

# Press release

10 APRIL 2026

## Notice of Annual General Meeting 2026 of Catena Media plc.

### **NOTICE OF ANNUAL GENERAL MEETING 2026 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 Wednesday, 27 May 2026, at 07:00 (UTC) 09:00 (CEST) at The Westin Dragonara Resort, Dragonara Road, St. Julian's, STJ 3143, Malta. The registration of shareholders starts at 08:00 (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 27 April 2026 (the “Record Date”).
- 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 also need to be effected by the Record Date. 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 [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), or by phone +46 8 402 91 48 during the office hours of Euroclear Sweden AB, by no later than the Record Date by 21:59 (UTC) (23:59 (CEST)). 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 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 to Catena Media plc, c/o Euroclear Sweden AB,

Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), no later than the Record Date by 21:59 (UTC) (23:59 (CEST)). 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.

### Right to Ask Questions

Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by e-mail [liv.biesemans@catenamedia.com](mailto:liv.biesemans@catenamedia.com) by not later than 20 May 2026 by 21:59 (UTC) (23:59 (CEST)). An answer to a question will not be given in those cases specified in article 26 of the Articles (a copy of which is available on the Company's website).

### Shareholder Proposals

- In accordance with Article 19.4 of the Articles a shareholder holding not less than five (5) per cent of the voting issued share capital of the Company may: (a) request the Company to include items on the agenda of the Meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the Meeting; and/or (b) table draft resolutions for items included in the agenda of the Meeting.
- In accordance with Article 19.5 of the Articles, the request to put items on the agenda of the Meeting and the tabling of the draft resolutions are to be submitted to and received by the Company in hard copy form or in electronic form (at [generalmeeting@catenamedia.com](mailto:generalmeeting@catenamedia.com)) by not later than 11 April 2026 by 21:59 (UTC) (23:59 (CEST)) and are to be authenticated by the person/s making it. The Company shall not be obliged to entertain any requests by shareholders made after 11 April 2026.

The Company will have the sole discretion of determining whether any proposals submitted by shareholders have been properly submitted and, should any proposal require a modification to the agenda of the Meeting (as set out below), the Company shall make available a revised agenda on its website, together with updated proxy forms and voting instructions (if any), as soon as possible. Shareholders are therefore encouraged to check the Company's website after the above-mentioned deadline to check whether there have been any changes to the agenda and to ensure that they will be submitting the latest proxy forms and voting instructions.

### 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 2025 and the Directors' Report for the year ended 31 December 2025 and the Auditors' Report for the year ended 31 December 2025

9. Resolution on dividends
10. Determination of the number of members of the Board of Directors
11. Determination of emoluments to the members of the Board of Directors
12. Determination of fees for the auditor
13. Election of 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 2027
16. Resolution on the adoption of a long-term incentive program for key persons within the Catena Group
17. Resolution on remuneration guidelines for the executives and the Board of Directors
18. Resolution regarding the Remuneration Report for the financial year 2025
19. Resolution to renew authorisation to the Board of Directors to issue shares

*Special business (extraordinary resolution)*

20. Extraordinary resolution to authorise the Company to acquire its own shares

### **Information on resolution proposals**

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

In terms of article 20.1 of the Articles, the Chairman of the Board of Directors (Mr Erik Flinck) shall preside as Chairman of the Meeting. Should the Chairman not be present at the Meeting, article 20.1 of the Articles will regulate the appointment of the Chairman of the Meeting.

#### **Agenda item 8; Approval of Consolidated Financial Statements, Directors' Report and Auditors' Report for the year ending 31 December 2025**

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 2025 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 2025 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 4 members.

#### **Agenda item 11; Determination of emoluments to 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, Remuneration Committee and Investment 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; (iv) Remuneration Committee member: EUR 3,125; (v) Investment Committee Chairman: EUR 6,250; and (vi) Investment Committee member: 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.

