



YEAR-END REPORT 2018

Year-end Report 2018

OCTOBER – DECEMBER 2018

(COMPARED WITH OCTOBER – DECEMBER 2017)

- Revenues increased by 36 percent and totalled EUR 27.3m (20.1)
- EBITDA increased by 17 percent and totalled EUR 12.0m (10.3), corresponding to an EBITDA margin of 44 percent (52)
- Adjusted EBITDA excluding non-recurring costs increased by 8 percent and totalled EUR 12.0m (11.1), corresponding to an adjusted EBITDA margin of 44 percent (55)
- Net cash generated from operating activities was EUR 11.5m (10.9)
- New Depositing Customers (NDCs) totalled 127,805 (113,258), an increase of 13 percent
- Earnings per share amounted to EUR 0.22 (0.12) before dilution
- Earnings per share amounted to EUR 0.21 (0.11) after dilution

JANUARY – DECEMBER 2018

(COMPARED WITH JANUARY–DECEMBER 2017)

- Revenues increased by 55 percent and totalled EUR 105.0m (67.7)
- EBITDA increased by 47 percent and totalled EUR 47.8m (32.6) corresponding to an EBITDA margin of 46 percent (48)
- Adjusted EBITDA excluding non-recurring costs increased by 39 percent and totalled EUR 50.1m (36.1) corresponding to an adjusted EBITDA margin of 48 percent (53)
- Net cash generated from operating activities was EUR 40.7m (27.8)
- New Depositing Customers (NDCs) totalled 539,475 (385,642), an increase of 40 percent
- Earnings per share amounted to EUR 0.56 (0.40) before dilution
- Earnings per share amounted to EUR 0.52 (0.40) after dilution

“The process of transitioning from a distinct acquisition strategy to an increased focus on organic growth is progressing and the results have already been favourable, with clear indicators that we are on the right path.”

Per Hellberg / CEO

OCT – DEC 2018

36%

EUR 27.3m

REVENUE GROWTH
YOY

OCT – DEC 2018

8%

EUR 12.0m

ADJUSTED EBITDA
GROWTH YOY

OCT – DEC 2018

83%

EUR 0.22m

EPS GROWTH
YOY

SIGNIFICANT EVENTS DURING THE FOURTH QUARTER

- Notification of major holdings in Catena Media plc.
- Catena Media resolves upon a directed new issue of shares as payment for assets acquired in July 2018.
- Increased number of shares and votes in Catena Media plc.
- Interim report January-September 2018.
- Nomination Committee appointed for Catena Media 2019 Annual General Meeting.
- Catena Media agrees on amended terms for US assets acquired in December 2016.
- The proposal from Catena Media's Board of Directors to the annual meeting is that, as in 2017, no dividend is paid for 2018.

SIGNIFICANT EVENTS AFTER THE END OF THE PERIOD

- Increased number of shares and votes in Catena Media plc.
- Catena Media appoints interim Group CFO, Erik Edeen.
- Notifications of major holdings in Catena Media plc.



Erik Edeen / Interim Group CFO



CATENA MEDIA IN BRIEF

CATENA MEDIA PROVIDES COMPANIES WITH HIGH-QUALITY ONLINE LEAD GENERATION

Through strong organic growth and strategic acquisitions, Catena Media has, since 2012, established a leading market position with approximately 360 employees in the US, Australia, Japan, Serbia, the UK, Sweden, Italy and Malta (HQ). Total sales in 2018 reached EUR 105m. The company is listed on Nasdaq Stockholm, Mid Cap.



CATENA MEDIA'S BRAND STORY

Catena Media has been the fastest-growing, often copied, market maker delivering high value iGaming leads. We have reached unparalleled growth because we have adapted to market development and user needs, built a scalable business model and an advanced technology platform. We have made several successful M&As and adapted the organisation for organic growth, through both expertise and resources.

We aim to be the number-one choice within innovative, performance-based online marketing, in any vertical we choose to enter. We will build outstanding relationships and always ensure partner brand growth by providing superior, partner-integrated products with excellent user experiences. By focusing on a few brands within iGaming and Financial Services – moving from M&A to more organic growth – our goal is to become a global business with local presence on preferred markets.

With an organisation staffed through hiring for cultural fit and training for skill, we can control the future.

Catena Media is partner-focused and will continue to deliver high-value users at low risk to growing companies.

We are the perfect choice for top management and specifically CMOs, fulfilling their need for a strong partner who can show clear ROI, through real-time marketing analytics on a multichannel platform, which contributes to a personalised user experience.

In the ever-growing, ever-changing, performance-based marketing business, where technology is constantly developing, regulations change, competitors merge and personnel move between organisations, Catena Media needs to be the true leader: Setting the benchmark through cutting-edge business intelligence, continuous innovation, quality content, compliance and social responsibility.

Well-distanced from all competitors, but still a startup at heart, we will offer a reliable alternative to traditional media – a smarter branding choice by providing better, more actionable, ROI-driven content. Fighting to finally destroy the myth of branding without ROI.

Consolidated key data and ratios

Some financial measures presented in this year-end report are not defined by IFRS. These measures will provide valuable additional information to investors and management for evaluating the financial performance and position of Catena Media. These measures, as defined on page 26 of this report, will not necessarily be comparable to similarly titled measures in other companies' reports. These non-IFRS measures should

not be considered as substitutes to financial reporting measures prepared in accordance with IFRS. The alternative performance measures reported in the following tables are not defined by IFRS. More information as well as calculations of key ratios are found at www.catenamedia.com/investors/key-performance-indicators-definitions.

	Oct-Dec 2018	Oct-Dec 2017	Jan-Dec 2018	Jan-Dec 2017
Financial measures defined by IFRS:				
Revenues (EUR '000)	27,336	20,062	104,970	67,650
Earnings per share before dilution (EUR)	0.22	0.12	0.56	0.40
Earnings per share after dilution (EUR)	0.21	0.11	0.52	0.40
Number of outstanding shares at period-end/year-end before dilution (EUR '000)	56,034	52,435	55,128	52,024
Number of outstanding shares at period-end/year-end after dilution (EUR '000)*	60,404	53,527	59,590	53,171

Alternative Performance Measures:

EBITDA (EUR '000)	11,960	10,338	47,836	32,637
EBITDA margin (%)	44	52	46	48
Adjusted EBITDA (EUR '000)	11,960	11,131	50,057	36,139
Adjusted EBITDA margin (%)**	44	55	48	53
Effective tax rate (%)	5.1	6.9	7.0	7.8
NDC ('000)	128	113	539	386

Average shareholders' equity (EUR '000)	116,366	69,568	116,366	69,568
Return on equity, rolling 12 months (%)	26	30	26	30
Equity to assets ratio (%)	37	36	37	36
Quick ratio (%)	51	67	51	67
Net interest-bearing liabilities (NIBL) (EUR '000)	136,839	87,654	136,839	87,654
NIBL/EBITDA multiple	2.86	2.69	2.86	2.69
NIBL/adjusted EBITDA multiple	2.73	2.43	2.73	2.43
Net debt/equity ratio multiple	1.67	1.78	1.67	1.78
Equity per share before dilution (EUR)	2.53	1.85	2.53	1.86
Equity per share after dilution (EUR)	2.35	1.81	2.35	1.83

Average number of employees	362	271	332	243
Employees at period-end/year-end	363	282	363	282
Revenue productivity ratio (EUR '000)	76	74	316	278
Adjusted EBITDA productivity ratio (EUR '000)	33	41	151	149

*Includes the maximum portion of shares that will be issued in settlement of earn-out payments according to the respective agreements.

**Adjusted for non-recurring IPO, bond and credit facility related costs and reorganisation costs of EUR nil (0.8) in Q4 2018. Non-recurring costs for the period ended 31 December 2018 amounted to EUR 2.2m (2.5), while reorganisation costs amounted to EUR 0.1m (1.0).

CEO COMMENTS

Short-term impact, long-term strategy

The process of transitioning from a distinct acquisition strategy to an increased focus on organic growth is progressing and the results have already been favourable, with clear indicators that we are on the right path. One of our largest products, Ask Gamblers, almost doubled its sales in 2018; the expansion of existing brands to territories such as Japan is returning positive signals; and the setting-up of operations in the US is progressing as planned and, at the same time, the company's cost trend there has begun to decelerate. We experienced a short-term decline in the UK during the quarter that impacted earnings negatively, but that has now been corrected and turned in the right direction.

APPLYING BRAKE AND THROTTLE IN THE UK

Following major marketing investments during the World Cup, a major operator simply had no budget remaining for affiliate marketing in the UK in October. They are, however, up and running again. Another reason for the decline in sports betting in the UK during the fourth quarter was that two smaller operators closed their operations due to new regulations. The traffic we sent them has now begun to be redirected to other operators. Finally, we saw that the cost of PPC (Pay-Per-Click advertising) at Google during the quarter exceeded the maximum limit we had set to make acceptable margins on this traffic, Per continues. Accordingly, we chose to hold back on these investments, resulting in a negative impact on sales.

To reduce the impact of such situations in the future, our efforts continue to distribute our traffic to additional operators, reducing our dependence on individual operators. And as the cost of PPC rises, this only means that digital marketing is growing more valuable in the long run and increasing the value of Catena Media's traffic. As we envisage continued high PPC costs for sports betting in the UK, we redistribute these investments to other products instead, where we perceive greater profitability. In summary, we do not thus foresee any continued negative impact of the events from the fourth quarter as corrections have been made for these.

CONTINUED FOCUS ON ORGANIC GROWTH

In the third quarter of 2018, Catena Media altered course and commenced the process of shifting its strategy from acquisition-intensive growth to organic growth.

