

## PRESS RELEASE

7 February 2018

### **Offer to exchange existing bonds into new bonds**

**Catena Media plc ("Catena Media" or "the Group") intends to offer holders of Catena Media's outstanding bonds 2016/2019 with ISIN SE0008964720 (the "Existing Bonds") to exchange Existing Bonds into new bonds in connection with Catena Media's contemplated bond issue (the "Exchange Offer").**

As announced by Catena Media on February 7, 2018, a mandate has been given to Carnegie and Danske Bank (the "**Managers**") to explore possibilities of early redemption of the Existing Bonds through re-financing with a new bond issue (the "**Bonds**").

Holders of Existing Bonds will be offered to use Existing Bonds as payment in kind for subscriptions of Bonds. Only the principal (and not accrued but unpaid interest) of Existing Bonds may be used as payment for Bonds. The principal of one (1) Existing Bond (EUR 100,000) makes up for payment of one (1) Bond with a principal of EUR 100,000.

Applicants delivering Existing Bonds as payment for Bonds will receive, in cash, on or about the early redemption date of the Existing Bonds, (i) interest on the delivered Existing Bonds for the period beginning on (but excluding) the interest payment date of the Existing Bonds falling immediately prior to the issue date for the Bonds and ending on (and including) the early redemption date of the Existing Bonds and (ii) a premium of 3.38 per cent. of the principal of the delivered Existing Bonds to reflect the premium of the applicable call option price of the Existing Bonds.

Each holder who wishes to participate in the Exchange Offer must provide and complete all information required pursuant to an application form, which can be obtained by contacting the Managers.

The Exchange Offer will commence on February 7, 2018 at 09.00 CET and will expire on February 16, 2018 at 15.00 CET, unless the application period is shortened, extended or deferred, in the discretion of Catena Media, or the contemplated bond issue is cancelled by Catena Media.

Application forms received by the Managers are considered an irrevocable request to subscribe for Bonds to be paid by delivery of Existing Bonds. However, Catena Media reserves the right to refuse acceptance of such request as set forth in the application form. Catena Media and the Managers

reserve the right to allocate a lower number of Bonds than requested or to not allocate any Bonds at all to the applicant.

Notification of allotment will be made by way of a contract note to all applicants allotted Bonds prior to the issue date for the Bonds and the Bonds will, on the issue date, be delivered to the account from which the Existing Bonds were reserved.

Information regarding the Exchange Offer, including complete application instructions, has today been sent to directly registered owners and registered authorised nominees (Sw. *förvaltare*) of the Existing Bonds as of February 5, 2018 in the debt ledger produced by Euroclear Sweden. Any individual or company whose Existing Bonds are held by a nominee must contact such nominee to participate in the Exchange Offer.

THE EXCHANGE OFFER IS NOT DIRECTED, AND THE BONDS ARE NOT OFFERED, AND MAY NOT BE SOLD OR DELIVERED, (I) TO ANY PERSON WHOSE PARTICIPATION REQUIRES A PROSPECTUS, REGISTRATION MEASURE, INFORMATION OR ACTION OTHER THAN THOSE PRESCRIBED BY SWEDISH LAW, (II) IN THE U.S. OR TO, OR FOR ACCOUNT OR BENEFIT OF, U.S. PERSONS OR (III) TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE THIS IS UNLAWFUL WITHOUT ANY FURTHER MEASURES BEING TAKEN. ANY PERSON WHO WISH TO PARTICIPATE IN THE EXCHANGE OFFER MUST ENSURE THAT THEY ARE ELIGIBLE PURCHASERS AND NOT SUBJECT TO ANY SUCH TRANSFER RESTRICTIONS OR OTHERWISE RESTRICTED TO PARTICIPATE IN THE EXCHANGE OFFER.

The Exchange Offer and the acceptance thereof are subject to Swedish law, with the District Court of Stockholm as the court of first instance.

**For further information regarding the Exchange Offer, please contact:**

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*This information is information that Catena Media plc is obliged to make public pursuant to the EU Market Abuse Regulation. The information was*

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**About Catena Media**

Catena Media plc is an online performance marketing company that has established a leading position through strong organic growth and acquisitions. The business was started in 2012 and the group has approximately 282 employees in the US, Australia, Japan, Serbia, UK, and Malta, where the Head Office is situated. In 2017, revenues reached approximately EUR 67,6 million. The company is listed on Nasdaq Stockholm Mid Cap. Further information is available at [www.catenamedia.com](http://www.catenamedia.com).