



# Notice to annual general meeting in Catella AB

The annual general meeting in Catella AB, reg. no. 556079-1419, (the “Company” or “Catella”) will be held on Tuesday 24 May 2022.

The board of directors in the Company has resolved that the annual general meeting shall be held without the physical presence of shareholders, representatives and external parties and that shareholders shall be able to exercise their voting rights only by post ahead of the annual general meeting. There will be no opportunity to physically attend the annual general meeting personally or by way of proxy.

## Right to participate in the annual general meeting

Shareholders who wish to participate in the annual general meeting by postal voting shall:

- be recorded in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Monday 16 May 2022; and
- give notice to attend by submitting their postal vote in accordance with the instructions under the heading *Postal voting* below no later than Monday 23 May 2022 so that the postal vote is received by Euroclear Sweden AB no later than that day.

A shareholder whose shares are nominee registered must, in addition to giving notice by submitting their postal vote, have their shares registered in their own name so that the shareholder is recorded in the presentation of the share register for the annual general meeting to be entitled to participate in the annual general meeting. Such registration may be temporary (so-called voting right registration) (Sw. *rösträttsregistrering*) and is requested at the nominee in accordance with the nominee’s procedures and in such time in advance as determined by the nominee. Voting right registrations submitted by the nominee no later than on Wednesday 18 May 2022 (four banking days before the annual general meeting) will be taken into account when preparing the share register for the annual general meeting.

## Postal voting

The board of directors has resolved that the shareholders may exercise their voting rights only by way of postal voting in advance in accordance with Section 22 in the Temporary Exemptions Act (Sw. *lag (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*). A certain form shall be used for postal voting. Postal voting forms are available at the Company’s website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>. The postal voting form may be obtained at the Company and may also be ordered by contacting Euroclear Sweden AB via the contact information set out below.

The completed and signed postal voting form can be submitted by post to Catella AB, “Annual General Meeting 2022”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed and signed form must be received by Euroclear Sweden AB (who administers the forms on behalf of the Company) no later than by Monday 23 May 2022. Shareholders, both natural persons and legal

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entities, may also cast their postal votes electronically via BankID verification as per instructions available on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. Such electronic postal votes shall be submitted no later than by Monday 23 May 2022.

If the shareholder is a legal entity, a certificate of registration or other authorization document shall be attached to the postal vote. If the shareholder is voting through a proxy, a power of attorney shall be attached to the postal vote, see further under the heading *Power of attorney* below. The shareholder may not provide special instructions or conditions in the postal voting form. If so, the postal vote in its entirety is invalid. Further instructions and terms are available in the postal voting form and on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>.

### Power of attorney

If the shareholder is voting through a proxy, a written and dated power of attorney signed by the shareholder shall be attached to the postal voting form. Proxy forms are available on the Company's website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>. Proxy forms may also be obtained at the Company or by contacting Euroclear Sweden AB via the contact information set out under the heading *Postal voting* above.

### Shareholders' right to receive information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors deems that it can be done without material harm to the Company, provide information regarding circumstances that (i) may affect the assessment of an item on the agenda, (ii) may affect the assessment of the Company's or its subsidiaries' financial situation or (iii) concerns the Company's relation to another company within the group. A request for such information shall be made in writing to the Company no later than by Saturday 14 May 2022 by post to Catella AB, "Annual General Meeting 2022", Head of Group Legal, P.O. Box 5894, SE-102 40 Stockholm, Sweden or by e-mail to [bolagstamma@catella.se](mailto:bolagstamma@catella.se). The information will be made available on the Company's website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>, no later than by Thursday 19 May 2022. The information will also be made available at the Company's headquarters at Birger Jarlsgatan 6, SE-114 34 Stockholm, Sweden. The information will also be sent to the requesting shareholder who has stated their postal or e-mail address.