#### **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; Election of Board of Directors and Chairman of the Board of Directors**

The Nomination Committee proposes that Erik Flinck, Sean Hurley, and Martin Zetterlund are re-elected and that Seth Young is elected to the Board of Directors for the period until the end of the next annual general meeting. Søren Vilby has declined re-election as board member. The appointment of each Board member shall be approved by separate resolution. The Nomination Committee proposes that Erik Flinck is elected as Chairman of the Board of Directors.

Information regarding the members proposed for re-election and/or election can be found on the Company's website, <https://www.catenamedia.com/>.

#### **Agenda item 14; Election of auditor**

The Nomination Committee proposes to re-elect KPMG 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 2027**

The Nomination Committee proposes that the Meeting resolves on the following principles for appointing the Nomination Committee and for the Nomination Committee's work, which shall apply until further notice.

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 the adoption of a long-term incentive program for key persons within the Catena Group**

In order to create conditions for retaining and recruiting competent personnel to the Catena Group and 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 "**2026 Programme**") at one or several occasions from implementation until the end of the calendar year 2026.

The 2026 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 three (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 (6) months (the "**Exercise Period**").

It is proposed that the 2026 Programme will comprise not more than 2,000,000 share options and warrants, in aggregate, which may entitle the holders thereof to the same number of new shares. The 2026 Programme implements a similar structure as the incentive programme which was approved at the annual general meeting held in May 2025 (the "**2025 Programme**").

#### General terms and conditions

The Company will satisfy its obligations under the 2026 Programme through either repurchased shares or 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, 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.

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 share options and warrants will also entitle the participants to utilise an alternative exercise model. Pursuant to this, the participants shall have the right to request a recalculation entailing that a reduction of the number of shares that can be subscribed for but that such shares are

subscribed for at the nominal value (giving an economic effect for the participant corresponding to a full exercise however reducing the cash amount payable and the dilution).

The Board of Directors, on the recommendation of 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 2026 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 2026 Programme, due to potential effects from or related to circumstances outside the control of the Company.

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 2026 Programme will be implemented, initial allocations will take place to participants and the Measurement Period will start as soon as practicable following the annual general meeting 2026. Any subsequent allocations to future and existing key persons (as applicable) under the 2026 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, and in no event later than 31 December 2026.

#### Performance targets and performance periods

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 performance targets, defined as:

- (i) average of Employee Net Promoter Score (eNPS)<sup>1</sup> during the financial years 2026-2028 ("**Performance Condition 1**");
- (ii) minimum organic, adjusted earnings before interest, taxes, depreciation and amortisation (EBITDA) growth during the financial years 2026-2028 ("**Performance Condition 2**");
- (iii) minimum organic revenue growth during the financial years 2026-2028 ("**Performance Condition 3**"); and
- (iv) Continued employment throughout the vesting period ("**Performance Condition 4**") (together the "**Performance Conditions**")

The Performance Conditions are calculated on a group-wide consolidated basis and shall be deemed to be achieved as follows:

- Performance Condition 1 shall be deemed to be achieved if the Group reaches an average eNPS of 25 or above during the financial years 2026, 2027 and 2028.
- Performance Condition 2 shall be deemed to be fully achieved if the Group achieves total organic adjusted EBITDA of at least EUR 50 million in aggregate over the three-year period covering 2026, 2027 and 2028.
- Performance Condition 3 shall be deemed to be fully achieved if the Group achieves total organic revenue of at least EUR 190 million in aggregate over the three-year period covering 2026, 2027 and 2028.
- Performance Condition 4 shall be deemed to be achieved if the employee remains employed throughout the vesting period.

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<sup>1</sup> eNPS stands for Employee Net Promoter Score. It is a metric used by organizations to measure employee satisfaction and engagement. eNPS measures the likelihood of employees recommending their company as a place to work. The eNPS is calculated by subtracting the percentage of detractors from the percentage of promoters. The resulting score can range from -100 (if all employees are detractors) to +100 (if all employees are promoters). The Company uses the external platform Officevibe, which benchmark in all industries is 23.

