

# Press release

1 April 2020

## Notice of Annual General Meeting 2020 of Catena Media plc.

### NOTICE OF ANNUAL GENERAL MEETING 2020 OF CATENA MEDIA PLC

in accordance with Articles 18 and 19 of the Articles of Association of the Company (the “Articles”).

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (the “Meeting”) of Catena Media plc, company registration number C70858 (the “Company” or “Catena”), will be held on Friday, 15 May 2020, at 10:00 (CEST) at Tändstickpalatset/Kapitel 8, Västra Trädgårdsgatan 15, Stockholm, Sweden. The registration of shareholders starts at 09:00 (CEST).

#### Attendance and voting

- To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Euroclear Sweden AB on 15 April 2020.
- Shareholders whose shares are registered in the name of a nominee should note that they may be required by their respective nominee/s to temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote (in person or by proxy) at the Meeting. Any such re-registration would need to be effected by 15 April 2020. Shareholders should therefore liaise with and instruct their nominees well in advance thereof.
- To be entitled to attend and vote at the Meeting, shareholders must also notify the Company of their intention to participate by mail to Catena Media plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, by e-mail to [CatenaMedia@euroclear.eu](mailto:CatenaMedia@euroclear.eu), or by phone +46 8 402 91 48 during the office hours of Euroclear Sweden AB, by no later than 15 April 2020. Such notification should include the shareholder's name, personal identification number/company registration number (or similar), address and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. Information submitted in connection with the notification will be computerised and used exclusively for the annual general meeting. See below for additional information on the processing of personal data.

#### Proxies

- A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and its form must comply with Article 42 of the Articles and (a) where the shareholder is an individual, be signed by him/her or (b) where the shareholder is a corporation, be signed by a duly authorised officer of the corporation. A proxy form is available on the Company's website: [www.catenamedia.com](http://www.catenamedia.com). Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form.
- The original signed proxy form and, where the shareholder is a corporation, a certified copy of a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received by mail no later than 15 April 2020 by Euroclear Sweden AB, through the postal address Catena Media plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable certified copies of certificates of registration or similar) as soon as possible.
- Aggregated attendance notifications and proxy data processed by Euroclear Sweden AB must be received by the Company by email at [generalmeeting@catenamedia.com](mailto:generalmeeting@catenamedia.com) not less than 48 hours before the time appointed for the Meeting and in default shall not be treated as valid.

## Agenda

### General

- 1 Opening of the Meeting
- 2 Election of Chairman of the Meeting
- 3 Drawing up and approval of the voting list
- 4 Election of one or two persons to approve the minutes of the Meeting
- 5 Approval of the agenda
- 6 Determination whether the Meeting has been duly convened
- 7 The CEO's presentation

### Ordinary business (ordinary resolutions)

- 8 To receive and approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and the Directors' Report for the year ending 31 December 2019 and the Auditors' Report for the year ending 31 December 2019
- 9 Resolution on dividends
- 10 Determination of the number of members of the Board of Directors
- 11 Determination of fixed fees for the members of the Board of Directors
- 12 Determination of fees for the auditor
- 13 Retirement of Board of Directors and election of new Board of Directors and Chairman of the Board of Directors
- 14 Election of auditor

### Special business (ordinary resolutions)

- 15 Resolution on the Nomination Committee of the Company for the Annual General Meeting of 2021
- 16 Resolution on remuneration guidelines for the executives and the Board of Directors
- 17 Resolution on the adoption of a long-term incentive program for key persons within the Catena Group

### Special business (extraordinary resolutions)

- 18 Extraordinary Resolution on amendments to the Company's Articles in light of Directive (EU) 2017/828 (shareholder rights directive II)
- 19 Extraordinary Resolution on amendments to Article 7 of the Company's Articles (authority for the Board of Directors to issue shares)

## Information on resolution proposals

### Agenda item 2; Election of Chairman of the Meeting

The Nomination Committee, established in accordance with the principles adopted at the Annual General Meeting of 2019, has declared that it proposes Kathryn Moore Baker to be appointed as Chairman of the Meeting.

### Agenda item 8; Approval of Consolidated Financial Statements, Directors' Report and Auditors' Report for the year ending 31 December 2019

The Board of Directors proposes that the Meeting resolves to approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and the Directors' Report and the Auditors' Report.