In brief, you could say we want to achieve more with existing products. The acquisitions we have made needed to be better integrated into our business model and we needed to reorganize and prepare for the next growth phase. That process is now in full swing.

The organic growth strategy has three main components: Streamlining proprietary, established brands, growing geographically and adjusting the company's cost structure.

We are already seeing positive effects from having fewer, better and larger brands rather than several smaller ones.

Internally, we can allocate more time and resources to each brand, and that generates positive results. An excellent example of this is Ask Gamblers, which almost doubled its sales in 2018. Growing geographically means taking our well-known and established brands to additional markets or growing our businesses more where they are already established. This applies to all products. Planning is in full progress and, during the fourth quarter, we were able to discern a highly positive trend among recently-launched casino products in Japan, for example.

We have also begun efforts to reduce our cost trend in the company. We are now able to capitalise on our resources, our many successful recruitments in particular, and envisage increased profitability in 2019. We are also building a new vertical structure in the organization, with the aim of improving ROI (return on investment), while also making it easier to scale up and duplicate the structure into new verticals.

FEWER BUT LARGER ACQUISITIONS

However, focusing on organic growth does not mean that Catena Media will not make any acquisitions.

We will make acquisitions in 2019. They will, however, be fewer and more strategically critical to the company's future growth. We will focus on those bringing growth with clear synergies or adding something new to the organization, like new technologies or skills.

US PROGRESSING AS PLANNED

We got off to a flying start in September 2018 following the re-regulation of sports betting in the US and are maintaining our momentum and dominant position. All sports betting revenues were derived from New Jersey, the only regulated state during the quarter. Just as forecasted, the monthly new customer recruitment was lower compared to September, although our overall revenues were higher, with the business having been in operation for three months rather than one. According to feedback from operators, our market shares remain the largest by far and the business produces margins above average in the company. The fourth quarter turned out precisely as planned.

We see an increasing number of operators preparing to launch, which should lead to increased demand for leads and continued high pricing for them. West Virginia is now the second state to come online after New Jersey, and Pennsylvania is also expected to launch in the spring 2019. Beyond that, though, the number of states seeking to regulate online gambling is increasing faster than anticipated. Various legal processes are, however, in progress to further regulate online gambling in various ways. However, based on what we know today, we perceive nothing that changes our view of the growth potential the US offers us. In other words, the future remains bright.



Per Hellberg, CEO

Financial performance October – December 2018

REVENUES

Catena Media continued to show strong growth in the fourth quarter of 2018. Total revenues increased by 36 percent compared to the corresponding period in the previous year and amounted to EUR 27.3m (20.1). Organic growth, including acquisitions but excluding paid revenue, was 15 percent for the fourth quarter. Traditional organic growth, excluding paid revenue, was 11 percent for the same quarter.

During the fourth quarter search revenue represented EUR 23.5m (16.9), paid revenue EUR 3.2m (3.1) and subscription revenue EUR 0.6m (nil) of the total revenues. Revenues derived through revenue share arrangements comprised 49 percent of total revenues for the quarter, whilst revenues from cost per acquisition comprised 39 percent, fixed fees comprised 10 percent and subscription revenue comprised 2 percent. The composition of our revenues remained in line with the prior quarter, the level of the acquisition revenues being impacted by the growth in the US market which consists mainly of cost per acquisition deals. Revenues from subscriptions, mainly derived from the Financial Services vertical, started to show an increase as a result of the investment in this vertical.

Over 76 percent of revenues were generated from locally regulated or taxed markets.

EXPENSES

Total operating expenses amounted to EUR 17.9m (11.2).

During the fourth quarter, both personnel and other operating costs, primarily relating to sales and marketing, increased. This is mainly a result of the ongoing investment in the US market and Financial Services vertical. These strategic investments will strengthen our margins going forward. The return on these investments is becoming evident already during the third and fourth quarter, particularly in the US market.

The prior quarter results were positively impacted by a one-time payment of EUR 0.5m from Optimizer Invest.

EARNINGS

EBITDA, including non-recurring costs, increased by 17 percent, amounting to EUR 12.0m (10.3). This corresponds to an EBITDA margin of 44 percent (52). Non-recurring costs incurred during the fourth quarter of 2018 amounted to EUR nil (0.8).

Adjusted EBITDA (excluding non-recurring costs) increased by 8 percent and amounted to EUR 12.0m (11.1). This corresponds to an adjusted EBITDA margin of 44 percent (55).

The effective tax rate for the Group amounted to 5.1 percent (6.9) while earnings after tax (EAT) amounted to EUR 12.4m (6.1), an increase of 103 percent year-on-year. Earnings per share (EPS) before dilution increased by 83 percent compared with the fourth quarter of 2017 and amounted to EUR 0.22 (0.12). This increase in the EPS is attributable to the fair value gain on the bond liability. Earnings per share (EPS) after dilution amounted to EUR 0.21 (0.11). In terms of IFRS, the dilution presumes that the earn-outs will be settled with the maximum portion of shares according to the agreement. However the portion that will be paid in shares and cash is the decision of Catena Media and may vary for each payment.

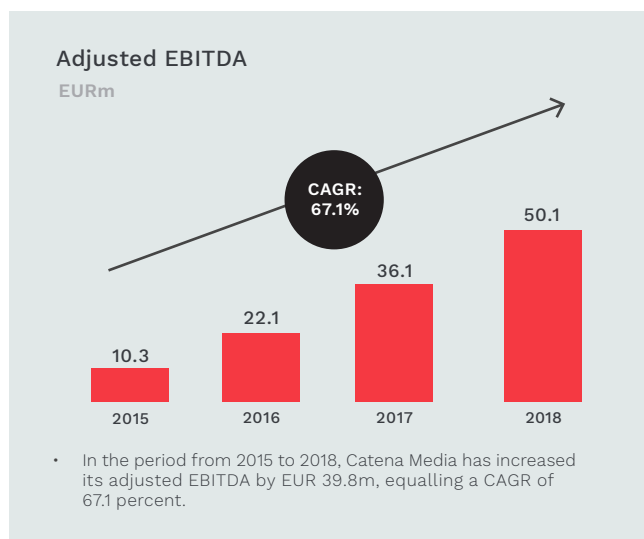
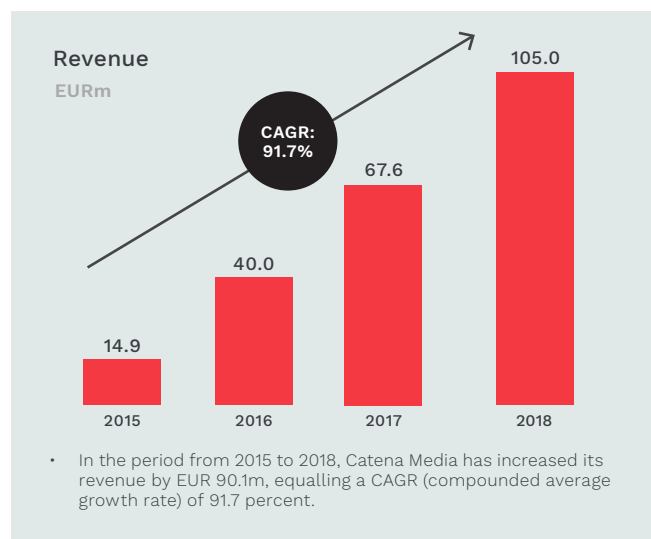
INVESTMENTS

Investments in intangible assets amounted to EUR 1.8m (66.5) during the fourth quarter and is mainly related to outsourced development.

LIQUIDITY AND CASHFLOW

As at year end, cash and cash equivalents amounted to EUR 13.2m (12.3). High operating cash flow and solid cash conversion underly Catena Media's operations. Net cash generated from operating activities increased by 6 percent compared with the fourth quarter of 2017 and amounted to EUR 11.5m (10.9). This was due to an increase in trade receivables collection during the fourth quarter. The cash conversion rate amounted to 96 percent.

Financial performance January – December 2018



REVENUES

The Group's revenues for the year ended 31 December 2018 increased by 55 percent compared to the corresponding period in the previous year and amounted to EUR 105.0m (67.6). Organic growth, including acquisitions but excluding paid revenue, was 23 percent for the year. Traditional organic growth, excluding paid revenue, was 15 percent for the year.

During the current financial year search revenue represented EUR 89.9m (53.9), paid revenue EUR 14.0m (12.7) and subscription revenue EUR 1.1m (nil) of the total revenue. Revenue derived through revenue share arrangements comprised 49 percent of total revenues for the year, whilst revenues from cost per acquisition comprised 39 percent, fixed fees comprised 11 percent and subscription revenue 1 percent.

About 76 percent of revenue was generated from locally regulated or taxed markets.

Other operating income during the prior year amounted to EUR 1.1m, whilst this was nil during the current financial year.

EXPENSES

Total operating expenses amounted to EUR 65.9m (39.2).

During the year ended 31 December 2018, Catena Media invested in the US market and also within the Financial Services vertical. This resulted in an increase in personnel and other operating costs, primarily relating to professional fees, sales and marketing, content and software costs. Professional fees have also increased as a result of GDPR and compliance. This affected our margins in the short term, but will strengthen Catena Media in the long run.

In March, we refinanced our secured bond of EUR 100m with a new unsecured bond of EUR 150m. Apart from lower interest margins going forward, and a more flexible structure, the new bond also enables us to examine the possibility of a bank credit facility, with an upper limit of the highest of EUR 30m or 75 percent of adjusted EBITDA. Costs relating to the new bond amounted to EUR 2.0m and are classified as non-recurring costs. An early redemption fee of EUR 3.4m in relation to the old bond has been recognised and is classified within "Interest payable on borrowings". During the third quarter, a multicurrency revolving bank credit facility of EUR 30m was set up with Swedbank. This will allow us to have a more flexible source of funding, at lower interest cost. The cost for setting up the revolving bank credit facility amounts to EUR 0.2m and is classified as non-recurring costs during the third quarter.