## Proposed agenda

1. Election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of two persons to check and verify the minutes jointly with the chairman
5. Determination of whether the general meeting has been duly convened
6. Presentation of the annual accounts and the auditor's report as well as the consolidated annual accounts and the auditor's report for the Group
7. Resolution regarding adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet
8. Resolution regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet
9. Resolution regarding discharge from liability of the board members and the CEO
10. Presentation of the remuneration report 2021 for approval
11. Determination of the number of board members, auditors and any deputy auditors
12. Determination of the remuneration to the board members and the auditor
13. Election of board members, chairman of the board, auditor and any deputy auditors
14. Resolution regarding instruction for the nomination committee
15. Resolution regarding guidelines for remuneration to senior executives
16. Resolution regarding amendments to the articles of association
17. Resolution regarding authorization for the board of directors to resolve on issue of shares
18. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares

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## Proposed resolutions

Proposals for resolutions under items 1 and 11-14 has been prepared by the nomination committee comprising Eje Wictorson (chairman of the nomination committee), appointed by CA Plusinvest AB, Erik Eikeland, appointed by Alcur Fonder AB, and Mia Arnhult, appointed by M2 Asset Management AB.

Proposals under items 2, 4, 8, 10 and 15-18 has been prepared by the board of directors of the Company.

### Item 1. Election of chairman of the general meeting

The nomination committee proposes that Johan Claesson or, if he is unable to attend, the person appointed in his place by the nomination committee, is elected chairman of the annual general meeting.

### Item 2. Preparation and approval of the voting list

The board of directors proposes that the annual general meeting approves the voting list that has been prepared by Euroclear Sweden AB on behalf of the Company, based on the share register for the annual general meeting and received postal votes, controlled by the persons elected to check and verify the minutes, to serve as the voting list of the annual general meeting.

### Item 4. Election of two persons to check and verify the minutes jointly with the chairman

The board of directors proposes that Thomas Anderson Borstam, in his own name, and Petter Mattsson, representing Alcur Fonder, or, if one or both of them are unable to attend, the person or persons appointed by the board of directors instead, as persons to check and verify the minutes jointly with the chairman. The assignment of the minute checkers also includes to control the voting list and that the received postal votes are accurately reflected in the minutes.

### Item 8. Resolution regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet

The board of directors proposes that the annual general meeting resolves on a dividend to the shareholders of SEK 1.00 per share for the financial year 2021 and that the remaining profit is carried forward. Based on the total number of shares in the Company as per the date of this notice, the proposed dividend amounts to a total of SEK 88,348,572.00.

The board of directors proposes Friday 27 May 2022 as record day for the dividend. If the annual general meeting resolves in accordance with the proposal, the dividend is expected to be paid by Euroclear Sweden AB on Wednesday 1 June 2022.

### Item 10. Presentation of the remuneration report 2021 for approval

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for 2021 in accordance with Chapter 8, Section 53 a of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

### Item 11. Determination of the number of board members, auditors and any deputy auditors

The remuneration committee proposes that the board of directors shall comprise six (6) members with no deputy board members and that the Company shall have one (1) auditor and no deputy auditor.

### Item 12. Determination of the remuneration to the board members and the auditor

The remuneration committee proposes the following remuneration for work in the board of

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directors for the period until the end of the next annual general meeting (previous year's remuneration indicated in parentheses):

- SEK 600,000 to the chairman of the board (SEK 570,000);
- SEK 370,000 to each of the other board members (SEK 350,000); and
- for work in the committees, SEK 135,000 to the chairman of the board's audit committee (SEK 130,000) and SEK 105,000 to each of the other two members (SEK 100,000) as well as SEK 42,000 to the chairman of the board's remuneration committee (SEK 40,000) and SEK 32,000 to the other member (SEK 30,000).

If the annual general meeting resolves in accordance with the nomination committee's proposals regarding board composition and remuneration to the board, including remuneration for work in committees, under items 11 and 12, the total remuneration to the board of directors will amount to SEK 2,869,000 (SEK 2,720,000).