**Agenda item 9; Resolution on dividends**

The Board of Directors proposes, in accordance with the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and in accordance with the directors' recommendation as set forth in the Directors' Report, that the Meeting resolves to not declare any dividends.

**Agenda item 10; Determination of the number of members of the Board of Directors**

The Nomination Committee proposes that the Board of Directors shall be composed of six (6) members.

**Agenda item 11; Determination of fixed fees for the members of the Board of Directors**

The Nomination Committee proposes that the fixed cash remuneration to the Directors of the Company shall be paid in accordance with the following: EUR 90,000 to the Chairman and EUR 40,000 to each of the other Directors.

The Nomination Committee proposes that the fixed cash remuneration to the Audit Committee and Remuneration Committee, respectively, shall be paid in accordance with the following: (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.

**Agenda item 12; Determination of fees for the auditor**

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

**Agenda item 13; Retirement of Board of Directors and election of new Board of Directors and Chairman of the Board of Directors**

The Nomination Committee proposes that Göran Blomberg, Øystein Engebretsen, Theodore Bergquist and Per Widerström are re-elected as members of the Board of Directors and that Adam Krejcik and Marcus Lindqvist are elected as new members of the Board of Directors, for the period until the end of the next Annual General Meeting. Kathryn Moore Baker, Cecilia Qvist and Mats Alders have declined re-election as board members. The appointment of each Board member shall be approved by separate resolution. The Nomination Committee proposes that Göran Blomberg is elected as Chairman of the Board of Directors.

**Information regarding the proposed members of the Board of Directors**

Adam Krejcik is co-founder and a partner at Eilers & Krejcik Gaming LLC, a boutique research and consulting firm that follows the digital & interactive gaming industry with heavy emphasis on the USA. Mr. Krejcik also has over a decade of equity research experience primarily covering the global interactive entertainment industry. He has become one of the authoritative voices in the social casino, iGaming, and fantasy sports industry and his proprietary research has been cited by various industry executives and corporations.

Marcus Lindqvist is the CEO of Qliro Group, a position he assumed in August 2016. He is also acting CEO of Nelly since end of November 2019. Marcus previously served as Head of B2B Sweden & Products at Dustin. Prior to Dustin, he served as Country Manager for Sweden at Hewlett Packard's PC division, as well as Channel Director for the Nordics at DELL.

Information regarding the members proposed for both re-election and election can be found on the Company's website, [www.catenamedia.com](http://www.catenamedia.com).

**Agenda item 14; Election of auditor**

The Nomination Committee proposes to re-elect PricewaterhouseCoopers Malta as auditor of the Company for the period until the end of the next Annual General Meeting. The proposed auditor is in accordance with the Audit Committee's recommendation.

**Agenda item 15; Resolution on the Nomination Committee of the Company for the Annual General Meeting of 2021**

The Nomination Committee proposes that the Meeting resolves on the following principles for appointing the Nomination Committee for the next Annual General Meeting.

The Nomination Committee shall consist of four members. The three, in terms of votes, largest shareholders/owner groups (the "Largest Shareholders") as of 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 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 six 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.

#### **Agenda item 16; Resolution on remuneration guidelines for the executives and the Board of Directors**

The Board of Directors proposes that the Meeting adopts the following guidelines for compensation of senior executives, which includes the CEO and other members of senior management, and the directors of the Board. These Guidelines shall apply until the 2024 Annual General Meeting (provided that (a) new Guidelines may be approved in the interim by the shareholders at a general meeting and (b) they may continue to apply after 2024 if the shareholders do not approve new Guidelines that are proposed by the Board before or at the 2024 Annual General Meeting).

The guidelines are forward-looking, i.e. it is applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the policy by the annual general meeting 2020.

#### **Promotion of the company's business strategy, long-term interests and sustainability**

In short, the company's business strategy is the following.

Catena Media aims to be the number-one choice within global, innovative, performance based online marketing, in any business we enter. We will build outstanding relationships and always ensure partner brand growth by providing high-quality, partner-integrated products with superior user experiences. By focusing on strong brands within iGaming and Financial Services our goal is to become a global business with local presence on all continents. For more information regarding the company's business strategy, please see [www.catenamedia.com](http://www.catenamedia.com).