EARNINGS

EBITDA, including non-recurring costs, increased by 47 percent, amounting to EUR 47.8m (32.6). This corresponds to an EBITDA margin of 46 percent (48). Adjusted EBITDA (excluding non-recurring costs) increased by 39 percent and amounted to EUR 50.1m (36.1). This corresponds to an adjusted EBITDA margin of 48 percent (53). The lower margin, compared with the same period of 2017 is due to higher personnel and other operating costs. They are mainly comprised of higher professional fees and general expenses involved in setting up operations in the US and the Financial Services vertical and also costs for GDPR and compliance. Proportionately lower direct costs and economies of scale with regard to personnel expenses are affecting the margin positively compared with 2017.

The effective tax rate for the Group amounted to 7.0 percent (7.8), while earnings after tax (EAT) amounted to 30.8m (21.1), an increase of 46 percent year-on-year. The profit for the year ended 31 December 2018 was affected by non-recurring costs

and an early redemption fee for the old and new bonds. Earnings per share (EPS) before dilution amounted to EUR 0.6 (0.4) and after dilution to EUR 0.5 (0.4).

FUNDING

In March 2018, Catena Media refinanced the secured bond of EUR 100m with a new senior unsecured bond of EUR 150m. The bond will mature on 2 March 2021 and carries a floating rate of Euribor 3m +5.50 percent. Euribor 3m is subject to a floor of 0 percent. The new bond has a total framework of EUR 250m.

Since the issue of the first bond, Catena Media has become a more mature company and refinancing is the first step in the process of aligning our capital structure with the development of the company. Apart from a lower margin on interest rates, the new bond has a more flexible structure. It also enables bank financing of at most EUR 30m or 75 percent of adjusted EBITDA.

In the third quarter, a multicurrency revolving bank facility of EUR 30m was set up with Swedbank. The revolving bank facility will mature on 15 January 2021. In EUR the interest rate will be Euribor +2.50 percent. Euribor 3m is subject to a floor of 0 percent. By diversifying our financing sources, we believe the company's financial risk will decrease and the operational flexibility for further credit enhancing development will increase.

INVESTMENTS

Investments in intangible assets amounted to EUR 84.6m (161.7) during the year and are mainly attributed to the acquisitions of assets in Dreamworx.com, Bonusseeker.com, Betfreebet.uk, gg.co.uk, superscommesse.it, ForexTraders.com, ParisSportif.com, theBull.com.au, BrokerDeal.de, theHammerstone.com. and LeapRate.com.

LIQUIDITY AND CASHFLOW

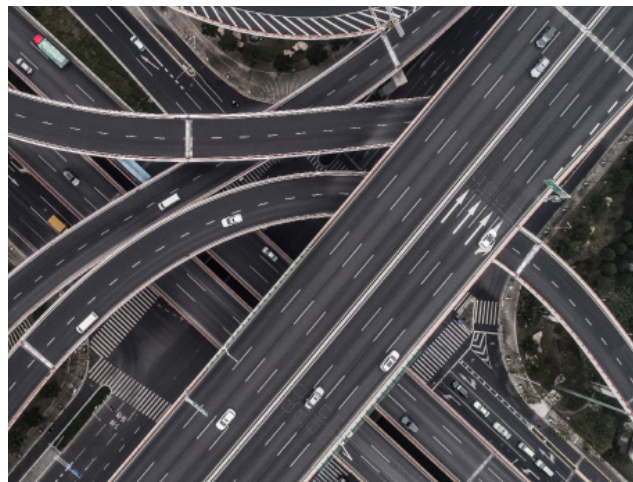
As at year end, cash and cash equivalents amounted to EUR 13.2m (12.3). Catena Media has a high operating cash flow and solid cash conversion underlying its operations. Net cash generated from operating activities grew by 46 percent compared to the same period of 2017 and amounted to EUR 40.7m (27.9). The cash conversion rate amounted to 85 percent.

INTEREST-BEARING DEBT AND LEVERAGE

Catena Media has an outstanding senior unsecured bond of EUR 150m as at 31 December 2018. The bond carries a floating rate of Euribor 3m +5.50 percent. Euribor 3m is subject to a floor of 0 percent. Catena Media has a multicurrency revolving bank facility at Swedbank. No part of the facility had been utilised as per 31 December 2018. The revolving bank facility carries a floating rate of Euribor 3m +2.50 percent in EUR. Euribor 3m is subject to a floor of 0 percent.

The net interest-bearing/adjusted EBITDA was 2.73 and the net interest-bearing/adjusted EBITDA run rate multiple was 2.86 as at 31 December 2018. This is above the financial target regarding leverage set by the Board of Catena Media plc. The target is for Catena Media's leverage to fall within an interval of 1.5-2.5 times the adjusted EBITDA run-rate. We are allowed to operate above the tolerance levels for short periods of time. As a result of the high growth in revenues, strong operating cash flow and solid cash conversion, the medium-term goal is to operate within the range of 1.5-2.5 times the adjusted EBITDA.

Our Verticals



iGaming

The iGaming vertical contains our casino and sports betting brands. The vertical increased its revenue by 35 percent to EUR 25.6m and EBITDA by 13 percent to EUR 11.6m, compared with the fourth quarter of 2017. Year over year, revenues increased by 51 percent to EUR 99.2m and EBITDA by 35 percent to EUR 47.6m.

STRONG ORGANIC GROWTH

Our focus on organic growth has paid off, as our leading product, AskGamblers, showed very strong performance for the quarter, as well as our business in Japan. In the US, revenues continued to increase, mainly driven by the start of sports betting in the third quarter in New Jersey, and the fourth quarter in both US casino and sport was in line with our expectations. During the quarter no additional states in US have regulated iGaming and revenues are only generated from New Jersey.

FOCUS MOVING FORWARD

During the fourth quarter, our strategy to focus on fewer, stronger and global brands began execution. This will have operational benefits in the long term and reduce complexity.



Financial Services

The Financial Services vertical contains brands providing relevant content for users interested in trading currencies, shares, and CFD (Contract For Difference) instruments. The vertical was launched in early 2018 and is part of our strategy to grow our business outside the iGaming vertical.

The vertical represented 6 percent of total revenues, adding up to EUR 1.8m in the fourth quarter 2018. For the full year 2018, the Financial Service vertical represented 5 percent of total revenues, amounting to EUR 5.7m. EBITDA for the Financial Services vertical amounted to EUR 0.3m in the fourth quarter and EUR 2.5m for the full year 2018.

Investments in management, staff, infrastructure and expanding to new markets will decrease the margin in the short term, but these investments are needed to create a long-term sustainable business.

REVENUE STREAMS

Our Financial Services vertical has two revenue streams, classic lead generation and subscriptions. Currently we see a high demand for subscriptions, and the revenues increased during the fourth quarter to 29 percent of the total revenues in the vertical.

FOCUS ON BUILDING GLOBAL PRESENCE

During the quarter we focused our efforts and investments on our key brands, Hammerstone (subscription), LeapRate, AskTraders and AskBrokers. The strategy is to target high-end brokers with Hammerstone; FX market with LeapRate; AskTraders will be our main Q/A site with respect to trading; and finally, AskBrokers will provide deep information and analytics.

The strategy of building global brands is currently being executed with LeapRate, which expanded to five new countries this quarter. LeapRate expansion will continue in 2019 with subdomains and language and country-specific pages.

Other

THE CATENA MEDIA SHARE

On 11 February 2016, Catena Media plc was listed on Nasdaq First North Premier, Stockholm (CTM). On 4 September 2017, Catena Media plc made the move to Nasdaq Stockholm's main market, Mid Cap. The shares are traded under the same ticker (CTM) and with the same ISIN code (MT0001000109) as before. Further information about the listing is presented in the prospectus, which is available on the company's website at <https://www.catenamedia.com/investors/prospectus>.

On 2 July 2018, the Company announced that it had resolved to implement a directed issue of 182,550 shares to cover one of the Company's incentive programs.

On 9 July 2018, it was announced that 30,061 new shares in Catena Media plc were issued as payment of part of the purchase price for acquired assets in BrokerDeal.de with a nominal price of EUR 0.0015 per share and a share premium of EUR 11.9741495 per share.

On 19 July 2018, it was announced that 144,282 new shares in Catena Media plc were issued as payment of the earn-out amount payable to New Casinos Ltd. based on revenue performance. The new shares were issued with a nominal price of EUR 0.0015 per share and a share premium of EUR 12.9938840 per share.

On 31 July 2018, it was announced that the Company had resolved to implement a directed issue of 327,150 shares to cover one of the Company's incentive programmes.

On 16 August 2018, it was announced that 77,209 new shares in Catena Media plc were issued with a nominal value of EUR 0.0015 per share and a share premium of EUR 11.1594006 per share. These shares were issued in partial settlement of the purchase consideration for the assets acquired in the US.

On 8 November 2018, it was announced that 188,751 new shares in Catena Media plc were issued as partial payment of the upfront purchase price for acquired assets in LeapRate.com.

On 30 November 2018, the Company announced that it had resolved on a directed issue of 261,275 shares by virtue of the Company's incentive programme.

SHAREHOLDER STRUCTURE

Shareholders in Catena Media plc as at 31 December 2018.