Further, the nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

Item 13. Election of board members, chairman of the board, auditor and any deputy auditors

The nomination committee proposes re-election of all board members, i.e. Johan Claesson, Johan Damne, Joachim Gahm, Jan Roxendal, Tobias Alsborger and Anneli Jansson, for the period until the end of the next annual general meeting.

The nomination committee proposes re-election of Johan Claesson as chairman of the board.

In accordance with the recommendation from the audit committee, the nomination committee proposes re-election of the registered accounting firm PricewaterhouseCoopers AB (PwC) as auditor for the period until the end of the next annual general meeting. PwC has informed the Company that the authorized public accountant Patrik Adolfson will be appointed as the auditor-in-charge if PwC is elected as auditor.

Item 14. Resolution regarding instruction for the nomination committee

The nomination committee proposes that the annual general meeting resolves to adopt instructions for the nomination committee in Catella as follows.

**Instruction for the nomination committee in Catella AB**

This instruction shall be in force until the general meeting resolves to adopt another instruction for the nomination committee.

*How the nomination committee is appointed*

The nomination committee in Catella shall consist of three members. In September every year, the chairman of the board shall contact the three largest shareholders, measured by voting rights, assessed on the basis of information from Euroclear Sweden AB and other reliable shareholder information as of the last trading day in August the same year, each of whom shall appoint a representative to form a nomination committee for the time until a new nomination committee has been appointed. If any of the three largest shareholders, measured by voting rights, declines to appoint a member, the next largest shareholder shall be asked. This procedure shall continue until the nomination committee is complete, however, not more than five more shareholders are required to be contacted unless the chairman of the board finds specific reasons for doing so. Each member of the nomination committee is to consider carefully whether there is any conflict of interest or other circumstance that makes its membership of the nomination committee inappropriate before accepting the assignment. The nomination committee is appointed for a term

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of office from the time when its composition is announced until the next nomination committee is formed. The names of the persons to be included in the nomination committee shall be published on the Company's website well in advance and no later than six months before the annual general meeting.

The majority of the members of the nomination committee are to be independent of the Company and its executive management. Neither the CEO nor other members of the executive management are to be members of the nomination committee. At least one member of the nomination committee is to be independent of the Company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the Company. Board members may be members of the nomination committee but must not constitute a majority of the nomination committee's members. If more than one board member is a member of the nomination committee, no more than one of them may be dependent in relation to the Company's major shareholders.

*Changes in the composition of the nomination committee*

If during the nomination committee's term of office one or more of the shareholders who have appointed members of the nomination committee no longer belongs to the major shareholders, members of the nomination committee appointed by them must resign their positions, and the new shareholder or shareholders being among the major shareholders in terms of votes shall be asked in their place, if they want to appoint new members to the nomination committee. However, unless there are special reasons, no changes shall be made to the composition of the nomination committee if only minor changes in the shareholding have taken place, or if the change occurs later than two months before the annual general meeting where proposals from the nomination committee are to be considered. A shareholder who has appointed a member of the nomination committee has the right to dismiss such a member and appoint a new member of the nomination committee. Likewise, if a member at its own request leaves the nomination committee during the term of office, the shareholder who appointed the member has the right to appoint a new member to the nomination committee. Changes in the composition of the nomination committee shall be announced as soon as possible thereafter.

*The assignment of the nomination committee*

The member nominated by the largest shareholder, measured by voting rights, shall summon the nomination committee to an inaugural meeting. At the inaugural meeting, the nomination committee shall appoint a member from the committee to be the chairman of the nomination committee. The chairman of the nomination committee leads and distributes the work of the nomination committee and is responsible for all contacts with Catella. The chairman of the board of directors or any other board member shall not be the chairman of the nomination committee. The nomination committee is quorate if more than half of the members are participating. At the nomination committee's meetings, the chairman of the board of directors shall attend as long as the nomination committee deems it appropriate, however not as a member of the nomination committee.