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end,

it is necessary that the company offers competitive remuneration. This policy enables the company to offer the senior executives a competitive total remuneration.

Long-term share-related incentive plans have been implemented in the company and the company intends to continue to implement appropriate long-term share-related incentive plans in the future, including both share option programmes and warrant programmes in order to, inter alia, achieve an increased alignment between the interests of the participants in the programmes and the shareholders of Catena Media, as well as to create conditions for retaining and recruiting competent personnel. All long-term share-related incentive plans shall be proposed by the board of directors and submitted to the annual general meeting for approval. For more information regarding the implemented share-related incentive plans, including the criteria which the outcome depends on, please see, [www.catenamedia.com/corporate-governance/incentive-programmes](http://www.catenamedia.com/corporate-governance/incentive-programmes).

Variable remuneration covered by this policy is also intended to promote the company's business strategy and long-term interests, including its sustainability.

#### Types of remuneration

Catena Media shall offer compensation that is in line with market terms and based on factors such as the importance of the work duties and the executive's competence, experience and performance and may consist of the following components: fixed base salary, short-term variable remuneration, pension benefits and other benefits. Additionally, the general meeting may separately resolve on, among other things, share-related remuneration, which may include both fixed and variable elements.

#### *Fixed base salary*

Fixed base salary constitutes compensation for a committed work contribution at a high professional level that ultimately aims to create added value for Catena's customers, shareholders and employees. Fixed base salary shall be attractive in comparison with the market and be based on the executive's competence, experience and performance. Salaries are reviewed yearly. Senior executives do not receive remuneration for board assignments in the Catena Group's subsidiaries and associated companies.

#### *Variable remuneration*

The satisfaction of criteria for awarding variable remuneration shall be measured over a period of one year. The variable remuneration may amount to not more than 100 per cent, for the CEO, and 70 per cent, for other senior executives, of the annual fixed base salary. Further variable remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 200 per cent of the annual fixed base salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

#### *Criteria for awarding variable remuneration*

The variable remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial, to be determined by the Remuneration Committee from time to time. The Remuneration Committee will also determine whether such variable remuneration will be subject to any deferral periods and whether the Company have the right to reclaim any such remuneration. They shall be individualized and may be quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including sustainability, by for example being clearly linked to the business strategy or promote the senior executive's long-term development. In case earnings before taxes of the company are negative, any variable remuneration shall not be paid out.

To which extent the criteria for awarding variable remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The remuneration committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

In the event any variable remuneration has been paid out on the basis of information which later proves to be manifestly misstated, the company shall be assured possibility to reclaim such remuneration.

#### *Share-based remuneration*

Senior executives (including the CEO, and the deputy CEO if any) may also be entitled to share-based remuneration according to the terms of share-based incentive programmes that may be approved by the shareholders in general meeting from time to time. The terms of these incentive programmes shall at least include: (a) clear, comprehensive and varied criteria for the award of share-related remuneration; (b) the financial and non-financial performance criteria for awarding share-related remuneration; (c) the methods to be applied to determine to which extent the performance criteria have been fulfilled; and (d) information on any deferral periods and on the possibility for the company to reclaim any such remuneration. Although the terms of such incentive programmes may vary from one programme to another, (i) the vesting period for the CEO's (and deputy CEO's, if any) share-related remuneration shall never be less than two years nor more than four years and (ii) such share-related remuneration may not amount to more than 150 per cent of the CEO's (and deputy CEO's, if any) fixed annual cash salary, with the value of any share-based remuneration to be calculated according to the Black & Scholes valuation model. The purpose of share-related remuneration (through incentive programmes approved by the shareholders) is to achieve an increased alignment between the interests of senior executives and the company's shareholders, as well as to create conditions for retaining and recruiting competent personnel, which in turn contribute to the company's business strategy and securing of its long term interests and sustainability.

In this regard, the board of directors has submitted a new long-term share-related incentive plan proposal for senior executives to the annual general meeting 2020 for approval, with a three-year vesting period, the full details of which can be found at <https://www.catenamedia.com/corporate-governance/general-meeting/annual-general-meetings/agm-2020/>.