Ten largest shareholders as per 31 December 2018	%
Swedbank Robur Fonder	8.7%
Investment AB Öresund	8.6%
Bodenholm Capital	8.2%
Aveny Ltd.**	6.4%
Pixel Wizard Ltd.*	6.0%
Ruanne, Cuniff & Goldfarb	5.9%
Andra AP-fonden	3.5%
Baybets Limited	2.8%
Knutsson Holdings AB	2.6%
Avanza Pension	2.4%
Sub-total, 10 largest shareholders	55.1%
Other shareholders	44.9%
Total	100%

** Aveny Ltd. is owned by Founder Erik Bergman

*** Pixel Wizard Ltd. is owned by Founder Emil Thidell

SHARE CAPITAL

As of 31 December 2018, the share capital amounted to EUR 84,430 divided among 56,286,872 ordinary shares. As of 28 December 2018, the closing price for the Catena Media share was SEK 98.15. The Company has one (1) class of shares. Each share entitles the owner to one (1) vote at the General Meeting. The total number of shareholders as of 31 December 2018 was approximately 10,300.

RELATIONSHIPS WITH RELATED PARTIES

In view of its shareholding structure, the Group has no ultimate controlling party. All companies forming part of the Group and other entities under common control are considered by the directors to be related parties.

The service agreement with Optimizer Invest Limited expired on 9 November 2017, after a contractual termination period of three months.

DIVIDEND

According to the adopted dividend policy, Catena Media will focus on growth, meaning that dividends may be low or not occur at all in the medium term. The proposal from Catena Media's board of directors to the annual meeting is that, as in 2017, no dividend is paid for 2018.

FINANCIAL TARGETS

Catena Media has two financial targets. The first one relates to growth and earnings. Catena Media should reach an adjusted EBITDA in excess of EUR 100m by 2020. The second target relates to leverage. The medium-term goal is to operate with a net debt/adjusted EBITDA run rate in the range of 1.5-2.5x.

EMPLOYEES

As of 31 December 2018, the Group had a total of 363 (282) employees, of whom 125 (98) were women and 238 (184) men. Expressed as percentages, women represented 34 percent (35) of the total number of employees, while men represented 66 percent (65). Of the total number of employees, 356 are employed full-time and 7 are employed part-time.

PARENT COMPANY

The Parent Company is the ultimate holding company and was incorporated in Malta on 29 May 2015 with the purpose of receiving dividend income from the main operating company, Catena Operations Limited.

During both the fourth quarter of 2018 and the corresponding quarter of 2017, no dividends were received from subsidiaries. During the year ended 31 December 2017 "Investments and related income" included dividends amounting to EUR 3.6m and a refund of tax charged to non-resident shareholders upon distribution of these dividends amounting to EUR 1.1m. "IPO, bond and credit facility related costs" incurred during 2018 amounted to EUR 1.9m (0.9) and relate to the new bank financing facility and bond costs. No such costs were incurred during the fourth quarter. Bond finance costs, classified as "Interest payable on borrowings", amounted to EUR 2.2m (1.7) during the fourth quarter and EUR 11.9m (5.3) for the year ended 31 December 2018. The bond costs and interest payable on the bond have been recharged to Catena Operations Limited.

The fair value movement classified in "Other gains/(losses) on bond liability at fair value through profit or loss", recognised in

OTHER

the fourth quarter of 2018, amounted to EUR 5.25m. The total fair value movement for the year ended 31 December 2018 amounted to EUR 8.9m. The fair value movement included the fair value gain on the old bond recognised during the first six months of 2018, amounting to EUR 2.9m. During the fourth quarter of 2018, personnel expenses amounted to EUR 0.1m (0.1), while other operating expenses amounted to EUR 0.1m (0.1). The profit for the fourth quarter of 2018 amounted to EUR 5.1m (3.5).

Personnel expenses and other operating expenses amounted to EUR 0.4m (0.3) and EUR 0.3m (0.2) respectively for the year ended 31 December 2018. Profit for the year amounted to EUR 8.1m (1.4).

The Parent Company's cash and cash equivalents amounted to EUR 0.8m (2.0) while borrowings, which are recognised at fair value through profit and loss, comprising the bond, amounted to EUR 144.0m (102.9). Equity amounted to EUR 71.4m (48.8) at the end of the reporting period.

SIGNIFICANT RISKS AND UNCERTAINTIES

Although the Group does not conduct any online gambling operations, the Group is dependent on the online gambling industry, which comprises the majority of its customers.

The laws and regulations surrounding the online gambling industry are complex, constantly evolving and in some cases also subject to uncertainty, and in many countries online gambling is prohibited and/or restricted. If enforcement or other regulatory actions are brought against any of the online gambling operators that are also the Group's customers (whether current or future), the Group's revenue streams from such customers may be adversely affected. Furthermore, the concerned authority may also claim that the same or similar actions should be brought against any third party having promoted the business of such online gambling operators, including the Group. Accordingly, any such event, including future changes to laws and regulations, could have a material adverse effect on the Group's business, financial condition and the results of its operations. To manage this risk, the Group is active in regulated and unregulated markets and Catena Media's customer base is highly diverse.

Another risk faced by the Group relates to its reliance on customers when determining the fees to be invoiced by the Group to its customers. Once a player directed by the Group has registered with one of its customers, the Group has no direct insight into the activities of any such players. Although the Group may request access to the net revenue calculations upon which the Group's fees are determined, there remains a risk of miscalculation, including fraudulent or negligent calculations made by its customers, or as a result of human error.

If such miscalculations occur without being detected and subsequently remedied or retroactively adjusted, the Group could receive a lower fee than it is entitled to under its customer agreements, which in turn would result in less revenue. Accordingly, any such miscalculation could have an adverse effect on the Group's business, financial condition and results of operations.

In addition to the above, the Directors also consider the following risks as being relevant to the Group:

- Credit risk, being the risk that customers do not pay for the services rendered.
- Market risk, being the risk arising from adverse movement in

foreign exchange rates and interest rates.

- Liquidity risk, being the risk of difficulties in obtaining funding to meet the Group's obligations when they fall due.
- Operational risk, being the risk that the Group loses its ability to maintain efficient SEO and PPC capabilities.

Full details on risks are published in the 2017 Annual Report.

CAPITAL MARKETS DAYS IN NOVEMBER 2018

In November 2018 Catena held two well attended Capital Markets Days in Stockholm and in London. The presentations can be downloaded at: https://www.catenamedia.com/app/uploads/2018/11/CatenaMedia_CMD.pdf

INTERIM GROUP CFO

On 4 January 2019, Catena Media announced that Erik Edeen would succeed Group CFO Pia-Lena Olofsson as interim Group CFO on 7 January 2019. Erik Edeen has more than 12 years of experience from leading roles within the finance function in private and public corporations, including ICA Gruppen AB (publ.) and Investor AB (publ.). Erik has a Master of Business Economics with a major in Finance Accounting from Uppsala University. As CFO, Erik Edeen is part of the Executive Management team. The recruitment process for a permanent Group CFO has been initiated.

A SCALABLE BUSINESS MODEL

All industries are potential Catena Media industries and we are a new type of media agency – acting online, hand in hand with the end customer's ever-changing online behaviour. Under established brands, Catena Media operates websites that guide consumers to make the right choice when making their buying decisions of online services. Flight and hotel bookings are good examples of services managed online. A well-known lead generator and a product peer is Hotels.com. Catena Media runs a number of own-branded lead generating products. Most other industries will develop online the same way as the hotel or iGaming industry – education, healthcare, automotive are well on their way. Catena Media has a highly scalable business model, so it works on any online service.

Put simply, we help consumers find the relevant information and transparently guide them to the product or service that suits them. It benefits both the consumers and the sellers, who can find their customers. We aggregate information on products and services and what concerns them. We then create content that is published on one of our established sites: news articles, product comparisons, guides, tips and advice, etc. With our SEO expertise, we then ensure that the content ends up at the top of the results on Google. And with knowledge about user behaviour, we can create an online journey that fits the consumers so that they find their way, and our clients find their customers. View our business model movie:

<https://www.youtube.com/watch?v=hvhn2pWWOrM&t=>

ITALIAN LEGISLATION

No change has been made or is under discussion at the moment in relation to the ban on all commercial gambling advertising contemplated in the Dignity Decree, as approved last summer. This ban is in effect as from 14 July 2018, but advertising is currently still allowed on the basis of outstanding contracts entered into before that date.

In December the Italian Communication Regulatory Authority (AGCOM), which is the authority in charge of enforcing the ban, launched a consultation in order to acquire any useful information and evaluation element on the scope of the ban. It is expected that this Authority will issue some guidelines interpreting the ban at the end of the consultation process, although there is no certainty about the actual release of such guidelines or their relevant timing. At this stage, it is also difficult to forecast whether such guidelines would contain a reference to affiliation activity, and, in such a circumstance, what the response would be (whether such activity would fall inside or outside the scope of the ban).

While closely monitoring the situation and its development, Catena Media is conducting business as usual under contracts entered before the ban took effect.

INTERSTATE WIRE ACT

The decision by the U.S. Department of Justice (DOJ) of 14 January 2019 has created a degree of confusion in the U.S. gambling market. As judged by the DOJ, the U.S. Wire Act (1961) prohibits all forms of interstate online gambling. In 2011, the DOJ took the opposite view. It held that the Act does not prohibit interstate online gambling, with the exception of sports betting. In its decision of 14 January 2019, however, the DOJ fell back on its previous interpretation of the Wire Act, i.e. prohibiting transactions and information sharing within all forms of gambling. It should be noted that DOJ decisions have no force of law.

Catena Media is not involved in interstate commerce (i.e. transactions involving customers in two or more U.S. states). Our U.S. operation is limited in scope and mainly covers gambling marketing in regulated states only. Although the exact ramifications of the recent DOJ decision for the U.S. online gambling market remain highly uncertain, the DOJ decision explicitly covers interstate commerce only.

