

# Press release

Stockholm, 19 December 2012



## Extraordinary general meeting in Catella AB (publ)

The Board proposes that Catella AB (publ) extends 9,900,000 warrants with a redemption date during spring 2013 in light of the fact that the price of the Company's class B shares is currently significantly below the warrant's subscription price which amounts to SEK 11 per share. Since the share has potential for price increase but it is unlikely for the warrants to be exercised for subscription by the end of the subscription period, the warrant programme will thus not entail any incentive for the key persons covered by the programme. The extension means that the warrants can be redeemed in the spring of 2015, i.e. a two-year extension. The warrant holders who choose to extend will have to pay a premium on commercial terms. All warrant holders will be treated equally and the board of directors does not consider that an extension will result in any disadvantage for either the warrant holders or existing shareholders.

### Notice to attend an extraordinary general meeting of Catella AB (publ)

An extraordinary general meeting of Catella AB (publ), reg. no. 556079-1419, (the "Company"), will be held on Friday, 18 January 2013 at 3pm at the Company's offices located at Birger Jarlsgatan 6 in Stockholm.

#### ENTITLEMENT TO PARTICIPATE AT THE MEETING

Shareholders who wish to participate at the meeting must:

- be entered in the share register maintained by Euroclear Sweden AB on the record date, Friday 11 January 2013
- 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](mailto:bolagsstamma@catella.se) not later than 4pm on Monday, 14 January 2013. The notice must state the shareholder's name, personal ID/registration number, address, telephone number, shareholding and any assistants or proxies (not more than two).

#### PROXIES

Where participation is to take place pursuant to a proxy, a proxy form should be submitted together with the notice of participation at the general meeting. A proxy for a legal entity should also take with him/her an attested copy of a certificate of registration or similar authorisation document. Copies of such documents should also be submitted to the Company in connection with the notice to attend the general meeting. Proxy forms are available on the Company's website, [www.catellagroup.com](http://www.catellagroup.com). Proxy forms may be ordered from the same address and by e-

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Catella offers specialised financial services and products within selected market segments. Catella has 440 employees in 12 European countries within two operating segments; Corporate Finance and Asset Management. Catella is listed on Nasdaq OMX, First North Premier and its shares are 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.com](http://www.catella.com).



mail from the address above. A proxy form may be stated as being valid for a period of not exceeding five years from the date of issuance.

#### REGISTRATION

Shareholders whose shares are nominee-registered through a securities institution or equivalent foreign institution must, in order to be entitled to vote at the general meeting, temporarily reregister the shares in their own name. Shareholders who desire such registration must instruct their nominee in ample time prior to Friday, 11 January 2013, by which date 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 voting register.
4. Approval of agenda.
5. Election of two persons to attest the minutes.
6. Determination of whether the meeting has been duly convened.
7. Resolution regarding split of Warrant Series A.
8. Resolution regarding amendment of the terms and conditions for Series A1 warrants.
9. Closure of the meeting.

#### ITEM 7 RESOLUTION REGARDING SPLIT OF WARRANT SERIES A

The board of directors of the Company proposes that the general meeting adopt a resolution to split Warrant Series A into two (2) series, namely Series A and Series A1.

At the 2010 annual general meeting, the shareholders of the Company adopted a resolution authorising the board of directors to decide upon the issuance of not more than 30,000,000 warrants. The board of directors subsequently decided, pursuant to the authorisation, to issue not more than 30,000,000 warrants, carrying an entitlement to subscribe for not more than 30,000,000 class B shares in the Company in accordance with "Terms and conditions for Scribona AB (publ) warrants, adopted on 25 May 2010" ("**Warrant Terms and Conditions**"). The warrants were issued in four series, A-D.

Each warrant, irrespective of series, entitles the warrant holder to subscribe for one (1) new class B share in the Company at a subscription price of SEK eleven (11). The warrants are subject to customary recalculation terms.