#### *Pension benefits*

For the CEO and other senior executives, pension benefits, as applicable, including health insurance (Sw: sjukförsäkring), shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable remuneration shall not qualify for pension benefits unless required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall not amount to more than 25 per cent of the annual fixed base salary.

#### *Other benefits*

Other benefits may include, for example, life insurance, medical insurance (Sw: sjukvårdsförsäkring) housing allowance, school fees, travel cost compensation and company cars. Such benefits may amount to not more than 30 per cent of the annual fixed base salary.

Pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice depending on which law the employment is governed by, taking into account, to the extent possible, the overall purpose of this policy.

#### Remuneration to the members of the Board of Directors

Remuneration for the board of directors shall be resolved upon by the general meeting. Board members shall only be entitled to a fixed base salary and shall be able to invoice board remuneration through a company. The board members may also receive separate remuneration for board assignments in subsidiaries of the company.

To the extent members of the board of directors perform services within their respective areas of expertise outside of their duties as board members the remuneration shall be on market terms and be based on a consultancy agreement.

#### Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, the board of directors' has taken into account salary and employment conditions for employees of the company by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the policy and the limitations set out herein are reasonable. The development of the gap between the remuneration to senior executives and remuneration to other employees will be disclosed in the remuneration report.

*Duration and termination of employment, etc.*

Senior management employment contracts are generally not limited in time. The notice period may not exceed six months if notice of termination of employment is made by the company. Fixed base salary during the period of notice and severance pay may together not exceed an amount equivalent to the CEO's fixed base salary for six months, and three months for other senior executives. The period of notice may not exceed six months without any right to severance pay when termination is made by the senior executive.

All directors shall retire from office at the end of each Annual General Meeting and they shall be eligible for re-election. Directors may be removed, in accordance with and subject to the terms of the Companies Act (Chapter 386 of the laws of Malta), prior to the expiry of their term of office by ordinary resolution of the shareholders in general meeting. The directors are not entitled to any severance pay in the event of any such removal.

The decision-making process to determine, review and implementation of the guidelines

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new remuneration guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new remuneration guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are non-executive directors independent of the company and its senior executives. The composition of the committee and independence thereof aims to avoid any potential conflicts of interest in determining senior management remuneration. The CEO and other senior executives do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration

The requirement to describe material changes to the guidelines and how the views of shareholders' have been taken into consideration is not relevant for the purposes of the annual general meeting 2020. This requirement will apply when the guidelines, if approved at the annual general meeting 2020, is first revised thereafter.

Information on any deviations from the remuneration guidelines resolved by the annual general meeting 2019

The remuneration committee has evaluated the remuneration guidelines resolved by the annual general meeting 2019 and the application thereof. The conclusion is that the guidelines effectively have fulfilled their purpose and functioned as intended and no deviations have been made.

**Agenda item 17; Resolution on the adoption of a long-term incentive program for key persons within the Catena Group**

In order to continue to incentivise key persons of the Company, the Directors propose that the Annual General Meeting resolves to implement a new incentive programme for key persons of the Catena Group (both future and existing) (the "2020 Programme") at one or several occasions from implementation until the next Annual General Meeting in 2021.

The 2020 Programme comprises two series. Series 1 comprises of share options and Series 2 comprises of warrants. Both the share options and the warrants have a vesting period of 3 years after which the participant is entitled to exercise the share options and warrants to subscribe for shares in the Company during a period of six months (the "Exercise Period").

It is proposed that the 2020 Programme will comprise not more than in aggregate 1,400,000 share options and warrants which may entitle to the same number of new shares. The 2020 Programme will, in all material aspects, correspond to the incentive programme which was approved on the Annual General Meeting in April 2019 (the "2019 Programme").

*General terms and conditions*

The Company will satisfy its obligations under the 2020 Programme through the issuance of new shares in the Company. All of the rights attaching to the Company's shares are set out in the Company's Memorandum and Articles of Association. Provided that the performance targets described below are fulfilled at the time of the exercise of the



share options or warrants, each share option and each warrant entitle the participant to subscribe for one new share in the Company during the Exercise Period. The share options and the warrants shall each have a vesting period of three (3) years from the date when the participant enters into a share option agreement or warrant agreement, respectively, regarding the 2020 Programme (the "Vesting Period"). Subject to customary recalculation provisions in case of certain corporate actions taken by the Company, the subscription price for the shares shall be equal to 115 per cent of the volume-weighted average price of the Company's share on Nasdaq Stockholm during a period of ten (10) trading days prior to the respective allocation dates of the share options or the warrants (the "Measurement Period"). The exercise of the share options and/or warrants will be considered valid and effective only upon receipt by the Company (within the Exercise Period) of the relevant subscription price for the shares to be issued.