#### Vesting and vesting 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 2026 Programme (the “**Vesting Period**”).

Upon entering into the relevant share option agreement or warrant agreement, a participant is initially awarded 100 per cent of the share options or warrants allocated to them under the Programme. Such share options or warrants shall vest (i.e. become exercisable) following the expiry of the Vesting Period only to the extent that the applicable Performance Conditions have been satisfied, as set out in the table below.

Moreover, each Performance Condition is allocated a defined portion of a participant’s total share options or warrants, as set out in the table below under the column “*Weighting of total award*”. The portion of share options or warrants attributable to each Performance Condition shall vest on a pro-rata basis by reference to the level of achievement of that Performance Condition. Following the expiry of the Vesting Period, only the vested portion of the share options or warrants shall be exercisable by the participant, with any unvested portion lapsing or being cancelled (as applicable).

Performance Condition	Weighting of total award	Vesting if <75% of condition achieved	Vesting if 75% to <100% of condition achieved	Vesting if 100% of condition
Performance Condition 1	10%	0	linear from 75% to 99%	100%
Performance Condition 2	40%	0	linear from 75% to 99%	100%
Performance Condition 3	40%	0	linear from 75% to 99%	100%
Performance Condition 4	10%	Not applicable		

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

Series 1 of the 2026 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 2026 Programme including the requirement of continued employment or assignment throughout the Vesting Period. The share options may not be transferred or pledged. If a participant’s employment or assignment within the Catena Group ceases prior to the expiry of the Vesting Period, any share options which have not vested at that time shall automatically lapse and be cancelled, unless otherwise determined by the Directors in accordance with the terms of the 2026 Programme.

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

Series 2 of the 2026 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 0.1, whereby SEK 0.05 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 2026 Programme are exercised (assuming that there are no recalculation events), the Company's issued share capital may increase by EUR 3,000.

#### Allocation of share options and warrants

The 2026 Programme is proposed to comprise a maximum of 30 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 2,000,000 share options and warrants in total under the 2026 Programme. The 2026 Programme is proposed to comprise four categories, the Category 1 (CEO), Category 2 (Executive Management Team), Category 3 (senior leadership), Category 4 (key employees). The Directors shall decide which key persons are to be included in the 2026 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 2026 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 2026 Programme are set out in the table below.

Category	Maximum number of persons	Maximum number of options/warrants within the category
Category 1 (CEO)	1	400,000
Category 2	6	800,000
Category 3	18	720,000
Category 4	4	80,000

Board members shall not be eligible to participate in the 2026 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 2026 Programme is in the best interest of both the Company and its shareholders. The rationale for the 2026 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 2026 Programme in relation to the total personnel cost for 2025, see below.

#### Scope, costs and effects on key ratios of the 2026 Programme including valuation of warrants and taxation effects

The share options under Series 1 of the 2026 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 2026 Programme is estimated to amount to approximately MSEK 1.70 (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, USA, Canada and Israel 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 SEK 2.18 using an exchange rate SEK/EUR of 10.82 and an annual share price increase of 15 per cent during the term of the 2026 Programme,

- (iii) an estimated annual turnover of personnel of zero (0) per cent, and
- (iv) that all performance conditions are fulfilled.

Based on the above assumptions the maximum value for each participant within different categories of the 2026 Programme will upon exercise amount to MSEK 0.3 (Category 1), MSEK 0.7 (Category 2), MSEK 0.6 (Category 3) and MSEK 0.1 (Category 4).

In addition to what is set forth above, the costs for the 2026 Programme have been based on the assumption that the 2026 Programme comprises not more than 30 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 0.43 per warrant, based on a preliminary valuation using a volume weighted average price of SEK 2.18, entailing an exercise price of SEK 2.5 per share. The Black & Scholes valuation model has been used for valuing the warrants.