At this stage, therefore, Catena Media expects no more than a minor impact, if any, on revenue from our one and only poker asset, PokerScout, and the revenue generated by lotteries is even smaller. No revenue from interstate gambling forms part of the previous estimates. Because of that, we see no reason for revising our estimates for the U.S. market nor any of the assumptions underlying such estimates.

With regard to casino, Catena Media's business in the U.S. is robust. That being said, we prefer to exercise caution in forecasting continued growth. This is mainly due to the fact that the number of states opening up to casino business remains insignificant compared to the number of states currently open to sports betting. Since "pooling" games are not a part of our operating model, we expect no changes in that vertical, nor do we foresee significant changes in the sports betting vertical.

THE NEW SWEDISH GAMBLING ACT

The new Swedish Gambling Act went into force on 1 January 2019. The Act reflects an effort by the legislature in Sweden to offer gamblers better consumer protection and game security. It introduces a mandatory licensing regime for anyone operating in the Swedish gambling market and criminalises operators who promote gambling in Sweden without a license. The Act divides the gambling market into sectors: a non-profit sector comprising lotteries and bingo; a competitive sector comprising online gambling and betting; and a central government sector

comprising state-owned casinos and gambling on token machines. All licensed gambling is subject to an 18% tax, except for the non-profit sector, which will continue to be tax-exempt. Although the new Gambling Act does not affect Catena Media directly, it affects operators in the Swedish gambling market that Catena Media maintains contractual relationships with. Catena Media expects all such operators to be compliant with the Act.

AFFILIATE OF THE YEAR 2018

In December 2018 Catena Media was crowned Affiliate of the Year 2018 by the Sports Betting Community, being recognised for its "excellent performance". The ceremony at the Artillery Garden in London was attended by a crowd of 700, including industry leaders and Manchester United great Peter Schmeichel. Catena fended off competition from eight fellow nominees to collect the award this year, as the quality and quantity of entries increased dramatically in 2018, and everyone had to work exceptionally hard to stand out from the competition.

ANNUAL GENERAL MEETING AND ANNUAL REPORT

The upcoming Annual Report for 2018 will be published 29 March 2019 at: <https://www.catenamedia.com/investors/reports/annual-reports/>.

The next Annual General Meeting will be held on 2 May 2019 at 3:00 p.m. at Tändstickspalatset, Västra Trädgårdsgatan 15, Stockholm, Sweden. Room; Banksalen.

At 7.00 a.m. on the same day, the interim report for January-March 2019 will be published. The presentation of the report will take place at the same venue as the Annual General Meeting, Tändstickspalatset, Västra Trädgårdsgatan 15, Stockholm, Sweden. Room; Banksalen.

SIGNIFICANT EVENTS AFTER THE END OF THE PERIOD

- Increased number of shares and votes in Catena Media plc.
- Catena Media appoints interim Group CFO Erik Edeen.
- Notifications of major holdings in Catena Media plc.

PRESENTATION TO INVESTORS AND MEDIA

A live conference call will be held on 7 February 2019 at 9:00 a.m. CET, at which CEO Per Hellberg and interim CFO Erik Edeen will present the report. The presentation will be given in English at Tändstickspalatset (room Banksalen), Västra Trädgårdsgatan 15, Stockholm, Sweden and will be broadcast live at:

<https://tv.streamfabriken.com/catena-media-q4-2018>

To participate in the conference, please call:

UK: +44 333 300 9031
SE: +46 8 566 427 03
US: +1 646 7224 904

The switchboard opens at 8:55 a.m. (CET) and the presentation will be available on our website:

<https://www.catenamedia.com/investors/reports/quarterly>

Supplemental information

The Board of Directors and the CEO affirm that this year-end report provides an accurate overview of the operations, financial position and performance of the Group and the Parent Company, and describes the significant risks and uncertainties faced by the Parent Company and the companies in the Group.

Malta, 7 February 2019

THE BOARD OF DIRECTORS



Kathryn Moore Baker,
Chairwoman



Henrik Persson Ek Dahl



Andre Lavold



Øystein Engebretsen



Mats Alders



Mathias Hermansson



Cecilia Qvist

This report has not been audited or reviewed by the company's auditors.

Upcoming dates

29 March 2019

Annual Report 2018 is published at
<https://www.catenamedia.com/investors/reports/annual-reports/>

2 May 2019

Interim report, Q1
January–March 2019
Tändstickspalatset
Västra Trädgårdsg. 15
Stockholm, Sweden.
Room Banksalen

2 May 2019

Annual General Meeting
2019
Tändstickspalatset
Västra Trädgårdsg. 15
Stockholm, Sweden.
Room Banksalen

16 August 2019

Interim report, Q2
January–June 2019
Tändstickspalatset
Västra Trädgårdsg. 15
Stockholm, Sweden.
Room Kreugersalen

For further information, please contact

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REGISTERED OFFICE

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This information is information that Catena Media plc is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons above, on 7 February 2019 at 07.00 CET.

Condensed consolidated statement of comprehensive income

Amounts in '000 (EUR)	Notes	Oct-Dec 2018	Oct-Dec 2017	Jan-Dec 2018	Jan-Dec 2017
Revenue	2	27,336	20,062	104,970	66,590
Other operating income	4	–	–	–	1,060
Total revenue		27,336	20,062	104,970	67,650
Direct costs	5	(2,944)	(1,995)	(12,975)	(8,851)
Personnel expenses		(5,748)	(3,594)	(19,214)	(12,555)
Depreciation and amortisation		(2,533)	(1,516)	(8,715)	(4,219)
Non-recurring costs:					
IPO, bond and credit facility related costs	6	–	(188)	(2,160)	(2,461)
Reorganisation costs	6	–	(605)	(61)	(1,041)
Other operating expenses		(6,684)	(3,342)	(22,724)	(10,105)
Total operating expenses		(17,909)	(11,240)	(65,849)	(39,232)
Operating profit		9,427	8,822	39,121	28,418
Interest payable on borrowings		(2,194)	(1,725)	(11,877)	(5,298)
Other gains/(losses) on bond liability at fair value through profit or loss		5,250	(882)	8,882	(1,401)
Other finance costs		(982)	(594)	(4,606)	(2,196)
Other finance income		1,614	911	1,614	3,330
Profit before tax		13,115	6,532	33,134	22,853
Tax expense		(668)	(453)	(2,322)	(1,785)
Profit for the period/year attributable to the equity holders of the Parent Company		12,447	6,079	30,812	21,068
Other comprehensive income					
<i>Items that may be reclassified to profit for the period/year</i>					
Currency translation differences		43	(230)	67	(69)
<i>Items that will not be reclassified to profit for the period/year</i>					
Loss on disposal of other investments		–	–	(589)	–
Total other comprehensive (loss)/ income for the period/year		43	(230)	(522)	(69)
Total comprehensive income attributable to the equity holders of the Parent Company		12,490	5,849	30,290	20,999
Earnings per share attributable to the equity holders of the parent during the period/year (expressed in Euro per share):					
Basic earnings per share					
From profit for the period/year		0.22	0.12	0.56	0.40
Diluted earnings per share					
From profit for the period/year		0.21	0.11	0.52	0.40

The notes on pages 17 to 23 are an integral part of these condensed consolidated financial statements.

Condensed consolidated balance sheet

Amounts in '000 (EUR)	Notes	31 Dec 2018	31 Dec 2017
ASSETS			
Non-current assets			
Goodwill		11,966	7,333
Other intangible assets	7	328,372	232,132
Property, plant and equipment		4,009	3,484
Other investments	8	–	589
Total non-current assets		344,347	243,538
Current assets			
Trade and other receivables		21,412	13,592
Cash and cash equivalents		13,161	12,346
Total current assets		34,573	25,938
Total assets		378,920	269,476
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital		84	81
Share premium		61,770	47,153
Other reserves		6,063	6,077
Retained earnings		73,930	43,707
Total equity attributable to the equity holders of the parent		141,847	97,018
Liabilities			
Non-current liabilities			
Borrowings	9	144,000	102,882
Amounts committed on acquisition	10	21,170	27,655
Deferred tax liabilities		4,598	3,159
Total non-current liabilities		169,768	133,696
Current liabilities			
Amounts committed on acquisition	10	60,740	33,641
Trade and other payables		5,943	4,178
Current tax liabilities		622	943
Total current liabilities		67,305	38,762
Total liabilities		237,073	172,458
Total equity and liabilities		378,920	269,476

The notes on pages 17 to 23 are an integral part of these condensed consolidated financial statements.

These condensed consolidated interim financial statements on pages 12 to 23 were authorised for issue by the Board on **7 February 2019** and were signed on its behalf by:

Kathryn Moore Baker
Chairwomen

Per Anders Henrik Persson Ekdahl
Director

Condensed consolidated statements of changes in equity

	Attributable to owners of the parent				
Amounts in '000 (EUR)	Share capital	Share premium	Other reserves	Retained earnings	Total equity
Balance at 1 January 2018	81	47,153	6,077	43,707	97,018
Comprehensive income					
Profit for the period	–	–	–	30,812	30,812
Foreign currency translation movement	–	–	67	–	67
Loss on disposal of other investments	–	–	–	(589)	(589)
Total comprehensive income for the period	–	–	67	30,223	30,290
Transactions with owners					
Issue of share capital	3	14,617	–	–	14,620
Equity-settled share-based payments	–	–	(81)	–	(81)
Total transactions with owners	3	14,617	(81)	–	14,539
Balance at 31 December 2018	84	61,770	6,063	73,930	141,847

The notes on pages 17 to 23 are an integral part of these condensed consolidated financial statements.