The Board of Directors, or the Remuneration Committee, shall be entitled to make adjustments to the terms and conditions if significant changes in the Catena Group, its markets, or its environment, result in a situation where the adopted terms and conditions of the 2020 Programme no longer serve their purpose or the rationale for the proposal, including inter alia that adjustments may be resolved with respect to the terms and conditions for measuring performance conditions, and the basis for such calculation, and the growth rate targets under the 2020 Programme, due to potential effects from or related to COVID-19.

Further, in case of special circumstances, the Directors shall be authorised to resolve that share options or warrants may be exercised and/or kept, as applicable, despite the fact that the employment or assignment in the Catena Group has ceased, for example due to long-term illness.

The 2020 Programme will be implemented, and initial allocations will take place to participants as soon as practicable following the publication of the Company's quarterly report for January-March 2020 and the Measurement Period will start the day after publication of such report. Any subsequent allocations to future and existing key persons (as applicable) under the 2020 Programme, shall be made as soon as practicable following the publication of the Company's quarterly reports, as applicable, using Measurement Periods starting the date after the publication of any such reports, as applicable.

#### *Performance targets*

The final number of share options or warrants each participant shall be entitled to exercise shall also be dependent on the degree of fulfilment of the two performance targets, equally weighted, defined as

- (i) average normalised return on capital employed ("ROCE") during the financial years 2020-2022 ("Performance Condition 1"); and
- (ii) average annual organic growth during the financial years 2020-2022 compared with the same measure for the financial year 2019 ("Performance Condition 2").

The participant will be entitled to exercise 50 per cent of the share options or warrants allotted to the participant if Performance Condition 1 is achieved in full, and 50 per cent of the share options or warrants if Performance Condition 2 is achieved in full. If the Performance Condition 1 reaches or exceeds 22.5 per cent, 100 per cent of Performance Condition 1 will be achieved, whereas if the condition falls below 17.5 per cent, zero per cent of Performance Condition 1 will be achieved. Vesting of the portion of share options or warrants relating to Performance Condition 1 will occur linearly between 17.5-22.5 per cent. If the average annual organic growth reaches or exceeds 20 per cent, 100 per cent of Performance Condition 2 will be achieved, whereas if the condition falls below 10 per cent, zero per cent of Performance Condition 2 will be achieved. Vesting of the portion of share options or warrants relating to Performance Condition 2 will occur linearly between 10-20 per cent.

With respect to any future or current key persons who will get allocation subsequent to the initial allocation, the performance targets shall be calculated during the Vesting Period by using the average normalised ROCE and the average annual organic growth up to and including the quarterly report of the Company immediately before the end of the Vesting Period compared, in respect of the average annual organic growth measure, with the period covered by the four most recent quarterly reports of the Company published prior to the start of the Vesting Period.

#### *Terms and conditions for Series 1 – share options*

Series 1 of the 2020 Programme means that the participants will be allotted a certain number of share options free of charge. The Directors shall, within the framework of the above stated conditions and guidelines, be responsible for preparing the detailed terms and conditions of the 2020 Programme including the requirement of continued employment or assignment throughout the Vesting Period. The share options may not be transferred or pledged.



#### *Terms and conditions for Series 2 – warrants*

Series 2 of the 2020 Programme means that the participants will be offered to subscribe for a certain number of warrants at a price corresponding to the market value of the warrants (the warrant premium), calculated according to the Black & Scholes valuation model. The valuation of the warrants shall be confirmed by a reputable appraiser. The Company shall in connection with the allotment of the warrants to the participants reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the Catena Group is terminated or if the participant wishes to transfer its warrants.

