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## Catena Media plc

### Tender Information Document in respect of a tender offer for Catena Media plc's outstanding senior secured floating rate bonds 2018/2022 with ISIN SE0010832154 as amended by an amended and restatement agreement on 29 June 2020

Catena Media plc, reg. no. C70858 (the "**Issuer**") today announces its invitation to the holders of the bonds described under the heading "Purchase price" below (the "**Bonds**") (including any beneficial owners who hold their Bonds via nominees or custodians) (the "**Holders**") to tender their Bonds for purchase by the Issuer for cash (the "**Tender Offer**") subject to the satisfaction of the New Financing Conditions (as defined below) being met and that such Holder will subscribe for New Bonds (as defined below). The Issuer has appointed Carnegie Investment Bank AB (publ) ("**Carnegie**") to act as dealer manager (the "**Dealer Manager**") in connection with the Tender Offer.

In connection with the Tender Offer, the Issuer contemplates to issue new EUR denominated senior unsecured floating rate bonds in an amount of between EUR 40 million and EUR 50 million under a framework of EUR 100 million with a tenor of three (3) years (the "**New Bonds**"), subject to market conditions. The Issuer has mandated Carnegie as sole arranger and bookrunner (the "**Sole Bookrunner**") in respect of the issuance of the New Bonds. The Issuer intends to fully or partly use the net proceeds from the New Bonds to finance the Tender Offer and the early redemption of all Bonds.

The Tender Offer is made on the terms and subject to the conditions set out below.

#### Purchase price

Subject to the terms and conditions set out in this tender information document and the applicable minimum denomination in respect of the Bonds, the Issuer offers to purchase all or any of the Bonds from the Holders, if such Holder subscribes for New Bonds, at the purchase price set out below (the "**Purchase Price**"):

Description of the Bonds / ISIN / Issued Amount / Outstanding Amount / Minimum Denomination Amount / Purchase Price

2018/2022 Sr Sec FRN / SE0010832154 / EUR 150,000,000 / EUR 88,500,000 / EUR 59,000 / 103.25%

The Issuer will also pay an amount equal to any accrued and unpaid interest on the Bonds on the Settlement Date (as defined below) in accordance with the terms and conditions of the Bonds ("**Accrued Interest**").

As announced by the Issuer in a press release dated 24 May 2021, the Issuer will redeem all Bonds in full in accordance with Clause 10.3 (*Early voluntary redemption by the Issuer (call option)*) in the terms and conditions for the Bonds on 17 June 2021 (the "**Redemption**"), conditional upon the successful settlement of the New Bonds, at the redemption price of 102.75 per cent. of the total outstanding nominal amount (the "**Redemption Price**").

#### Deadline

The Tender Offer expires at 12.00 CEST on 27 May 2021, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "**Expiration Date**"). The Issuer will announce the results and (acting in its sole and absolute discretion) whether any Bonds will be accepted under the Tender Offer as soon as reasonably practicable after the pricing of the New Bonds. Settlement of the Tender Offer is expected to occur on or around 9 June 2021 (the "**Settlement Date**"). Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the Dealer Manager.

Subject to applicable law, the Issuer may, in its sole and absolute discretion, extend, re-open, amend or waive any condition of or terminate the Tender Offer at any time. Holders are advised to carefully read this document for the details of and information on the procedures for participating in the Tender Offer.

#### Purpose of the Tender Offer

The Tender Offer is being made as part of the Issuer's commitments to exercise active management of its balance sheet. The purpose of the Tender Offer is to pro-actively manage the Issuer's upcoming redemption and to lengthen and diversify its debt maturity profile.

### **Subscription for New Bonds**

The Issuer will only accept tender instructions from Holders who subscribe for New Bonds at a minimum amount corresponding to at least the outstanding nominal amount of the tendered Bonds, however subject to eligibility with the minimum denomination requirements of the New Bonds (see details on amount and eligibility with the minimum denomination requirements below under the heading titled “*Priority in New Bonds*”) in the Tender Offer. Holders not participating in the Tender Offer will have their Bonds redeemed in the Redemption at the lower Redemption Price.

### **Priority in New Bonds**

Subject to the Issuer’s decision on issuance and allocation of New Bonds, a Holder who subscribe for New Bonds and submits a valid tender instruction will be eligible to receive a priority in the allocation of the New Bonds if such order in the New Bonds is at least the minimum denomination of the New Bonds being EUR 100,000 and thereafter integral multiples of EUR 100,000 provided that the Holder is an eligible buyer of the New Bonds given the target market for the New Bonds in accordance with Directive 2014/65/EU (MiFID II) and the applicable selling restrictions. Such priority in allocation will match in size the nominal volume submitted and accepted for tender, subject to eligibility with the minimum denomination requirements of the New Bonds. Holders tendering the minimum denomination of the Bonds of at least EUR 118,000 (the minimum denomination of two Bonds amounts to EUR 118,000), will be eligible to receive priority allocation of the new minimum denomination in the New Bonds of EUR 100,000. However, where the amount submitted for tender is (i) above EUR 118,000 and (ii) not an integral multiple of the minimum denomination of the New Bonds being EUR 100,000, the priority in the New Bonds will be scaled down to the nearest multiple of EUR 100,000. Any scaling made by the Issuer is binding on all Holders who validly tendered their Bonds.