The annual cost of the 2026 Programme is estimated to amount to approximately MSEK 1.7 under the above assumptions, which annually corresponds to 0.5 per cent of Catena's total personnel costs in 2025. 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, 2,000,000 shares can be allotted under the 2026 Programme, meaning a dilution of approximately 2.5 per cent based on the current number of shares and votes in the Company. Currently, the Company has five incentive programmes to employees outstanding, which were adopted in 2021, 2022, 2023, 2024 and 2025. Taking into account also the shares which may be issued pursuant to previously implemented incentive programmes in the Company, the maximum dilution can amount to 6.5 per cent on a fully diluted basis, based on the remaining number of shares that could be issued under the programmes.

For more information regarding the Company's current outstanding incentive programmes, please refer to the Company's website [www.catenamedia.com](http://www.catenamedia.com), as well as the Company's annual report for 2025, 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 2026 Programme in consultation with external advisors. The 2026 Programme has been reviewed by the Directors and in the Remuneration Committee at meetings in March 2026.

If the proposed 2026 Programme is adopted, the Directors intend 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 2026 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 Meeting.

#### **Agenda item 17; Resolution on remuneration guidelines for the executives and the Board of Directors**

The Board of Directors proposes that the Meeting adopts the proposed guidelines for compensation of senior executives, which includes the CEO, and the members of the Board, as annexed to this notice (the "Remuneration Guidelines"). These Remuneration Guidelines shall

apply until the 2030 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 2030 if the shareholders do not approve new guidelines that are proposed by the Board of Directors before or at the 2030 annual general meeting).

These Remuneration Guidelines are forward-looking (i.e., it is applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of these guidelines by the Meeting) and will replace the remuneration guidelines which were approved at the 2022 annual general meeting (the "**2022 Guidelines**") in their entirety. Please refer to the annex of this Agenda for a copy of the proposed updated Remuneration Guidelines which also include a description of the changes which these proposed guidelines purport to make to the 2022 Guidelines including, *inter alia*, an increase in variable cash-based remuneration that can be awarded to the CEO; and the establishment of a consultancy budget for the provision of clearly identifiable consultancy services by the Board members.

This agenda item is subject to a binding vote.

#### **Agenda item 18; Resolution regarding the Remuneration Report for the financial year 2025**

The Board of Directors proposes that the Meeting resolves to approve the Remuneration Report for the financial year 2025 that has been prepared by the Board of Directors. The Remuneration Report describes how the guidelines for the executive remuneration of the Company, adopted by the annual general meeting 2025, were implemented in 2025. Further, the Remuneration Report has been prepared in accordance with Capital Markets Rules issued by the Malta Financial Services Authority and has been checked by the Company's auditors.

This agenda item is subject to an advisory vote.

#### **Agenda item 19; Resolution to renew authorisation to the Board of Directors to issue shares**

The Board of Directors proposes that, in terms of article 7.1 of the Company's Articles of Association and subject to the provisions of article 85 of the Maltese Companies Act, the Meeting resolves to authorise the Board of Directors to issue shares in any class or grant options and/or warrants in relation to shares (the "**Board Authorisation**").

If approved, the Board Authorisation will be valid for a period of 5 years from the date of the Meeting. This authorisation may be renewed by ordinary resolution at a general meeting for further maximum periods of 5 years each.

Accordingly, in order for the Company to be able to meet its various obligations to third parties, including, *inter alia*, employees exercising their rights under the Company's incentive programmes, sellers and/or investors, the Board of Directors proposes that the Meeting resolves to adopt the following Ordinary Resolution:

*"(1) That, subject to the limitations set out in article 7 of the Company's articles of association (the "Articles"), the Board of Directors be, and hereby is, authorised to issue shares (or grant options and/or warrants in relation to them) pursuant to articles 7.1(a) to 7.1(d) (both inclusive) of the Articles for a period of five years from the date of this resolution.;*

*(2) That any one director and/or the company secretary, each acting singly, be, and hereby are, authorized to issue a certified extract of the minutes kept at the Meeting (including, inter alia the immediately preceding resolution) and to file same with the Malta Business Registry as required."*

#### **Agenda item 20; Extraordinary resolution to authorise the Company to acquire its own shares**

The purpose behind the proposed authorization to allow the Company to purchase its own shares is (a) to provide flexibility as regards the Company's possibilities to (i) distribute capital to its shareholders; and/or (ii) satisfy its obligations under its incentive programmes by; and (b) to

promote more efficient capital usage in the Company, including by cancelling, transferring, disposing and/or otherwise using such shares following their acquisition by the Company should the Board of Directors wish to do so at a later date.