When fulfilling its assignment, the nomination committee shall comply with applicable laws and regulations, in particular, the Swedish Corporate Governance Code. The nomination committee shall apply rule 4.1 of the Swedish Corporate Governance Code as its diversity policy.

The nomination committee shall prepare resolutions to the the general meeting in matters regarding elections and remuneration. The nomination committee shall submit proposals to the general meeting for the following resolutions:

- (i) election of chairman of the general meeting;
- (ii) resolution on the number of board members to be elected;
- (iii) election of chairman of the board and members of the board;



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- (iv) resolution on board fees for the chairman of the board and for each of the other members of the board as well as for work in board committees;
- (v) resolution on number of auditors;
- (vi) election of and resolution on fees to the auditor; and
- (vii) changes to the applicable instruction for the nomination committee, if deemed necessary.

The nomination committee shall, prior to the general meeting where the election of the board or auditor shall take place, submit a motivated opinion regarding its proposal of the composition of the board of directors, taking into account the nomination committee's diversity policy. The opinion shall also contain a brief report of the nomination committee's work.

The nomination committee shall forward such information to Catella as Catella needs to be able to fulfil its obligation to provide information in accordance with the Swedish Corporate Governance Code. Catella shall, at the request of the nomination committee, provide personnel resources such as the secretarial function in the nomination committee, to facilitate the nomination committee's work. If necessary, Catella shall also pay reasonable costs for external consultants and similar which are deemed necessary by the nomination committee for it to be able to fulfil its assignment. No fees are to be paid to the nomination committee's members.

#### Item 15. Resolution regarding guidelines for remuneration to senior executives

The board of directors proposes that the annual general meeting resolves to adopt guidelines for remuneration to senior executives as follows.

#### Guidelines for remuneration to senior executives in Catella AB

The CEO and, from time to time, other members of the Company's executive management as well as members of the board of directors, if they receive remuneration from the Company other than remuneration for their ordinary board work, fall within the provisions of these guidelines. In addition to the CEO, the executive management currently consists of the CFO, the Head of Investor Relations and Group Communications, the Head of Group HR and the Head of Group Legal. The guidelines shall be applied to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2022. These guidelines do not apply to remuneration decided or approved by the general meeting.

*Types of remuneration and the promotion of the Company's business strategy, long-term interests and sustainability*

The Company's business strategy is dependent on the ability to recruit and retain qualified personnel. The total remuneration shall be competitive and on market terms, which is a prerequisite for a successful implementation of the Company's business strategy and protecting its long-term interests, including sustainability. Further, the remuneration shall be commensurate with responsibility and authority.

Remuneration to the CEO and other members of the Company's executive management consists of fixed salary, variable remuneration, pension benefit and other benefits.

Variable remuneration is based on financial or non-financial results in relation to individually defined quantitative or qualitative objectives that consider the Company's business strategy, long-term goals and sustainability work.

The satisfaction of the criteria for payment of variable cash remuneration shall be measured over a one year period. Variable remuneration may amount to a maximum of 100 percent of the fixed annual cash salary. Additional variable cash remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are within a predetermined time

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Catella is a leading specialist in property investments and fund management, with operations in 14 countries. The group has over EUR 12 billion in assets under management. Catella is listed on Nasdaq Stockholm in the Mid Cap segment. Read more at [catella.com](http://catella.com).

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frame and are only made individually either with the aim of recruiting or retaining executives, or as remuneration for extraordinary work efforts in addition to the individual's regular assignments. Such extraordinary remuneration paid in addition to remuneration in accordance with the above may not exceed an amount corresponding to 100 percent of the fixed annual cash salary and may not be paid out more than once a year per individual. Decisions relating to such remuneration shall be made by the board of directors following preparation by the remuneration committee.

Pension benefits, including healthcare insurance (Sw. *sjukförsäkring*), shall be defined-contribution. Variable cash remuneration shall not be pensionable. Pension premiums for defined-contribution shall amount to a maximum of 30 percent of the fixed annual cash salary.

Other benefits may include life insurance, healthcare insurance and company car. Such benefits may amount to not more than 10 percent of the fixed annual cash salary.