Condensed consolidated statements of changes in equity – continued

Attributable to owners of the Parent Company

Amounts in '000 (EUR)	Share capital	Share premium	Other reserves	Retained earnings	Total equity
Balance at 1 January 2017	77	25,741	5,378	22,639	53,835
Comprehensive income					
Profit for the period	–	–	–	21,068	21,068
Foreign currency translation movement	–	–	(69)	–	(69)
Total comprehensive income for the period	–	–	(69)	21,068	20,999
Transactions with owners					
Issue of share capital	4	21,412	–	–	21,416
Equity-settled share-based payments	–	–	768	–	768
Total transactions with owners	4	21,412	768	–	22,184
Balance at 31 December 2017	81	47,153	6,077	43,707	97,018

The notes on pages 17 to 23 are an integral part of these condensed consolidated financial statements.

Condensed consolidated statements of cash flows

Amounts in '000 (EUR)	Oct–Dec 2018	Oct–Dec 2017	Jan–Dec 2018	Jan–Dec 2017
Cash flows from operating activities				
Profit before tax	13,115	6,532	33,133	22,853
Adjustments for:				
Depreciation and amortisation	2,533	1,516	8,715	4,219
Impairment of receivables	100	80	200	80
Unrealised exchange differences	(1,661)	(771)	(1,145)	(3,818)
Interest expense	3,138	2,319	15,397	7,494
Net (gains)/losses on bond liability at fair value through profit or loss	(5,250)	882	(8,882)	1,401
Share-based payments	138	313	499	768
Taxation paid	(405)	–	(964)	(1,430)
Changes in:				
Trade and other receivables	618	(146)	(9,204)	(2,368)
Trade and other payables	(793)	213	2,901	(1,354)
Net cash generated from operating activities	11,533	10,938	40,650	27,845
Cash flows from investing activities				
Acquisition of property, plant and equipment	(271)	(471)	(1,346)	(3,099)
Acquisition of intangible assets	(6,066)	(26,012)	(73,287)	(102,041)
Acquisition of subsidiary, net of cash acquired	(1,050)	–	(3,624)	–
Acquisition of other investment	–	–	–	(589)
Net cash used in investing activities	(7,387)	(26,483)	(78,257)	(105,729)
Cash flows from financing activities				
Net proceeds on issue of bond	–	–	48,650	50,045
Proceeds on exercise of share options	695	–	1,862	–
Interest paid	(2,151)	(1,709)	(11,456)	(5,198)
Net cash (used in)/generated from financing activities	(1,456)	(1,709)	39,056	44,847
Net movement in cash and cash equivalents	2,690	(17,254)	1449	(33,037)
Cash and cash equivalents at beginning of period/year	10,604	29,508	12,346	44,713
Currency translation differences	(133)	92	(634)	670
Cash and cash equivalents at end of period/year	13,161	12,346	13,161	12,346

The notes on pages 17 to 23 are an integral part of these condensed consolidated financial statements.

Notes to the condensed consolidated financial statements

1. ACCOUNTING PRINCIPLES

The interim report is prepared in the accordance with IAS 34 “Interim financial reporting”. It has been prepared under the historical cost convention, as modified by the fair valuation of financial liabilities measured at fair value through profit and loss. The principal accounting policies applied in the preparation of the Group’s condensed consolidated financial statements are consistent with those presented in the Annual Report for the year ended 31 December 2017, except for segment reporting and changes to the treatment of financial instruments as a result of the implementation of IFRS 9. The Parent Company applies the same accounting principles as the Group.

As at 31 December 2018, the Group’s current liabilities exceeded current assets by EUR 32.7m. Amounts committed on acquisition include current contingent considerations amounting to EUR 43.9m. Since the contractual terms of related acquisitions are such that future payments depend on the achievements of target earnings and that part of these payments can be paid up in shares, the directors consider that the liquidity risk associated with these transactions is less significant. Furthermore the Parent Company has obtained a revolving bank facility of EUR 30.0m which can be used to fund such obligations.

Following changes to internal management reporting in the first quarter of 2018, two operating segments have been identified in terms of the definition of IFRS 8. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Catena Media Plc, together with the chief executive officer, assess the financial performance and position of the group, and make strategic decisions. Previously, all revenue generated from the various acquisitions and through the different marketing methodologies were being treated as one revenue segment in line with internal management reporting.

The new standards that became effective as from 1 January 2018 have had no or very limited impact on the Group’s financial position, profit or disclosures.

IFRS 9 “Financial instruments” addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 retains but simplifies the mixed measurement model in IAS 39 and establishes three primary measurement categories for financial assets: amortised cost, fair value through OCI (FVOCI) and fair value through P&L (FVTPL). Notwithstanding this change, trade and other receivables that are measured at amortised cost under IAS 39, will also continue to be measured at amortised cost.

Investments in equity instruments, which for the Group comprised a strategic investment, are required to be measured at FVTPL unless the entity makes an irrevocable option at inception to present changes in fair value in OCI instead of the income statement. The directors have in this case elected to classify the investment at FVOCI under IFRS 9, and therefore all fair value movements will be recognised in “other comprehensive income”.

IFRS 9 also introduces a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. This amendment impacts the Group only to the extent of trade and other receivables, and there has been no significant impact on the Group as a result of this amendment. The hedge accounting provisions in IFRS 9 will also have no impact on the Group.

For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income for liabilities designated at fair value through profit or loss. There has been no impact on the recognition of fair value movements in the company’s bond measured at FVTPL as a result of this amendment. This standard will be applied retrospectively. However, since no impact has been identified, no adjustments to comparative figures will be required.

IFRS 15, “Revenue from contracts with customers” deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers.

Catena Media earns commission-based fees that are either revenue share contracts, CPA contracts or a hybrid of these two models. In Catena Media’s revenue model, potential players are referred to iGaming operators, and commissions are earned when, and if, the referred players affect deposits or as the case may be, place wagers. Catena Media’s revenues are thus deemed to be variable, however determinable at each month end.

The standard requires that variable considerations be estimated, and that estimate is recognised in the statement of comprehensive income as the performance obligation is satisfied.

The Catena Media revenue model lends itself to a narrow exception on variable consideration that is applicable to variable consideration generated from sales- or usage-based royalties on licences of intellectual property, the amount of which is dependent on the licensee’s sales or usage efforts and therefore unknown until the licensee uses the intellectual property. In these instances, the consideration is only recognised as revenue when there is no longer any variability. Under IFRS 15, Catena Media therefore recognises income from revenue share contracts and CPA contracts at the end of each month, when there is no longer any variability on the consideration.

Subscription revenue, which is not deemed to be a variable consideration, is recognised in the month to which it relates.

On the basis of the above, the effects of the introduction of IFRS 15 have not resulted in any changes to Catena Media’s revenue recognition model and have not had material effect on the Group’s financial statements. This standard will be applied retrospectively. However, since no impact has been identified, no adjustments to comparative figures will be required.

IFRS 16 “Leases”, Applicable as of 1 January 2019

Under IFRS 16, “Leases”, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration. IFRS 16 requires lessees to recognise a lease liability reflecting future lease payments and a “right-of-use asset” for virtually all lease contracts. The standard is effective for annual periods beginning on or after 1 January 2019.

The Group companies have entered into long-term office leases; these arrangements were classified as operating leases under IAS 17. As at the reporting date, the Group has non-cancellable operating lease commitments in respect of long-term office leases amounting to EUR 10.4m. The Group’s management has carried out an assessment of the impact of the standard and the directors concluded that these arrangements fall within the remits of this standard.

The Group will apply the standard from its mandatory adoption date of 1 January 2019 and will apply the simplified transition approach. As a result, the Group will not restate comparative amounts for the year prior to first adoption. Under this approach, the lease liability is measured at the present value of the remaining lease payments as at 1 January 2019, which management has estimated to amount to EUR 9.3m. Right-of-use assets at that date will be measured at an amount equivalent to this lease liability

with no adjustment to equity.

The adoption of IFRS 16 will also result in the replacement of operating lease rental expenditure by amortisation of the right-of-use asset, and an interest cost on the lease liability. On the basis of the lease arrangements in place at 1 January 2019, management estimates that rental costs of EUR 2.9m for the year ending 31 December 2019 will be replaced by a notional interest charge that is expected to be in the region of EUR 0.5m, and an annual amortisation charge in the region of EUR 2.8m. This will therefore result in a reduction of approximately EUR 0.4m in profitability for the year ending 31 December 2019.

Management also estimates that EBITDA for the year ending 31 December 2019 will be improved by EUR 2.9m, as the operating lease payments were included in EBITDA, while the amortisation of the right-of-use assets and interest on the lease liability are excluded from this measure.

Rental payments under IFRS 16 are allocated between interest payments and a reduction in the lease liability, with a corresponding impact on the Group’s statement of cash flows. The Group’s policy is to present interest payments as financing cash flows. Accordingly, lease payments of EUR 2.9m for the year ending 31 December 2019 will in their entirety be reported as a financing cash flow instead of an operating cash flow.

2. REVENUE

The revenue of the Group for the fourth quarter of 2018 and the financial year ended 31 December 2018 is further analysed as follows:

Amounts in ‘000 (EUR)	Oct-Dec 2018	Oct-Dec 2017	Jan-Dec 2018	Jan-Dec 2017
Search revenue	23,507	16,938	89,866	53,880
Subscription revenue	628	–	1,118	–
Paid revenue	3,201	3,124	13,986	12,710
Total revenue	27,336	20,062	104,970	66,590

During the fourth quarter search revenue comprised EUR 22.1m (15.9) iGaming revenue and EUR 1.4m (1.0) finance revenue. During the financial year ended 31 December 2018, search revenue comprised EUR 84.7m (52.9) iGaming revenue and EUR 5.2m (1.0) finance revenue. Paid revenue relates to iGaming in its entirety. Subscription revenue is generated by the assets of Hammerstone Inc and ParisSportif.

