

Press release

12 May 2021

Bulletin from the 2021 Annual General Meeting of Catena Media plc

The Annual General Meeting of Catena Media plc (the "Company") was held at the Company's registered office in Malta on Wednesday, 12 May 2021.

It was resolved to approve the Consolidated Financial Statements of the Company, the Director's Report and the Auditor's Report for the financial year ending 31 December 2020. The meeting resolved to not declare any dividends for the financial year of 2020, in accordance with the proposal from the Board of Directors.

The meeting resolved that the Board of Directors shall be composed of seven (7) members. The meeting further 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. The Audit Committee, the Remuneration Committee and the Tech Committee shall receive remuneration 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; (v) Tech Committee Chairman: EUR 6,250; and (vi) Tech Committee member: EUR 3,125. The meeting further resolved that the auditor's fees shall be payable in accordance with approved invoice.

Göran Blomberg, Øystein Engebretsen, Theodore Bergquist, Per Widerström and Adam Krejcik were re-elected as members of the Board of Directors, and Esther Teixeira-Boucher and Austin J Malcomb were elected as new members of the Board of Directors, in accordance with the Nomination Committee's proposal. Göran Blomberg was further re-elected as Chairman of the Board of Directors.

PricewaterhouseCoopers Malta was re-elected as the Company's auditor, in accordance with the Nomination Committee's proposal.

The meeting resolved to approve the Nomination Committee's proposal on the principles for appointing the Nomination Committee of the Company for the Annual General Meeting of 2022.

The meeting resolved to adopt the Board of Directors' proposal on remuneration guidelines for the executives and the Board of Directors.

The meeting further resolved to adopt an incentive program in accordance with the Board of Directors' proposal (the "2021 Programme"). The 2021 Programme comprises two series (share options and warrants) and have a vesting period of 3 years. The 2021 Programme comprises not more than 36 participants and in total 2,500,000 share options and warrants. The performance conditions for the 2021 Programme relate to Catena Media's organic revenue growth and organic EBITDA growth during the financial years 2021-2023.

The meeting resolved to approve the Remuneration Report for the financial year 2020 that had been prepared by the Board of Directors.

The meeting resolved in accordance with the Board of Directors' proposal to renew and extend the authorization to issue shares pursuant to article 7.1(d) of the Company's Articles of Association (the "Articles") until the date of the Company's Annual General Meeting to be held in 2026. Further, the meeting resolved in accordance with the Board of Directors' proposal to renew and extend the authorization to issue shares pursuant the articles 7.1(a) to 7.1(c) of the Articles until the date of the Company's Annual General Meeting to be held in 2022.

Given that the Board of Directors' proposal to allow the Company to acquire its own shares (the "Share Buy Back Extraordinary Resolution") only obtained one of the two majorities required in terms of article 1.5 of the Articles, the said proposal was not adopted at the Annual General Meeting. The Board of Directors have convened an Extraordinary General Meeting to be held on Wednesday, 14 July 2021 to pass the Share Buy Back Extraordinary Resolution in terms of article 135 of the Companies Act (Cap. 386 of the laws of Malta) and article 1.5 of the Articles.

Further information about the Annual General Meeting's resolutions is available on the Company's website, www.catenamedia.com.

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 12 May 2020 at 7.00 PM CEST.

About Catena Media

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