The Company has implemented share-based incentive programmes. To the extent additional share-based incentive programmes are introduced, these shall be subject to a decision by the general meeting and thus not be covered by these guidelines.

#### *Termination of employment*

Upon notice of termination of employment by the Company, the notice period shall be a maximum of 12 months, and on notice of termination by the employee a maximum of 6 months. Salary and severance pay may in total not exceed 100 percent of the fixed annual cash salary.

In addition, remuneration for potential non-competition undertakings may be payable. Such remuneration shall compensate for any loss in income and shall only be payable in so far as the former executive is not entitled to receive severance pay. Remuneration shall be based on fixed cash salary at the time of resignation and be subject to a maximum of 60 percent of the monthly salary at the time of notice of termination of employment, and shall be payable during the period the non-competition undertaking applies, which is subject to a maximum of 9 months after the end of employment.

The Company is contractually prohibited from reclaiming variable remuneration. According to contract and legislation, and subject to any ensuing restrictions, the board of directors is entitled to reclaim, in full or in part, variable remuneration that has been paid out on erroneous grounds.

#### *The decision-making process for determining, reviewing and implementing the guidelines*

The process for preparing, reviewing and implementing the remuneration guidelines is handled by a dedicated remuneration committee. After preparation by the remuneration committee, the board of directors shall prepare proposed new guidelines at least every four years and present the proposal for resolution at the annual general meeting. The guidelines shall apply until such time that new guidelines are adopted by the annual general meeting. The remuneration committee has an advisory (follow-up and evaluation) as well as a preparatory function for decision-making ahead of review and resolution by the board of directors. In addition to the chairman of the board, who is also chairman of the committee, other members elected by the annual general meeting are independent in relation to the Company and management. The remuneration committee holds at least two regular meetings each year, in good time before regular board meetings to address remuneration matters. All members of the remuneration committee, the CEO and the Head of Group HR shall, if possible, participate in the remuneration committee's meetings (however subject to provisions relating to conflicts of interest under the Swedish Companies Act). Any other individual presenting a matter to the remuneration committee shall participate in the remuneration committee's meetings to the extent the remuneration committee considers it appropriate. Individuals affected by the decisions shall however not attend meetings of the



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remuneration committee or the board during the period of preparation and decisions regarding the matter.

*Salary and employment terms for employees*

Each year, the remuneration committee completes an analysis of how the total salary structure and employment terms for the Company’s employees compare to the remuneration to the CEO and senior executives. This forms the basis for decisions when evaluating the reasonableness of these guidelines.

*Derogation from the guidelines*

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company’s long-term interests, including its sustainability, or to ensure the Company’s financial viability.

*Information regarding decided remuneration not due for payment*

The board of directors shall include information regarding previously decided remuneration not yet due for payment to the proposal of guidelines for remuneration to senior executives to the annual general meeting.

*Information regarding derogations from the remuneration guidelines adopted by the annual general meeting 2021*

According to the guidelines for remuneration to senior executives that were adopted at the annual general meeting 2021, the board of directors has been authorized to derogate from the guidelines if there are special reasons. No such derogations have been made.

**Item 16. Resolution regarding amendments to the articles of association**

As Catella no longer conducts, or intends to conduct, banking operations and to clarify the operations conducted within the business area Principal Investments, the board of directors proposes that the annual general meeting resolves to amend the description of the Company’s operations in the articles of association in accordance with the below.

<i>Current wording</i>	<i>Proposed wording</i>
<p><b>3 §    Objects</b></p> <p>The Company shall own and manage shares and participations in companies engaged in business administration, real estate or financial consultancy, securities operations, banking operations or fund operations and to engage in activities compatible with the foregoing. The company will further manage securities, handle group-wide tasks and carry out the above-mentioned compatible activities.</p>	<p><b>3 §    Objects</b></p> <p>The company shall own and manage shares and participations in companies engaged in business administration, real estate or financial consultancy, securities operations, or fund operations, directly or indirectly acquire, manage, develop and sell real property, and to engage in activities compatible with the foregoing. The company shall further manage securities, handle group-wide tasks and carry out the above-mentioned compatible activities.</p>

The board of directors further proposes the below amendments to reflect the applicable wording of the Swedish Companies Act and the Swedish Corporate Governance Code.