#### Split of Warrant Series A

The board of directors proposes that, for administrative reasons, the general meeting resolve to split Warrant Series A into two (2) series– Series A and Series A1. The existing Warrant Terms and Conditions shall remain unchanged as regards Series A and Series A1.

Series A warrant holders who wish to belong to Series A1 must notify the Company thereof in writing and also pay a premium on market terms. One (1) Series A warrant may be exchanged for one (1) Series A1 warrant, whereupon the original Series A warrant will be cancelled and cease to apply in conjunction with such exchange. The notification period shall run



commencing 21 January 2013 up to and including 28 February 2013 and the payment period shall run commencing 1 March 2013 up to and including 22 March 2013. Payment shall be made to an account designated by the Company. Series A warrant holders who fail to give written notice during the notification period that they wish to belong to Series A1, or who fail to pay the premium within the payment period, will continue to belong to Series A.

Item 4, Subscription and Payment; the following wording is thereby proposed in the Warrant Terms and Conditions:

*"Series A: Subscription for shares may take place commencing 25 March 2013 up to and including 25 May 2013.*

*Series A1: Subscription for shares may take place commencing 25 March 2013 up to and including 25 May 2013.*

*Series B: Subscription for shares may take place commencing 25 March 2014 up to and including 25 May 2014.*

*Series C: Subscription for shares may take place commencing 25 March 2015 up to and including 25 May 2015.*

*Series D: Subscription for shares may take place commencing 25 March 2016 up to and including 25 May 2016.*

*Applications for subscription shall take place through written notice to the Company, stating the number of shares for which subscription is desired, and the holder shall surrender to the Company warrant certificates representing the number of warrants which the holder wishes to exercise. Applications for subscription shall be binding and may not be revoked. Where subscription does not take place within the stated time, all rights under the warrants shall lapse.*

*In conjunction with an application for subscription, payment shall be made immediately in cash in respect of the number of shares to which the subscription relates. Payment shall be made to an account designated by the Company. However, the Company's board of directors shall be entitled to allow payment to be made by way of set-off, subject to the conditions stated in Chapter 14, section 48 of the Swedish Companies Act."*

The number of warrants subsequently belonging to Series A and Series A1 will be determined following the expiry of the application period and payment period. A minimum of one Series A warrant, and a maximum of 9,900,000 Series A warrants, may be exchanged for Series A1 warrants. In the event no warrant holder gives notice of a desire to switch Series during the notification period, the resolution regarding a split of warrants from Series A to Series A1 will lapse.

In consideration of the switch of Series from Series A to Series A1, the Series A warrant holders shall pay a premium at market rate, calculated using the accepted Black-Scholes pricing model.



The CEO, or the person appointed by the board of directors, shall be entitled to effect such minor adjustments to the resolution as may be necessary in conjunction with registration of the resolution at the Swedish Companies Registration Office.

The resolution shall be conditional on the extraordinary general meeting adopting a resolution regarding amendments to the Warrant Terms and Conditions for Series A1 in accordance with the board of directors' proposal in item 8 on the proposed agenda.

A resolution in accordance with the board of directors' proposal must be supported by shareholders holding at least nine-tenths (9/10) of both the votes cast as well as the shares represented at the general meeting.

**ITEM 8 RESOLUTION REGARDING AMENDMENT OF WARRANT TERMS AND CONDITIONS FOR SERIES A1**  
The board of directors of the Company proposes that the general meeting adopt a resolution to amend the warrant terms and conditions for Series A1 in such a manner that the subscription period is extended by 2 years.

At the 2010 annual general meeting, the shareholders of the Company adopted a resolution authorising the board of directors to decide upon the issuance of not more than 30,000,000 warrants. The board of directors subsequently decided, pursuant to the authorisation, to issue not more than 30,000,000 warrants, carrying an entitlement to subscribe for not more than 30,000,000 class B shares in the Company in accordance with "Terms and conditions for Scribona AB (publ) warrants, adopted on 25 May 2010" ("**Warrant Terms and Conditions**"). The warrants were issued in four series, A-D.

