

PRESS RELEASE

Stockholm, 19 April 2011



CATELLA

Notice to attend the annual general meeting of Catella AB (publ)

The annual general meeting of Catella AB (publ) will take place on Wednesday, 25 May 2011 at 3 p.m. at Summit, Grev Turegatan 30, in Stockholm.

Right to participate at the general meeting

Shareholders who wish to participate at the annual general meeting must:

- be entered in the share register maintained by Euroclear Sweden AB on 19 May 2011;
- have given written notice of their participation to Catella AB (publ), Att: Investor Relations, Catella AB, Box 5894, 102 40 Stockholm, or by e-mail to bolagsstamma@catella.se, not later than 4pm on Friday, 20 May 2011. In the notice, the shareholder must state his/her name, personal identity number/company registration number, address, telephone number, and any assistants. Where participation takes place pursuant to a proxy, the proxy form must be submitted together with the notice of participation at the general meeting. Proxy forms are available on the company's website, www.catella.se. Proxy forms may be ordered from the same address and e-mail address as stated above.

Registration

Shareholders whose shares are nominee-registered through a securities institution or equivalent foreign institution must temporarily reregister the shares in their own name in order to be entitled to vote at the general meeting. Shareholders who desire such registration must instruct their nominee thereof in ample time prior to Thursday, 19 May 2011, which is the final date by which such registration must be effected.

Proposed agenda

1. Opening of the general meeting.
2. Election of a chairman of the general meeting.
3. Preparation and approval of the voting register.
4. Approval of agenda.
5. Election of two persons to attest the minutes together with the chairman.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for the group.
8. Address by the CEO.
9. Resolution regarding adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet.
10. Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet.
11. Issue of discharge from liability for the directors and CEO.
12. Determination of the number of directors and alternate directors, as well as the number of auditors and alternate auditors.
13. Determination of fees for the board and auditors.
14. Election of the board and chairman of the board.
15. Election of auditors.
16. Resolution regarding a nominating committee for the 2012 annual general meeting.
17. Resolution regarding guidelines for remuneration to senior executives.
18. Resolution regarding alteration of the articles of association.
19. Resolution regarding issuance of warrants.
20. Closure of the meeting.

Item 2. Election of a chairman of the general meeting

The nominating committee proposes that the chairman of the board, *advokat* Björn Edgren, serve as chairman of the general meeting.

Item 10. Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet

The board proposes that retained earnings and earnings for the year be carried forward.

Items 12-16. Number of directors and alternate directors, fees to the board and auditors, election of the board, board chairman and auditors, and resolution regarding a nominating committee

The nominating committee, which was appointed in accordance with the principles adopted at an extraordinary general meeting held on 15 October 2010, comprises the chairman of the nominating committee, Lars G Öberg (representing Stiftelsen Olle Engkvist Byggmästare), Johan Claesson (representing CA Plusinvest) and Martin Hansson (representing Bronsstädet AB).

Item 12. Determination of the number of directors and alternate directors, as well as the number of auditors and alternate auditors.

The nominating committee proposes that there be no more than five (5) directors and no alternate directors, and that one auditor be elected.

Item 13. Determination of fees for the board and auditors

The nominating committee proposes that fees to the directors be paid totalling SEK 1,700,000, of which the chairman of the board shall receive SEK 500,000 and the other directors shall each receive SEK 300,000. The nominating committee further proposes that fees to the auditor be paid in accordance with approved invoices.

Item 14. Election of the board and chairman of the board.

The nominating committee's proposals for a board and chairman of the board will be published not later than one week prior to the annual general meeting.

Item 15. Election of auditors.

The nominating committee proposes that PwC be appointed as auditor for the period from the close of the 2011 annual general meeting until the close of the 2012 annual general meeting, with Patrik Adolfson as auditor-in-charge.

Item 16. Resolution regarding a nominating committee for the 2012 annual general meeting

The nominating committee proposes that the members of the nominating committee shall be appointed through the chairman of the board contacting the three largest shareholders in terms of voting rights as per 30 September 2011, who shall each appoint a representative to constitute a nominating committee together with the chairman of the board, for the period until the close of the next annual general meeting or, where appropriate, until such time as a new nominating committee is appointed. The nominating committee shall be convened not later than 31 October 2011. Should any of the three largest shareholders in terms of voting rights decline to exercise the right to appoint a representative, the right shall pass to the shareholder who, after such shareholder, has the largest shareholding. In the event any member of the nominating committee leaves the nominating committee before its work is completed, where deemed necessary a replacement shall be appointed by the same shareholder who appointed the resigning member or, where such shareholder is no longer one of the three largest shareholders in terms of voting rights, by the new shareholder who belongs to such group. The nominating committee shall appoint a chairman from among its members, who shall not be the chairman of the board. The composition of the nominating committee shall be published as soon as the committee has been appointed and not later than six months prior to the annual general meeting. In the event of any change in the ownership structure after the nominating committee has been appointed, such that one or more of the shareholders who appointed members of the nominating committee are no longer among the three largest shareholders in terms of voting rights, the composition of the nominating committee may also be changed accordingly if the nominating committee deems this to be necessary. The nominating committee's duties shall be to present

proposals to the general meeting regarding the number of directors, fees for the board and auditors, the composition of the board of directors, the chairman of the board, a resolution regarding a nominating committee, the chairman of the general meeting, and election of auditors.