**7 §    Board of directors**

**7 §    Board of directors**

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The board of directors shall comprise no fewer than four and no more than ten directors.

The board of directors shall comprise no fewer than four and no more than ten directors, with no deputy directors.

## 8 § Auditors

The company shall have at least one and no more than two auditors, with no more than two alternate auditors. An authorised public accountant or a registered firm of accountants shall be appointed as auditor and, where appropriate, alternate auditor.

For the period until not longer than the close of the next annual general meeting, the board of directors shall be entitled to appoint one or more special examiners to review i) the board of directors' report in connection with new issues for non-cash consideration or subscription for shares pursuant to a right of set-off or otherwise subject to conditions, and ii) any merger plan. An authorised public accountant or a registered firm of accountants shall be appointed as such special examiner.

## 12 § General meetings

General meetings shall be held in Stockholm.

The following business shall be addressed at an annual general meeting:

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting register;
3. Approval of the agenda;
4. Election of two persons to attest the minutes together with the chairman;
5. Determination of whether the general meeting has been duly convened;
6. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for the group;
7. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet;
8. Resolution regarding appropriation of the company's profit or loss in

## 8 § Auditors

The company shall have at least one and no more than two auditors, with no more than two alternate auditors. An authorised public accountant or a registered firm of accountants shall be appointed as auditor and, where appropriate, alternate auditor. The auditor shall be appointed for a period until the end of the annual general meeting held during the first, second, third or fourth financial year following the election of the auditor.

For the period until not longer than the close of the next annual general meeting, the board of directors shall be entitled to appoint one or more special examiners to review i) the board of directors' report in connection with new issues for non-cash consideration or subscription for shares pursuant to a right of set-off or otherwise subject to conditions, and ii) any merger plan. An authorised public accountant or a registered firm of accountants shall be appointed as such special examiner.

## 12 § General meetings

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The following business shall be addressed at an annual general meeting:

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons to check and verify the minutes;
5. Determination of whether the general meeting has been duly convened;
6. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for the group;
7. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet;

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- accordance with the adopted balance sheet;
  9. Issue of discharge from liability for the directors and the CEO;
  10. Determination of the number of directors and, where appropriate, auditors and alternate auditors;
  11. Determination of fees for the board of directors and, where appropriate, the auditors;
  12. Election of directors and, where appropriate, auditors and alternate auditors; and
  13. Any other business incumbent on the general meeting pursuant to the Swedish Companies Act or the articles of association.
8. Resolution regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet;
  9. Resolution regarding discharge from liability for the directors and the CEO;
  10. Presentation of the remuneration report for approval;
  11. Determination of the number of directors and, where appropriate, auditors and alternate auditors;
  12. Determination of remuneration to the board of directors and auditors;
  13. Election of directors and, where appropriate, auditors and alternate auditors;
  14. Resolution regarding guidelines for remuneration to the senior executives, if such a proposal has been presented;
  15. Resolution regarding instructions for the nomination committee, if such a proposal has been presented; and
  16. Any other business incumbent on the general meeting pursuant to the Swedish Companies Act or the articles of association.

In addition, a number of editorial amendments to the articles of association are proposed, which, together with the proposed amendments as described above, are set out in [Appendix 1](#).