### **New Financing Conditions**

The Issuer’s acceptance of Bonds validly tendered for purchase pursuant to the Tender Offer is conditional upon, in the absolute and sole discretion and determination of the Issuer, (i) the terms and conditions of the New Bonds being satisfactory to the Issuer, including, but not limited to, as to the price and volume of the New Bonds and (ii) the successful outcome of the issuance of New Bonds (including the receipt of funds by the Issuer), which will enable the Issuer to finance the Purchase Price the Accrued Interest of the total amount of Bonds validly tendered and accepted for purchase pursuant to the Tender Offer (together “**New Financing Conditions**”).

For the avoidance of doubt, the Issuer is not under any obligation to accept any tender of Bonds for purchase pursuant to the Tender Offer. Any tender of Bonds for purchase may be rejected by the Issuer for any reason, and the Issuer is not under any obligation to Holders to furnish any reason or justification for refusing to accept a tender of Bonds for purchase.

The Issuer’s acceptance of Bonds validly tendered in accordance with the terms and conditions of the Tender Offer will be irrevocable, but always subject to the satisfaction of the New Financing Conditions.

### **Restrictions: No offer or sale of New Bonds**

This document does not constitute an offer or a sale of the New Bonds. The New Bonds are not being, and will not be, offered or sold in the United States. Nothing in this document constitutes an offer to sell or the solicitation of an offer to buy the New Bonds in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933 (as amended, the “**Securities Act**”). The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act). Investors who wish to buy New Bonds should contact their sales contact at the Dealer Manager to obtain all relevant documentation.

### **Participation**

Holders can only participate in the Tender Offer by submitting a valid tender instruction. Only Holders who are clients of, and can execute a secondary trade upon settlement with, Carnegie with all required know your customer (KYC) and similar documentation in place to the satisfaction of the Dealer Manager may participate in this Tender Offer and Holders must contact any of the Dealer Manager to receive an application form that includes the details of how to participate in the Tender Offer. Tender instructions given via the application form are irrevocable by the Holders, except for in the limited circumstances described in the application form.

Holders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial, legal and regulatory consequences of participating in the Tender Offer. Conditional upon the consummation of an issue of the New Bonds, the Issuer intends to make an early redemption of the Bonds not being tendered in the Tender Offer, in accordance with the terms and conditions of the Bonds.

Holders who do not participate in the Tender Offer, or whose Bonds are not accepted for purchase by the Issuer, will continue to hold their Bonds subject to the terms and conditions of the Bonds.

To obtain an application form and participate in the Tender Offer please contact the Dealer Manager at the details below.

### **Placing fee**

The Sole Bookrunner will be paid a fee by the Issuer in respect of the placement of the transaction relating to the New Bonds.

## **CONTACT INFORMATION**

### **Dealer Manager**

**Carnegie Investment Bank AB (publ)**

Email: [dcmsyndicate@carnegie.se](mailto:dcmsyndicate@carnegie.se)

**The Issuer****Catena Media plc**

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**This document is released on behalf of the Issuer by the agency of the contact person set out above, at 11:00 CEST on 24 May 2021.**

## DISCLAIMER

This document contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any holder is in any doubt as to the action it should take or is unsure of the impact of the Tender Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any holder whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Tender Offer. Neither the Issuer nor the Dealer Manager nor their respective directors, employees or affiliates makes any recommendation as to whether holders of Bonds should tender Bonds for purchase pursuant to the Tender Offer.

## Offer and Distribution Restrictions

This document does not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Issuer and the Dealer Manager to inform themselves about and to observe any such restrictions.

### United States

The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the Securities Act, as amended (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this document and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Bonds cannot be tendered in the Tender Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Bonds in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Bonds participating in the Tender Offer will represent that it is not a U.S. Person, it is not located in the United States and is not participating in the Tender Offer from the United States, or it is acting on a nondiscretionary basis for a principal located outside the United States that is not giving an order to participate in the Tender Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### United Kingdom

This document and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

### General

Neither this document nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Bonds (and tenders of Bonds for purchase pursuant to the Tender Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and the Dealers Managers or any of their affiliates are such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Tender Offer does neither constitute or form part of (i) a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public and admitted to trading on a regulated market, and repealing Directive 2003/71/EC, nor (ii) a tender offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act (Sw. *lag om handel med finansiella instrument 1991:980*, as amended). Each holder participating in the Tender Offer will be deemed to give certain other representations in respect of the other jurisdictions referred to above and generally as set out in the application form for participating in the Tender Offer available from the Dealer Manager. Any tender of Bonds for purchase pursuant to the Tender Offer from a holder that is unable to make these representations will not be accepted.

The Issuer reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Bonds for purchase pursuant to the Tender Offer, whether any such representation given by a holder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission may be rejected.