of the proposed Board members' independence, it is the view of the Nomination Committee that the proposed Board meets the independence requirements set forth by the Swedish Corporate Governance Code. Further information regarding the proposed members of the Board of Directors is available on the Company's website, [www.catenamedia.com](http://www.catenamedia.com).