#### *Recalculation due to split, consolidation, new share issue, etc.*

The exercise price for Series 1 and Series 2, determined as set out above, shall be rounded to the nearest SEK 1.0, whereby SEK 0.5 shall be rounded downwards. The exercise price and the number of shares that each share option or warrant entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue, dividend, etc. in accordance with Swedish market practice. If the maximum number of share options or the warrants under the 2020 Programme are exercised (assuming that there are no recalculation events), the Company's issued share capital may increase by EUR 2,100.

#### *Allocation of share options and warrants*

The 2020 Programme is proposed to comprise a maximum of 35 participants who are proposed to be allotted share options or warrants depending on, inter alia, their respective category. The Company shall, however, not issue more than 1,400,000 share options and warrants in total under the 2020 Programme. The 2020 Programme is proposed to comprise five categories, the CEO (Category 1), Category 2, Category 3, Category 4 and Category 5. The Directors shall decide which key persons are to be included in the 2020 Programme based on their qualification and individual performance. The right to receive share options shall accrue to key persons who are offered to participate in the 2020 Programme and the right to receive warrants shall accrue to key persons who are based in jurisdictions where warrants are deemed more favourable from a tax perspective. The maximum number of share options and warrants under the 2020 Programme are set out in the table below.

Category	Maximum number of persons	Maximum number of options/warrants	Maximum number of options/warrants per person within the category
CEO (Category 1)	1	200,000	200,000
Category 2	6	700,000	140,000
Category 3	5	200,000	60,000
Category 4	5	150,000	40,000
Category 5	15	150,000	15,000

Board members shall not be eligible to participate in the 2020 Programme.

#### *The rationale for the proposal*

The Company shall offer remuneration in accordance with market practice which enables the recruitment and retention of qualified senior executives. Remunerations within the Catena Group shall be based on principles of performance, competitiveness and fairness. Share based incentive programmes may be offered as part of the total compensation package. The Directors are of the opinion that the 2020 Programme is in the best interest of both the Company and its shareholders. The rationale for the 2020 Programme is to achieve a greater alignment of interests between the participants and the shareholders, to create conditions for retaining and recruiting competent persons to the Catena Group and to increase the motivation among the participants. For more information on the 2020 Programme in relation to the total personnel cost for 2019, see below.

#### *Scope, costs and effects on key ratios of the 2020 Programme including valuation of warrants and taxation effects*

The share options under Series 1 of the 2020 Programme are expected to result in tax at employment income rates for the participants and will be accounted for in accordance with IFRS 2 which stipulates that the share options should be recorded as personnel expenses during the Vesting Period (see below for treatment of warrants under Series 2). The costs for the 2020 Programme is estimated to amount to approximately MEUR 0.5 (it should be noted that no social security costs are expected under current Maltese tax rules) calculated in accordance with IFRS 2 based on the following assumptions: (i) that the maximum number of share options are allotted to participants in Malta and no

warrants are allotted, (ii) that the volume-weighted average price of the Company's share on Nasdaq Stockholm during a period of ten (10) trading days prior to the allocation date of the share options or warrants amounts to EUR 1.3850 using an exchange rate SEK/EUR of 0.0902 and an annual share price increase of 15 per cent during the term of the 2020 Programme, (iii) an estimated annual turnover of personnel of 0 per cent and (iv) that both performance conditions are fulfilled. Based on the above assumptions the maximum value for each participant within different categories of the 2020 Programme will upon exercise amount to MSEK 1.4 (Category 1), MSEK 1.0 (Category 2), MSEK 0.4 (Category 3), MSEK 0.3 (Category 4) and MSEK 0.1 (Category 5).

In addition to what is set forth above, the costs for the 2020 Programme have been based on that the 2020 Programme comprises not more than 35 participants and that each participant exercises its maximum share options.

The subscription of the warrants in Series 2 shall be made at a price corresponding to the market value of the warrants and therefore any subsequent gains are expected to result in tax at capital income rates for participants and no social security contributions are to be paid by the Catena Group in relation to the issue and subscription of the warrants. The market value of the warrants is SEK 3.81 per warrant, based on a preliminary valuation using a volume weighted average price of SEK 15.35, entailing an exercise price of SEK 18 per share. The Black & Scholes valuation model has been used for valuing the warrants.