Item 17. Resolution regarding guidelines for remuneration to senior executives.

The board proposes the following guidelines for remuneration to senior executives. Remuneration to the CEO and other members of company management shall normally comprise fixed salary, variable salary and other benefits as well as pension. The total remuneration package shall be on market terms and competitive, and shall be proportionate to responsibilities and powers. The variable salary may never exceed the fixed salary. In the event of termination of employment by the company, the total termination salary and severance compensation shall not exceed 12 monthly salaries. Pension benefits shall be contribution-based, in the absence of any special reasons justifying any other arrangement. The board may deviate from these guidelines only where special reasons exist for doing so.

Item 18. Resolution regarding alteration of the articles of association

The board proposes that the general meeting resolve to alter the articles of association, among other things in order to adapt the articles of association to amendments to the Swedish Companies Act. The proposed alterations essentially entail the following:

- that the objects of the business be altered to comprise the company, directly or through subsidiaries, engaging in commercial, property, and financial consultancy activities. The company shall also manage securities, carry out duties on behalf of the entire group, and engage in activities compatible with the above; (article 3)
- that the limits as regards share capital and number of shares be altered such that the share capital be not less than eighty million kronor (SEK 80,000,000) and not more than three hundred and twenty million kronor (SEK 320,000,000). There shall be no fewer than forty million (40,000,000) and no more than one hundred and sixty million (160,000,000) shares. Two classes of shares may be issued: not more than one hundred and sixty million (160,000,000) class A, each carrying five votes per share, and not more than one hundred and sixty million (160,000,000) class B, each carrying one vote per share; (article 4)
- that notice to attend general meetings be given through an announcement in the Official Gazette (*Post-och Inrikes Tidningar*) and through the notice being made available on the company's website. The fact that notice has been given shall be announced in Svenska Dagbladet. Notice to attend annual general meetings and notice to attend extraordinary general meetings at which the issue of alteration of the articles of association is to be addressed must be issued not earlier than six weeks and not later than four weeks prior to the meeting. Notice to attend any other extraordinary general meeting must be issued not earlier than six weeks and not later than three weeks prior to the meeting; (article 9)
- that the board may collect proxy forms in accordance with the procedure stated in Chapter 7, section 4, second paragraph of the Swedish Companies; (article 12)
- that general meetings shall be held in Stockholm. (article 13)

Item 19. Resolution regarding issuance of warrants

The board proposes that the annual general meeting resolve upon the issuance of not more than 6,100,000 warrants, divided into 3 classes: class A, covering in total 2,033,000 warrants, class B covering in total 2,033,000 warrants, and class C covering in total 2,034,000 warrants, at an issue price on market terms. By way of derogation from the shareholders' pre-emption rights, the right to subscribe for the warrants shall vest in the subsidiary Catella Brand AB, which shall be entitled and obliged to transfer the warrants, directly or indirectly, to certain executives within the Catella group. Subscription and payment for the warrants must take place not later than 30 June 2011. However, the board shall be entitled to extend the subscription period and the time for payment.

Each warrant shall entitle the holder to subscribe for one class B share in the company. Subscription for shares in the company shall be possible during the periods commencing 1 October 2014 up to and including 30 November 2014 (class A); commencing 1 October 2015 up to and including 30 November 2015 (class B); and commencing 1 October 2016 up to and including 30 November 2016 (class C). The subscription price shall correspond to 140% of the average transaction price paid for the company's shares during 10 days immediately following the annual general meeting held on 25 May 2011. In the event of full subscription and exercise of all 6,100,000 warrants, the company's share capital may be increased by

not more than SEK 12,200,000. The shares issued following exercise of the warrants shall be entitled to participate in dividends for the first time on the record date, which occurs immediately after subscription for shares has been executed pursuant to exercised warrants. The reasons for the issue taking place in derogation of the shareholders' pre-emption rights is to enable certain executives within the Catella group, through personal investment, to share in and promote a long-term and positive growth in the value of the company's shares. Adoption of a resolution by the annual general meeting requires that the proposal be supported by shareholders representing at least 9/10 of both the votes cast and the shares represented at the general meeting.

Available documents

Documents regarding the annual general meeting will be available at the company's offices and on the company's website, www.catella.se, not later than 4 May 2011, and hard copies may be ordered free of charge on telephone +46 8-463 34 26 or by e-mail to cash

Entitlement to pose questions

Pursuant to Chapter 7, section 32 of the Swedish Companies Act, at the annual general meeting shareholders are entitled to request information from the board and CEO regarding circumstances which may affect the assessment of a matter on the agenda and circumstances which may affect the assessment of the company's financial position.

Number of shares and votes

On the date of issuance of the notice, the company had a total of 81,698,572 shares, of which 2,530,555 were class A shares (each carrying five votes) and 79,168,017 were class B shares (each carrying one vote), equal in total to 91,820,792 votes.

Stockholm, April 2011

THE BOARD OF DIRECTORS

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Catella is a European finance group active in Corporate Finance and Asset Management. In these operating segments, Catella focuses on selected segments in which advanced specialist expertise and local presence, combined with international reach, are key in creating added value for clients. Catella has approximately 420 employees working at offices in 24 cities in 13 European countries. Catella share is listed on First North and traded under the abbreviations CAT A and CAT B. Remium AB is Catella's Certified Adviser, +46 8 454 32 00. Read more about Catella at www.catella.se.