Each warrant, irrespective of series, entitles the warrant holder to subscribe for one (1) new class B shares in the Company at a subscription price of SEK eleven (11). The warrants are subject to customary recalculation terms.

#### Extension of the subscription period for Series A1

The board of directors proposes that the subscription period for Series A1 warrants be extended to cover the period commencing 25 March 2015 up to and including 25 May 2015. Other provisions in the Warrant Terms and Conditions shall remain unchanged.

#### Background

The subscription period for Series A1 warrants runs between 25 March 2013 up to and including 25 May 2013. In light of the fact that the price of the Company's class B shares is currently significantly below the warrant's subscription price, the board of directors considers that it is not possible for Series A1 warrants to be exercised for subscription by the end of the subscription period and that the warrant programme will thus not entail any incentive for the key persons covered by the programme. All Series A warrant holders will be treated equally and the board of directors does not consider that an extension will result in any disadvantage for either the warrant holders or existing shareholders.

Item 4, Subscription and Payment; the following wording is thereby proposed in the Warrant Terms and Conditions:



*“Series A: Subscription for shares may take place commencing 25 March 2013 up to and including 25 May 2013.*

*Series A1: Subscription for shares may take place commencing 25 March 2013 up to and including 25 May 2013.*

*Series B: Subscription for shares may take place commencing 25 March 2014 up to and including 25 May 2014.*

*Series C: Subscription for shares may take place commencing 25 March 2015 up to and including 25 May 2015.*

*Series D: Subscription for shares may take place commencing 25 March 2016 up to and including 25 May 2016.*

*Applications for subscription shall take place through written notice to the Company, stating the number of shares for which subscription is desired, and the holder shall surrender to the Company warrant certificates representing the number of warrants which the holder wishes to exercise. Applications for subscription shall be binding and may not be revoked. Where subscription does not take place within the stated time, all rights under the warrants shall lapse.*

*In conjunction with an application for subscription, payment shall be made immediately in cash in respect of the number of shares to which the subscription relates. Payment shall be made to an account designated by the Company. However, the Company’s board of directors shall be entitled to allow payment to be made by way of set-off, subject to the conditions stated in Chapter 14, section 48 of the Swedish Companies Act.”*

The CEO, or the person appointed by the board of directors, shall be entitled to effect such minor adjustments to the resolution as may be necessary in conjunction with registration of the resolution at the Swedish Companies Registration Office.

The resolution is conditional on the extraordinary general meeting adopting a resolution regarding a split of Warrant Series A in accordance with the board of directors’ proposal in item 7 of the proposed agenda, and that the resolution under item 7 on the proposed agenda does not fail in accordance with the conditions set forth therein.

A resolution in accordance with the board of directors’ proposal must be supported by shareholders holding at least nine-tenths (9/10) of both the votes cast as well as the shares represented at the general meeting.

#### AVAILABLE DOCUMENTS

Not later than 4 January 2013, documents for the general meeting will be available at the Company’s offices and on the Company’s website, [www.catellagroup.com](http://www.catellagroup.com), and will be sent free of charge to those shareholders who so request and state their mailing address.



#### RIGHT TO INFORMATION

Pursuant to Chapter 7, section 32 of the Companies Act (2005:551), at the general meeting shareholders are entitled to request information from the board of directors and the CEO regarding circumstances which may influence the assessment of a matter on the agenda.

#### NUMBER OF SHARES AND VOTES

As of the date of issuance of the notice to attend the general meeting, the Company had a total of 81,698,572 shares, of which 2,530,555 comprise class Series A shares (carrying five votes each) and 79,168,017 comprise class Series B shares (carrying one vote each), corresponding in total to 91,820,792 votes.

Stockholm, December 2012

#### THE BOARD OF DIRECTORS

For further information, please contact:

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