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

*"(1) That pursuant to article 4 of the Company's Articles of Association and in terms of section 106 of the Companies Act, the Company be and is hereby authorised to acquire the following number of its own fully paid-up shares subject to the limitations and conditions set out in the Companies Act and the following terms and conditions:*

- i. Any acquisition of own shares shall take place exclusively on Nasdaq Stockholm or any other regulated market;*
- ii. The authorization may be utilised on one or several occasions until the Annual General Meeting 2027, provided that the authorisation granted to the Company by this resolution shall be for a maximum period of eighteen months from the date hereof;*
- iii. Shares may be repurchased to the extent that the Company's holding of its own shares, at any point in time, does not exceed ten (10) per cent of the Company's total issued share capital, and in no event may the Company repurchase more than 7,877,444 shares in the Company;*
- iv. Acquisitions of shares shall be made in accordance with the price limitations set out in the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, which provides, among other things, that shares may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Nasdaq Stockholm. Acquisitions may not be made at a price lower than the lowest price at which an independent acquisition can be made.*

*(2) That, without prejudice to the foregoing resolution, the Board of Directors be also authorised to cancel, transfer, dispose of and/or use the shares acquired in terms of resolution (1) above for any purpose as it deems fit."*

### **Majority Requirement**

The resolution to authorise the Company to acquire its own shares is valid only where supported by shareholders holding (i) at least 75 per cent in nominal value of the shares represented and entitled to vote at the Meeting; and (ii) at least 51 per cent in nominal value of all the Company's issued shares.

Provided that, if one of the aforesaid majorities is obtained, but not both, another meeting shall be convened within 30 days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in the aggregate not less than 75 per cent in nominal value of the shares represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

### **Other**

As at the date of this notice, the Company has 78,774,442 issued shares (one vote per share) of which 3,124,309 are held by the Company itself (the "**Treasury Shares**"). In terms of article 109 of the Maltese Companies Act, the Treasury Shares carry no voting rights for as long as they are held by the Company.

A copy of this notice (which includes the proposals of the Board of Directors relating to the agenda of the Meeting and the proposed Remuneration Guidelines), 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 2025, the Directors' Report and the Auditor's report, as well as the Remuneration Report, will be made available at the Company's website: <https://www.catenamedia.com/>, not later than three weeks prior to the Meeting. 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 2026  
**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 10 April 2026 at 15:00 CEST.

**About Catena Media**

Catena Media is a leader in generating high-value leads for operators of online casino and sports betting platforms. The group's large portfolio of brands guides users to customer websites and enriches the experience of players worldwide. Headquartered in Malta, the group employs over 150 people globally. The share (CTM) is listed on Nasdaq Stockholm Small Cap. For further information see [catenamedia.com](http://catenamedia.com).

# Remuneration Guidelines

## Introduction

This document sets out the guidelines for the compensation of Catena Media p.l.c.'s board of directors (the "Board"), and senior executives, which includes the Company's Chief Executive Officer ("CEO")("Guidelines").

These Guidelines replace the remuneration guidelines which were approved at the 2022 Annual General Meeting (the "2022 Guidelines") in their entirety. These Guidelines shall apply until the 2030 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 2030 if the shareholders do not approve new guidelines that are proposed by the board before or at the 2030 Annual General Meeting). Any amendment to these Guidelines which the Board considers material must be approved by the shareholders in general meeting.

These Guidelines are forward-looking (i.e., applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of these Guidelines by the Meeting). In these Guidelines, the terms "Company", "we", "us" or "our" should be construed as a reference to Catena Media p.l.c.