NOTES

3. SEGMENT REPORTING

The Group's operations are reported on the basis of the two operating segments, iGaming and Financial Services since 1 January 2018. No comparable figures are available for the fourth quarter of 2017. The segments have been identified in accordance with the definition of an operating segment in IFRS 8, Operating Segments. The CEO and Board monitor performance for the two segments and allocate resources on the basis of these segments. There were no intersegment revenues during the period. Further, total assets and liabilities for each reportable segment are not presented since they are not referred to for monitoring purposes. Figures are presented in the tables below for the fourth quarter of 2018 and the full year ending 31 December 2018.

Oct–Dec 2018

Amounts in '000 (EUR)	iGaming	Financial Services	Unallocated	Total
Revenue from external customers*	25,581	1,755	–	27,336
Total revenue	25,581	1,755	–	27,336
Direct costs	(2,769)	(175)	–	(2,944)
Personnel expenses	(5,410)	(338)	–	(5,748)
Depreciation and amortisation	(2,437)	(96)	–	(2,533)
Other operating expenses	(5,760)	(924)	–	(6,684)
Total operating expenses	(16,376)	(1,533)	–	(17,909)
Operating profit	9,205	222	–	9,427
Interest payable on borrowings	–	–	(2,194)	(2,194)
Other gains on bond liability at fair value through profit or loss	–	–	5,250	5,250
Other finance costs	–	–	(982)	(982)
Other finance income	–	–	1,614	1,614
Profit before tax	9,205	222	3,688	13,115
Tax expense	–	–	(668)	(668)
Profit for the period attributable to the equity holders of the Parent Company	9,205	222	3,020	12,447
Other comprehensive income				
<i>Items that may be reclassified to profit for the period/year</i>				
Currency translation differences	–	–	43	43
Total other comprehensive loss for the period	–	–	43	43
Total comprehensive income attributable to the equity holders of the Parent Company	9,205	222	3,063	12,490
Adjusted EBITDA	11,642	318	–	11,960
Adjusted EBITDA margin	46%	18%	–	44%
NDCs ('000)	127	1	–	128

* Revenue reported under Finance includes Finance revenue of EUR 1.5m and Subscriptions revenue amounting to EUR 0.3m.

NOTES

Jan-Dec 2018

Amounts in '000 (EUR)	iGaming	Financial Services	Unallocated	Total
Revenue from external customers*	99,225	5,745	–	104,970
Total revenue	99,225	5,745	–	104,970
Direct costs	(12,568)	(407)	–	(12,975)
Personnel expenses	(18,533)	(681)	–	(19,214)
Depreciation and amortisation	(8,250)	(465)	–	(8,715)
Non-recurring costs:				
IPO and bond-related costs	–	–	(2,160)	(2,160)
Reorganisation costs	–	–	(61)	(61)
Other operating expenses	(20,560)	(2,164)	–	(22,724)
Total operating expenses	(59,911)	(3,717)	(2,221)	(65,849)
Operating profit	39,314	2,028	(2,221)	39,121
Interest payable on borrowings	–	–	(11,877)	(11,877)
Other gains on bond liability at fair value through profit or loss	–	–	8,882	8,882
Other finance costs	–	–	(4,606)	(4,606)
Other finance income	–	–	1,614	1,614
Profit before tax	39,314	2,028	(8,208)	33,134
Tax expense	–	–	(2,322)	(2,322)
Profit for the period attributable to the equity holders of the Parent Company	39,314	2,028	(10,530)	30,812
Other comprehensive income				
<i>Items that may be reclassified to profit for the year</i>				
Currency translation differences	–	–	67	67
<i>Items that may not be reclassified to profit for the year</i>				
Loss on disposal of other investments	–	–	(589)	(589)
Total other comprehensive loss for the period	–	–	(522)	(522)
Total comprehensive income attributable to the equity holders of the Parent Company	39,314	2,028	(11,052)	30,290
Adjusted EBITDA	47,564	2,493	–	50,057
Adjusted EBITDA margin	48%	43%	–	48%
NDCs ('000)	528	11	–	539

* Revenue reported under finance includes finance revenue of EUR 5.0m (nil) and subscription revenue amounting to EUR 0.7m (nil).

4. OTHER OPERATING INCOME

No other operating income was generated during the fourth quarter and the financial year ended 31 December 2018. Other operating income of EUR 1.1m, recognised in the prior financial year, related to a one-off compensation for loss of revenue received from a partner in relation to PPC traffic.

5. DIRECT COSTS

Direct costs include costs related to paid revenue, cashbacks and other direct costs.

6. NON-RECURRING COSTS

Non-recurring costs relate to costs that are not deemed to be in the ordinary course of the Catena Media's business, including IPO, bond and reorganisation costs. No non-recurring costs were incurred during the fourth quarter. Costs for the comparative period amounted to EUR 0.2m relating to the listing on Nasdaq Stockholm (Mid-Cap) and EUR 0.6m relating to reorganisation costs, the latter comprising termination benefits and the share option cost subject to accelerated vesting upon termination of employment. Non-recurring costs incurred during the financial year ended 31 December 2018 relate to bond costs and fees relating to the new bank facility amounting to EUR 2.2m and reorganisation costs amounting to EUR 0.1m. IPO and bond costs for 2017 amounted to EUR 2.5m, while reorganisation costs amounted to EUR 1.0m.

7. OTHER INTANGIBLE ASSETS

The Group's acquisitions primarily comprise domains and websites, player databases and in certain instances other components of intellectual property, which comprise outsourced development. The consideration paid for player databases is determined by reference to the historical average revenue per active player for the portfolio of acquired players over the expected player life. In the instances where other components of intellectual property are identified, the allocation of the consideration was based on an estimate of the replacement value of the asset. The residual value is being allocated to domains and websites.

Amount in '000 (EUR)	Group			
	Domains and websites	Player database	Other intellectual property	Total
Cost at 1 January 2018	219,976	12,558	4,511	237,045
Additions	74,809	2,789	7,014	84,612
Present value adjustments	(216)	7	–	(209)
Change in estimates	18,640	1,180	–	19,820
Cost at 31 December 2018	313,209	16,534	11,525	341,268
Accumulated amortisation at 1 January 2018	–	(3,601)	(1,312)	(4,913)
Amortisation charge	–	(5,166)	(2,817)	(7,983)
At 31 December 2018	–	(8,767)	(4,129)	(12,896)
At 31 December 2018	313,209	7,767	7,396	328,372
At 31 December 2017	219,976	8,957	3,199	232,132

Additions of EUR 77.6m related to the acquisition of Dreamworx, Bonusseeker and BetfreeBet affiliate assets in the first quarter; ASAP Italia, Hammerstone, Optilabs, gg.co.uk, ParisSportifs and Brokerdeal in the second quarter; and Leaprate in the third quarter. No asset acquisitions were concluded during the fourth quarter. Additions comprising contingent considerations, based on estimates, are recognised at fair value (refer to Note 10). Present value adjustments on considerations recognised during the year amounted to EUR -0.2m (-6.7m), while adjustments recognised as a result of changes in estimates of the likely outcome of a contingent event amounted to EUR 19.8m (-16.2m).

Additions of EUR 7.0m related to the other intellectual property mainly comprised outsourced development.

8. OTHER INVESTMENTS

Other investments included financial assets at fair value through other comprehensive income (previously recognised as available-for-sale financial assets under IAS 39) which have been disposed of during the second quarter 2018.

9. BORROWINGS

Borrowings as at the end of the reporting period comprised a three-year unsecured bond loan ("new bond") amounting to EUR 150.0m, under a framework of EUR 250.0m, which matures in March 2021. The corresponding balance as at 31 December 2017 comprised an amount of EUR 50.0m that was issued on 16 September 2016, and a tap issue of EUR 50.0m issued on 14 June 2017. The new bond was listed on Nasdaq Stockholm on 6 April 2018 at a nominal value of EUR 100,000. The debt securities bear a floating rate coupon of Euribor 3m + 5.5 percent. Euribor 3m is subject to a floor of 0 percent.

Similar to the previous bond issue, the new bond has been designated by management as a financial liability at fair value through profit and loss since it contains an embedded derivative that may significantly modify the resulting cashflow. This embedded derivative is an early redemption option with the redemption price set in accordance with a mechanism as set out in the prospectus. The fair value of the bond, which at the end of the reporting period amounted to EUR 144.0m was determined by reference to multiple broker quotes. Accordingly, the bond's fair value has been categorized within IFRS13 fair value hierarchy as Level 3. During the fourth quarter, the fair value of the bond was recategorized from Level 1 to Level 3 in the IFRS13 fair value hierarchy. However, no restatement to the fair value of the bond is required since the valuation technique used in the prior periods is deemed adequate for the purpose of a Level 3 fair value categorization.

The movement in fair value for the fourth quarter and for the year ended 31 December 2018 of EUR 5.25m and EUR 8.82m respectively is recognized in "Other gains/(losses) on the bond liability at fair value through profit or loss" in the income statement. If the estimated price of the bond would have increased by 1%, the estimated fair value of the bond would increase by EUR 1.4m. Similarly, if the estimated price of the bond decreased by 1%, the estimated fair value of the bond would decrease by EUR 1.4m.

10. AMOUNTS COMMITTED ON ACQUISITION

Amounts committed on acquisitions consist of contractual obligations resulting from the purchase of intangible assets from third parties. Some of the obligations have a predetermined value, while others include future payments whose value depends on target earnings. The latter are further referred to as contingent considerations. Expected cash outflows relating to these contingent considerations are assessed by the Directors for each asset acquisition on the basis of their knowledge of the industry and how the economic environment is likely to impact it.