The annual cost of the 2020 Programme is estimated to amount to approximately MEUR 0.2 under the above assumptions, which annually corresponds to 0.7 per cent of Catena's total personnel costs in 2019. The costs are expected to have a limited effect on Catena's key ratios.

#### *Dilution and information about current outstanding incentive programmes*

Upon maximum allotment of share options and warrants, 1,400,000 shares can be allotted under the 2020 Programme, meaning a dilution of approximately 2.2 per cent based on the current number of shares and votes in the Company. Currently, the Company has four incentive programmes to employees and certain board members outstanding which were adopted in 2016, 2017, 2018 and 2019. Taking into account also the shares which may be issued pursuant to previously implemented incentive programmes in the Company, as well as the incentive programme proposed by Catena Media's shareholders Bodenholm Capital and Ruane Cunniff which was adopted at the Annual General Meeting 2019, the maximum dilution can amount to 4.32 per cent on a fully diluted basis.

For more information regarding the Company's current outstanding incentive programmes, please refer to the Company's annual report for 2019, which will be made available on the Company's website, [www.catenamedia.com](http://www.catenamedia.com).

#### *Preparations of the proposal*

The Directors of the Company and the Remuneration Committee have prepared this 2020 Programme in consultation with external advisors. The 2020 Programme has been reviewed by the Directors and in the Remuneration Committee at meetings in February and March 2020.

If the proposed 2020 Programme is adopted, the Directors intends to propose that future Annual General Meetings adopt incentive programs which correspond hereto. Accordingly, the proposal shall be seen as a part of a recurring incentive program. The Directors will evaluate the suitability and appropriateness of the programme and, if it is deemed necessary or suitable, propose adjustments or additions to future incentive programmes.

#### *Majority Requirement*

A resolution to approve the 2020 Programme is valid only where supported by shareholders holding more than 50 per cent of the voting rights attached to shares represented and entitled to vote at the Annual General Meeting.

#### **Agenda item 18; Extraordinary Resolution on amendments to the Company's Articles in light of Directive (EU) 2017/828 (shareholder rights directive II)**

Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement, as transposed in chapter 12 of the Maltese Listing Rules (Shareholder Rights Directive II) introduced a number of measures aimed at enhancing the rights of shareholders of listed companies. One such measure requires companies to pay their directors (including the CEO and deputy CEO) in accordance with a remuneration policy that has been approved by the general meeting. The Company has already taken this requirement on board, and the Meeting will be separately voting on remuneration guidelines

(agenda item 16). However, certain amendments to the Articles are also required in order to bring the Articles in line (and ensure that there is no conflict with) the new rules imposed by the Shareholder Rights Directive II.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolution:

"That articles 49, 50, 74 and 76 be replaced in their entirety with the following revised articles:

49. Remuneration of Directors; CEO and Deputy CEO

49.1. The Company shall pay remuneration to the Directors (including in relation to any membership of a committee of the Directors), as well as to the Company's Chief Executive Officer and any Deputy Chief Executive Officer, only in accordance with a remuneration policy that has been approved by the Company in general meeting.

Provided that, where no remuneration policy has been approved and the general meeting does not approve a proposed policy, the Company may continue to pay remuneration to the Directors in accordance with existing practices and shall submit a revised policy for approval at the following general meeting.

Provided further that where an approved remuneration policy exists and the Company in general meeting does not approve a proposed new policy, the Company shall continue to pay remuneration to the Directors in accordance with the existing approved policy and shall submit a revised policy for approval at the following general meeting.

...

50. Other remuneration of Directors

50.1. Any Director who holds any executive office or who otherwise performs services which are outside the scope of their duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine, always within the limit of the approved maximum aggregate approved by the shareholders. Provided that the remuneration of the Chief Executive Officer or Deputy Chief Executive Officer of the Company shall be subject to the provisions of Article 49 above.

...

74. Local boards

74.1. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in Malta or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (subject to the provisions of Article 49 above), and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

...

76. President

76.1. The Directors may from time to time elect a President of the Company and may determine the period for which he shall hold office. Such President may be either honorary or, subject to the provisions of Article 49 above, if applicable, paid such remuneration as the Directors in their discretion shall think fit. The President need not be a Director but shall, if not a Director, be entitled to receive notice of and attend and speak, but not to vote, at all meetings of the Board of Directors.