### **A. 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 data- and technology-driven leader in online affiliate marketing for sports betting and casino gaming in the Americas and selected niche markets. Through our data-driven approach and deep technology focus, we aim to be the industry thought leader and deliver high-quality leads to our partners with exceptional service. We build our strategy on three foundational pillars: People, Product and Profit. These interconnected areas provide the framework for our ability to grow, adapt and succeed in our space. For more information regarding the Company's business strategy, please see [www.catenamedia.com](http://www.catenamedia.com).

As an affiliate marketing company, we rely on our people and their talents to drive business success. Our employees are the creative source for delivering high quality user experiences. 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. These Guidelines enable the Company to offer its directors, and senior executives, a competitive total remuneration.

## **B. Remuneration of senior executives**

This section sets out the Guidelines for remuneration of the Company's CEO and senior executives (collectively "**Key Employees**"). The guidelines for the remuneration of members of the Board are set out in section C below.

### **Types of remuneration**

The Company shall offer Key Employees compensation that is in line with market terms and based on factors such as the importance of the work duties, competence, experience and performance. In this regard, Key Employee compensation may consist of the following components: fixed base salary, short-term variable cash-based remuneration, share-based remuneration, pension benefits and other benefits.

#### **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 group's customers, shareholders, and employees.

Fixed base salary shall be attractive in comparison to the market and be based on the Key Employee's competence, experience, and performance. Salaries are reviewed yearly. Key Employees do not receive remuneration for board assignments in the Catena group's subsidiaries and associated companies.

#### **Variable cash-based remuneration**

The satisfaction of criteria for awarding variable cash-based remuneration shall be measured over a period of one year. The variable remuneration may amount to not more than 150 per cent, for the CEO, and 50 per cent, for other Key Employees, 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 based on a proposal from the remuneration committee of the Company (the "Remuneration Committee").

#### **Criteria for awarding variable cash-based remuneration**

Key Employees' entitlement to variable cash-based remuneration shall be linked to clearly defined, predetermined and measurable criteria which can be financial or non-financial, set *ex-ante*, 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 (in whole or in part) and whether the Company has the right to reduce, withhold or reclaim any variable cash-based remuneration.



The criteria which will be used to determine a Key Employee's entitlement to variable remuneration shall be individualized, and may be based on quantitative and/or qualitative objectives. The criteria shall be designed so as to contribute to the Company's business strategy and long-term sustainable interests, including sustainability, by for example being clearly aligned with the Company's strategic objectives, risk appetite and long-term value creation, and fostering Key Employees' long-term development.

Such criteria may include, but are not limited to, the achievement of set profit or earnings targets, the implementation of specific business initiatives, capital expenditure plans, environmental and other corporate social responsibility objectives, staff retention and people-related initiatives, as well as project-specific goals and performance targets.

Variable remuneration shall be awarded only where the Company's overall financial performance and position justify such an award. 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 have been satisfied shall be evaluated and determined after the end of the relevant measurement period. 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 assessing performance, the Remuneration Committee shall also take into account the manner in which results have been achieved, including consideration of risk, sustainability and compliance with applicable laws and internal policies.

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 of the possibility to reclaim such remuneration, to the extent permitted by law and contractual arrangements.

## Share-based remuneration

Key Employees may also be entitled to share-based remuneration in the form of long-term incentive programmes that may be established 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-based remuneration;
- (b) the financial and non-financial performance criteria for awarding share-based 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, share retention requirements (if any) 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 any share-related remuneration shall never be less than three years nor more than five years and
- (ii) such share-based remuneration may not, at the time of initial allocation of such awards/rights, amount to more than 150 per cent of the CEO's fixed annual cash salary, with the value of any share-based remuneration to be calculated according to the Black & Scholes valuation model.