Movements during the period/year are summarised below:

Amounts in '000 (EUR)	Oct-Dec 2018	Oct-Dec 2017	Jan-Dec 2018	Jan-Dec 2017
Opening balance	65,831	36,943	61,296	26,936
Acquisitions during the period/year	–	70,056	82,862	156,228
Settlements/set-offs	(7,148)	(42,235)	(82,776)	(98,223)
Present value adjustments	(1,508)	(3,390)	(209)	(6,727)
Notional interest charges	(766)	(78)	1,920	(719)
Adjustments arising as a result of a change in estimate	25,501	–	18,817	(16,199)
Closing balance as at 31 December 2018	81,910	61,296	81,910	61,296

The maximum potential undiscounted amount that the Group may be required to settle under such contingent consideration arrangements is EUR 128.7m, of which EUR 71.3m (gross of present value adjustment of EUR -6.4m and excluding an amount of EUR 17.0m, which is not contingent) has been recognised based on estimates of future earnings.

Amounts committed are further analysed as follows:

Amounts in '000 (EUR)	31 Dec 2018	31 Dec 2017
Current		
Contingent	43,884	31,218
Non-contingent	16,856	2,423
	60,740	33,641
Non-current		
Contingent	21,170	27,655
Non-contingent	–	–
	21,170	27,655
Total amounts committed	81,910	61,296

NOTES

Contingent considerations are measured at fair value and are included in Level 3 of the fair value hierarchy. The fair value is determined on the date of purchase and subsequently, at each reporting date, by calculating the expected cash outflow on each purchase agreement. The expected cash flows are discounted to present value by utilising a discount rate of 6.75 percent. The cumulative fair value adjustment to the expected cash flows as at 31 December 2018 is EUR 6.4m (7.5), of which EUR 5.0m (3.0) is attributable to amounts committed on acquisition due within twelve months. The corresponding adjustment impacts the value of the assets acquired as recognised in the statement of financial position.

The notional interest charge on the contingent considerations is included in "Other finance costs", net of foreign exchange differences.

11. RELATED PARTY TRANSACTIONS

The following transactions were carried out with related parties:

Amount in '000 (EUR)	Oct-Dec 2018	Oct-Dec 2017	Jan-Dec 2018	Jan-Dec 2017
Purchases of services:				
Entities with significant shareholding*	137	269	566	2,352

As of 21 December 2018, Optimizer Invest Limited no longer holds any shares or voting rights in Catena Media plc, and therefore is no longer deemed to be related party. Hence, related party transactions up until this date have been disclosed during the fourth quarter and for the financial year ending 31 December 2018.

*Purchases of services from entities with significant shareholding comprised consultancy, advisory and success fees payable to Optimizer Invest Limited. Fees relating to acquisitions reflected the amount paid during the periods and not the maximum amount that could be due in terms of contractual agreements in place that are dependent on the achievement of earnings targets. Transactions for the financial year ended 31 December 2018 were affected by credit notes regarding recharge costs relating to the first and second quarter 2018 from Optimizer Invest Limited.

12. BUSINESS COMBINATIONS

On 12 June 2018, the Group acquired 100 percent of the share capital of Hammerstone Inc. in the US. Hammerstone is an instant messaging-based platform that provides subscribers with immediate notifications of market-driving news.

The Group acquired Hammerstone for an initial consideration and an earn-out consideration. The initial purchase price, paid in conjunction with the transfer of the assets, amounted to an upfront payment of USD 5.0m, of which USD 2.0m (EUR 1.7m) was paid through newly issued shares at a subscription price of SEK 137.32 per share. A total of 127,440 shares were issued in this regard. During the fourth quarter, Catena Media agreed to amended terms whereby the earn-out portion amounting to a maximum USD 2.5m based on revenue performance over a period of 12 months, with 40 percent of the earn-out being payable in shares, was replaced by a cash payment of USD 1.2m in full and final settlement for the acquisition. The previously estimated contingent consideration (net of PV adjustment) amounted to USD 2.5m (EUR 1.99m).

Details of net assets acquired and adjusted goodwill are as follows:

	On acquisition EUR '000
Purchase consideration (adjusted)	
Cash settlement	2,574
Share issue and allotment	1,699
Final cash settlement	959
Total purchase consideration	5,232
Fair value of net assets acquired (see below)	(599)
Goodwill	4,633

The above goodwill is primarily attributed to the potential of the product acquired. The asset and liabilities arising from the acquisition, provisionally determined, are listed in the table below:

	Fair value EUR '000
Subscription database	599
Net assets acquired	599

Condensed Parent Company statements of income and other comprehensive income

Amounts in '000 (EUR)	Oct-Dec 2018	Oct-Dec 2017	Jan-Dec 2018	Jan-Dec 2017
Investment and related income	–	–	–	4,746
Personnel expenses	(139)	(63)	(427)	(293)
IPO, bond and credit facility related costs	–	–	(1,885)	(908)
Recharge of IPO, bond and credit facility related costs to subsidiary	–	900	1,885	900
Other operating expenses	(56)	(43)	(281)	(219)
Other operating income	20	20	80	59
Total operating expenses	(175)	814	(628)	(461)
Operating (loss)/profit	(175)	814	(628)	4,285
Interest payable on borrowings	(2,175)	(1,728)	(11,857)	(5,299)
Recharge of interest to subsidiary	2,175	5,278	11,819	5,278
Other gains/(losses) on bond liability at fair value through profit or loss	5,250	(882)	8,882	(1,401)
Other finance costs	–	(8)	(132)	(238)
Finance income	3	–	58	–
Profit before tax	5,078	3,474	8,142	2,625
Tax expense	–	–	–	(1,266)
Profit for the period/year - total comprehensive income	5,078	3,474	8,142	1,359

Condensed Parent Company balance sheet

Amounts in '000 (EUR)	31 Dec 2018	31 Dec 2017
ASSETS		
Non-current assets		
Investment in subsidiaries	1,239	904
Current assets		
Trade and other receivables	216,438	149,597
Cash and cash equivalents	837	1,967
Total current assets	217,275	151,564
Total assets	218,514	152,468
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	84	81
Share premium	62,301	47,684
Other reserves	1,145	1,226
Retained earnings/(accumulated losses)	7,905	(237)
Total equity	71,435	48,754
Liabilities		
Non-current liabilities		
Borrowings	144,000	102,882
Total non-current liabilities	144,000	102,882
Current liabilities		
Trade and other payables	3,079	832
Total current liabilities	3,079	832
Total liabilities	147,079	103,714
Total equity and liabilities	218,514	152,468

Definitions of alternative performance measures

ALTERNATIVE KEY RATIO	DESCRIPTION	SCOPE
EBITDA	Operating profit before depreciation and amortisation.	The Group reports this key ratio so that users of the report can monitor operating profit and cash flow. This is also used by investors, analysts and the Group's management to evaluate the Group's operational profitability.
EBITDA MARGIN	EBITDA as a percentage of revenue.	The Group reports this key ratio so that the users of the report can monitor the value creation generated by the operation. This is also used by investors, analysts and the Group's management to evaluate the Group's operational profitability.
ADJUSTED EBITDA	EBITDA adjusted for non-recurring expenses.	The Group reports this key ratio because it provides a better understanding of the operating profit than non-adjusted EBITDA, which also provides a more comparable financial measure over time.
ADJUSTED EBITDA MARGIN	Adjusted EBITDA as a percentage of revenue.	The Group reports this key ratio to show the underlying EBITDA margin before non-recurring costs, which provides a better understanding of EBITDA margin than non-adjusted EBITDA margin, which also provides a more comparable financial measure over time.
NDCs (NEW DEPOSITING CUSTOMERS)	New customers placing a first deposit on a client's website.	The Group reports this key figure since it is key to measure revenues and long-term organic growth.
NON-RECURRING COSTS	Costs that are not part of the normal operation of the business.	Non-recurring expenses are costs that do not relate to the ongoing operations of the business. Examples include bond issue costs, IPO costs, including costs associated with the planned change in the listing on Nasdaq Stockholm, as well as reorganisation costs.
ORGANIC GROWTH (including acquisitions)	Revenue growth rate adjusted for acquired portfolios and products. Organic growth includes the growth in existing and acquired portfolios and products.	The Group reports this key ratio since it is key to measure revenues and long-term organic growth.
TRADITIONAL ORGANIC GROWTH (solely in Catena)	Revenue growth rate excluding portfolios and products that have been acquired in the past 12 months. Organic growth includes the growth in existing portfolios and products.	The Group reports this key ratio since it is key to measure revenues and long-term organic growth.
REVENUE GROWTH	Increase in revenue compared to the previous accounting period as a percentage of revenue in the previous accounting period.	The Group reports this key ratio so that users of the report can monitor business growth.
QUICK RATIO	Current assets expressed as a percentage of short-term liabilities.	The Group reports this key ratio to show the Company's ability to pay its current obligations by having assets readily convertible to cash.
REVENUE PRODUCTIVITY RATIO	Revenue per average number of employees.	The Group reports this key ratio to be used by management and investors to assess productivity per employee.
ADJUSTED EBITDA PRODUCTIVITY RATIO	Adjusted EBITDA per average number of employees.	The Group reports this key ratio to be used by management and investors to assess productivity per employee.
CASH CONVERSION RATE	Net cash from operating activities divided by EBITDA.	The Group reports this key figure to determine the Company's ability to convert its profits into available cash.
NET INTEREST-BEARING LIABILITIES/ADJUSTED EBITDA RUN RATE MULTIPLE	Net interest-bearing liabilities divided by the adjusted EBITDA for the quarter multiplied by 4.	The Group reports this key ratio as a measure of leverage.