**Agenda item 19; Extraordinary Resolution on amendments to Article 7 of the Company's Articles (authority for the Board of Directors to issue shares)**

The Board of Directors is presently authorised to issue shares (and withdraw pre-emption rights) in connection with the Company's incentive programmes. Such programmes, which are separately approved by the general meeting, are implemented in order to incentivise directors and employees and align their interests with those of the shareholders. The Board of Directors is also authorised to issue shares in certain other limited instances as set out in Article 7 of the Company's Articles, including as a means of payment for certain acquisitions of assets and generally as a means of payment to the Company's creditors.

The Board is proposing certain amendments to Article 7 in order to:

- (a) streamline and rationalise the rules which presently regulate the Board of Directors' authority to issue shares and withdraw pre-emption rights;
- (b) enable share issues of up to a maximum of ten per cent (of the total number of shares in a particular class) during any rolling 12-month period to cover all permitted types of issuances by the Board of Directors; and
- (c) extend the authorisation for all permitted types of issuances until the next annual general meeting of the Company. The Board of Directors' authorisation can be renewed by the shareholders by means of an ordinary resolution at subsequent general meetings, in each case for an additional period of up to 5 years.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

(1) That articles 7 of the Articles of Association be replaced in its entirety with the following text:

7.1 Subject to the provisions of article 85 of the Act, the Directors are authorised to issue shares in any class, or grant options and/or warrants in relation to them, up to the maximum value of the authorised share capital of the Company (in respect of each class) at such times and on such terms as they think proper in any of the following cases, provided that the Directors shall not issue shares in any class in excess of 10 per cent of the number of issued shares of that class on a rolling 12-month basis:

- (a) if it is in the interest of the Company to issue shares to strategic investors in the Company; or
- (b) if the shares are to be issued as a means of payment to a seller of interests in a legal organisation or operations or business being acquired by the Company or any of its subsidiaries; or
- (c) the shares are to be issued as a means of payment to a creditor who accepts payment in kind in the form of shares of the Company; or
- (d) pursuant to the exercise of options, warrants or other instruments in relation to and pursuant to the terms of any employee or director incentive programmes established by the Company.

This authorisation to the Directors shall be valid until the date of the Company's annual general meeting to be held in 2021, and the Company in general meeting may by Ordinary Resolution renew this permission for further maximum periods of 5 years each.

7.2 Subject to the provisions of article 88 of the Act, the rights of pre-emption of existing shareholders may be restricted or withdrawn by the Directors for as long as the Directors are and remain authorised to issue shares in accordance with article 85 of the Act and Article 7.1 above. In the case of an issue of shares other than those cases set out in Article 7.1 above, the Directors shall not restrict or withdraw pre-emption rights and all existing shareholders shall be treated equally and offered shares pro rata to their holdings in accordance with article 88 of the Act.

(2) That the Company's Memorandum and Articles of Association ("M&A") be updated to reflect the foregoing extraordinary resolutions passed at the Meeting and any other changes that are required in terms of law to reflect any changes that may have taken place since the current version of the memorandum and articles of association was last approved and registered by the Registrar of Companies.

(3) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to sign the updated Memorandum and Articles of Association on the Company's behalf and do all things necessary to register the updated Memorandum and Articles of Association with all relevant authorities.

#### Other

The Company has 61,568,740 shares outstanding as of the date of this notice (one vote per share).

The Nomination Committee's complete proposals and motivated statement, information on the proposed board members, together with the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and Directors' Report and the Auditor's report as well as a marked-up copy of the Memorandum and Articles of Association reflecting the various amendments being proposed at the Meeting, will be made available at the Company's website: [www.catenamedia.com](http://www.catenamedia.com). Such documents will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

\* \* \*

Malta in April 2020  
CATENA MEDIA PLC  
The Board of Directors

#### For further information, please contact:

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The information was submitted for publication, through the agency of the contact persons set out above, on 1 April 2020 at 21:45 CEST.

#### About Catena Media

Catena Media has a leading position within online lead generation. The company has approximately 400 employees in the US, Australia, Japan, Serbia, UK, Sweden, Italy and Malta (HQ). The company is listed on Nasdaq Stockholm. Further information is available at [www.catenamedia.com](http://www.catenamedia.com).