Further, the board of directors proposes that the annual general meeting resolves that the board of directors, the CEO or the person appointed by either of them shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

Item 17. Resolution regarding authorization for the board of directors to resolve on issue of shares

The board of directors proposes that the annual general meeting resolves to authorize the board to, on one or more occasions during the period until the end of the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve on a new issue of shares of Class A and/or Class B, provided that such issue can be made without amending the articles of association. The total number of shares that may be issued under the authorization may in total not exceed ten percent of the total number of shares in Catella at the time of the annual general meeting. A new issue by virtue of the authorization shall be made on market terms against payment in cash, contribution in kind or by way of set-off.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights are to enable the Company to increase growth and improve results and cash flow by financing acquisitions and/or investments and thus contribute to increased shareholder value and promote increased liquidity in the Company's shares and a larger shareholder base in the Company.



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Further, the board of directors proposes that the annual general meeting resolves that the board of directors, the CEO or the person appointed by either of them shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

Item 18. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to, on one or more occasions during the period until the end of the next annual general meeting, resolve on repurchase of the Company's own shares of Class A and/or Class B.

Repurchase of shares may only be made at a maximum of so many shares that the Company's holding, from time to time after such acquisition, does not exceed ten percent of the total number of shares in the Company. Repurchase may only be made on Nasdaq Stockholm at a price per share within the prevailing share price interval at the time, where share price interval means the difference between the highest buying price and the lowest selling price. In the event that the acquisitions are effected by a stock broker assigned by the Company, the share price may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the date of delivery falls outside the price range. Payment for the shares shall be made in cash.

Further, the board of directors proposes that the annual general meeting resolves to authorize the board of directors to, on one or more occasions during the period until the end of the next annual general meeting, resolve to transfer own shares of Class A and/or Class B. The maximum number of shares of Class A and/or Class B that may be transferred may not exceed the total number of shares of Class A and/or Class B held by Catella at any given time.

Transfers shall take place on or outside Nasdaq Stockholm, including a right to resolve on deviation from the shareholders' preferential rights. Transfers of shares of Class A and/or Class B on Nasdaq Stockholm shall be made at a price within the prevailing share price interval at the time, where share price interval means the difference between the highest buying price and the lowest selling price. Transfer of shares of Class A and/or Class B outside Nasdaq Stockholm shall be made on market terms and to a price in cash or value of property received that corresponds to the share price at the time of the transfer of the shares of Class A and/or Class B in Catella that are transferred, with any deviation that the board of directors deems appropriate in the individual case.

The purpose of the authorization regarding acquisition and transfer of own shares of Class A and/or Class B is to enable the Company to increase growth and improve results and cash flow by financing acquisitions and/or investments and thus, in a cost-effective manner, through payment with the Company's own shares and being able to achieve a more appropriate capital structure from time to time.

Further, the board of directors proposes that the annual general meeting resolves that the board of directors, the CEO or the person appointed by either of them shall have the right to make the minor adjustments to the above resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

## **Majority requirements**

For a valid resolution of the annual general meeting under the board of directors' proposal under items 16, 17 and 18 above, the resolutions must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

# PRESS RELEASE



Stockholm, 19 April 2022

## Available documents

The complete proposals of the board of directors and the nomination committee, reports and motivated statements that shall be made available pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be available on the Company's website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>, and at the Company's headquarters at Birger Jarlsgatan 6, SE-114 34 Stockholm, Sweden, no later than from and including on Tuesday 3 May 2022. These documents are presented at the annual general meeting by being kept available in accordance with the above. The documents will also be sent, free-of-charge, to shareholders who so request and state their address.

## Number of shares and votes

At the time of issue of this notice, the total number of shares in the Company amount to 88,348,572, of which 2,530,555 are shares of Class A with five (5) votes each and 85,818,017 are shares of Class B with one (1) vote each, corresponding to a total of 98,470,792 votes. As per the same date, the Company does not hold any own shares.

## Processing of personal data

For information about how your personal data is processed, please refer to the integrity policy that is available on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Translation

This English version of the notice convening the annual general meeting of Catella AB is a convenience translation of the Swedish version. In the event of any discrepancies between the versions, including any documents prepared in relation thereto, the Swedish version shall prevail.

Stockholm in April 2022

**Catella AB**

*Board of Directors*

For more information, please contact:

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