Key Employees may also be entitled to participate in other forms of share-based remuneration plans that the Board may establish from time to time, including restricted



share unit arrangements and/or employee share purchase plans. The relevant terms and conditions of such other share-based remuneration (including, where applicable, vesting periods and retention requirements) shall be determined by the Board and/or the Remuneration Committee as appropriate. The establishment of other forms of share-based remuneration and the determination of the relevant terms and conditions thereof shall not be deemed to be a material change to these Guidelines.

The purpose of share-based remuneration is to achieve an increased alignment between the interests of Key Employees 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.

## **Pension benefits**

For Key Employees, 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 for Key Employees 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 these Guidelines.

## **Duration and termination of employment, etc.**

Employment contracts of employees, including Key Employees, 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. Upon termination by the Company, and in addition to their fixed monthly salary during the notice period, Key Employees, including the CEO, is entitled to a maximum of 12 months' base salary as severance pay. If termination is made by a Key Employee, the period of notice may not exceed six months and there is no right to severance pay.

## **C. Remuneration to the members of the Board of Directors**

Remuneration for members of the Board shall be resolved upon by the shareholders in general meeting. Board members shall only be entitled to a fixed base salary and shall be able to invoice board remuneration through a company. 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 other services within their respective areas of expertise, the remuneration shall be based on market terms and subject to a consultancy agreement, where required. To this effect, the Company has established a separate consultancy budget, with an aggregate cap of up to SEK 1 million per financial year to be distributed among Board members, subject to and for the provision of clearly identifiable consultancy services to the benefit of the Company and the Group. Such services may include, by way of example, making industry or commercial network introductions, identifying commercial or strategic opportunities, and providing other ad hoc advisory support drawing on the relevant Board member's specific expertise.

Any services provided under this budget shall be remunerated on the basis of pre-agreed half-day or full-day rates, shall be documented and invoiced and shall be subject to arm's length terms. The allocation and use of the consultancy budget shall be overseen exclusively by the Chairman of the Board, who shall report to the Nomination Committee on the utilisation of the budget and the nature of the services provided.

Any payments made under this budget, shall always be within the limit of the approved maximum aggregate approved by the shareholders.

## **Duration and termination of employment, etc.**

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.

## **D. Salary and employment conditions for employees**

Prior to approving these Guidelines, the Board has taken into account the salary and employment conditions of the Company's employees, including information on the employees' total income, the components of remuneration and increase and growth rate over time. Based on these considerations, the Board is satisfied that these Guidelines are fair and appropriate and that they adequately support the Company's long-term objectives as outlined above.

The development of the gap between the remuneration to Key Employees and directors and remuneration to other employees will be disclosed in the remuneration report.

## **E. The decision-making process to determine, review and implementation of the Guidelines**

The Remuneration Committee, acting in its capacity as a committee of the Board, drafted these Guidelines and proposed them to the Board. Following its review, the Board approved the Guidelines as recommended by the Remuneration Committee. In turn, the Board proposed the Guidelines to the shareholders for approval at the Company's 2026 annual general meeting.

The Remuneration Committee is responsible for, the application of these Guidelines as well as the overall remuneration structures and compensation levels in the Company.



## **F. Conflicts of interest**

The members of the Remuneration Committee, as the main body in the Company that is responsible for drafting and implementing the Guidelines, are non-executive directors who are independent of the Company and its senior executives. The composition of the Remuneration Committee and independence thereof aims to avoid any potential conflicts of interest in determining Key Employees' remuneration. The CEO and other Key Employees do not participate in the Board's approval of these Guidelines or in the processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

## **G. Description of material changes to the guidelines and how the views of shareholders have been taken into consideration**

The only material changes which these proposed Guidelines purport to make to the 2022 Guidelines concern:

1. updated information regarding the Company's goals and business strategy;
2. increase in variable cash-based remuneration that can be awarded to the CEO;
3. the possibility for Key Employees to participate in share-based remuneration other than long-term incentive programmes; and
4. the establishment of a consultancy budget for the provision of clearly identifiable consultancy services by the Board members.

Shareholders' views and votes since the adoption of the 2022 Guidelines were considered in the preparation of the proposed changes to the Guidelines.

