



Notice of the 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 Wednesday 10 May 2023 at 10.00 at GT30, Grev Turegatan 30 in Stockholm, Sweden. Registration for the annual general meeting will commence at 09.30. The board of directors has resolved that shareholders shall also be able to exercise their voting rights by postal voting in advance in accordance with § 11 of the articles of association.

Right to participate in the annual general meeting

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

- be recorded in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday 2 May 2023; and
- give notice to attend the annual general meeting no later than Thursday 4 May 2023. Notice to attend can be made by post to Catella AB, "Annual General Meeting 2023", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46(0)8-402 91 33 or via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy>. When giving notice of attendance, please state your name or company name, personal identification number or company registration number, address and telephone number. The registration procedure described above also applies to advisors.

Shareholders who wish to use the possibility of postal voting in advance shall do so in accordance with the instructions under the heading *Postal voting* below.

Nominee registered shares

To be entitled to participate in the annual general meeting, a shareholder whose shares are nominee registered must have the shares re-registered in their own name so that the shareholder is recorded in the presentation of the share register as per Tuesday 2 May 2023. Such registration may be temporary (so-called voting right registration) (Sw. *rösträttsregistrering*) and is requested from the nominee in accordance with the nominee's procedures in such time in advance as determined by the nominee. Voting right registrations effected by the nominee no later than Thursday 4 May 2023 will be considered in the presentation of the share register.

Proxies etc.

Shareholders who wish to attend the meeting venue in person or by proxy are entitled to bring one or two advisors. Shareholders who wish to bring advisors shall state this in connection with their notification. Shareholders who are represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney has been issued by a legal entity, a certificate of registration or corresponding authorization documents shall be enclosed. To facilitate the registration at the general meeting, powers of attorney as well as certificates of registration and other authorization documents should be received by the Company on the above-mentioned address no later than 4 May 2023. A proxy form is available on the Company's website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>.



Postal voting

A certain form shall be used for postal voting. The postal voting form is available at the Company's website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>. The completed and signed postal voting form shall be submitted by post to Catella AB, "Annual General Meeting 2023", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to 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 Thursday 4 May 2023. Shareholders 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 Thursday 4 May 2023.

If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. A proxy form is available on the Company's website, <https://www.catella.com/en/investor-relations/corporate-governance/general-meetings>. If the shareholder is a legal entity, a certificate of registration or corresponding authorization documents shall be enclosed to the form. The shareholder may not provide special instructions or conditions to the postal voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions are available on the postal voting form and on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>.

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, at the general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's financial situation. The disclosure obligation also relates to the Company's relationship with group companies and the consolidated accounts, as well as such relationships regarding subsidiaries as referred to in the previous sentence.

Proposed agenda

1. Opening of the general meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to check and verify the minutes jointly with the chairman
6. Determination of whether the general meeting has been duly convened
7. Statement by the CEO
8. 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
9. Resolution regarding adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet
10. Resolution regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet
11. Resolution regarding discharge from liability of the board members and the CEO



12. Presentation of the remuneration report 2022 for approval
13. Determination of the number of board members, auditors and any deputy auditors
14. Determination of the remuneration to the board members and the auditor
15. Election of board members, chairman of the board of directors, auditor and any deputy auditors
16. Resolution regarding authorization for the board of directors to resolve on issue of shares
17. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares
18. Closing of the general meeting
- 19.

Proposed resolutions

Proposals for resolutions under items 2 and 13-15 below have been presented by Catella's nomination committee ahead of the annual general meeting 2023, comprising Eje Wictorson (chairman of the nomination committee), appointed by Claesson & Anderzén, Erik Eikeland, appointed by Alcur Fonder, and Mia Arnhult, appointed by M2.

Proposals for resolutions under items 5, 10, 12 and 16-17 have been presented by the board of directors of the Company.

Item 2. Election of chairman of the general meeting

The nomination committee proposes that Johan Claesson is elected chairman of the annual general meeting.

Item 5. Election of two persons to check and verify the minutes jointly with the chairman

The board of directors proposes that Petter Mattsson, representing Alcur Fonder, and Andreas Lindenhjerta, representing M2, as persons to check and verify the minutes jointly with the chairman.

Item 10. 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 1.20 per share for the financial year 2022 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 106,018,286.40.

The board of directors proposes Friday 12 May 2023 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 17 May 2023.

Item 12. Presentation of the remuneration report 2022 for approval

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for 2022 in accordance with Chapter 8, Section 53 a of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).



Item 13. Determination of the number of board members, auditors and any deputy auditors
The nomination 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 14. Determination of the remuneration to the board members and the auditor
The nomination committee proposes the following remuneration for work in the board of directors for the period until the end of the next annual general meeting (previous year's remuneration stated in parentheses):

- SEK 615,000 to the chairman of the board of directors (SEK 600,000);
- SEK 380,000 to each of the other board members (SEK 370,000); and
- for work in the committees, SEK 140,000 to the chairman of the board of directors' audit committee (SEK 135,000) and SEK 108,000 to each of the other two members (SEK 105,000) as well as SEK 43,000 to the chairman of the board of directors' remuneration committee (SEK 42,000) and SEK 33,000 to the other member (SEK 32,000).

If the annual general meeting resolves in accordance with the nomination committee's proposals regarding board composition and remuneration to the board of directors, including remuneration for work in the committees, under items 13 and 14, the total remuneration to the board of directors will amount to SEK 2,947,000 (SEK 2,869,000).

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

Item 15. Election of board members, chairman of the board of directors, auditor and any deputy auditors

The nomination committee proposes, until the end of the next annual general meeting, election of Sofia Watt and Samir Kamal as new board members and re-election of the board members Johan Claesson, Tobias Alsborger, Johan Damne and Anneli Jansson.

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

In accordance with the recommendation from the audit committee, the nomination committee proposes election of the registered accounting firm KPMG AB as new auditor for the period until the end of the annual general meeting 2024. KPMG has informed the Company that the authorized public accountant Johanna Hagström will be appointed as auditor-in-charge if KPMG is elected as auditor.

Item 16. 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 of directors 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 an 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 (10) 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, as well as to promote increased liquidity in the Company's shares and a larger shareholder base in the Company.

Item 17. 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 number of shares so that the Company's holding, from time to time after such repurchase, does not exceed ten (10) 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 repurchase is 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 repurchased, 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. Transfers 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 above authorizations regarding repurchase and transfer of own shares of Class A and/or Class B, and the reason for the deviation from the shareholders' pre-emptive right (in relation to transfer), is to enable the Company to increase growth and improve results and cash flow by financing acquisitions and/or investments in a cost-effective manner through payment with the Company's own shares, and to enable the achievement of a more appropriate capital structure from time to time.



Majority requirements

For valid resolutions of the annual general meeting in accordance with the board of directors' proposals under items 16 and 17 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.

Available documents

The proposals of the board of directors and the nomination committee to the annual general meeting are set out in this notice. Accounting documents, the auditor's report and other documents to the annual general meeting are available on the Company's website, 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. The notice and the other documents will be sent, free-of-charge, to shareholders who so request and state their address. The documents can be ordered via Euroclear Sweden AB using the contact information stated above.

Number of shares and votes

As per the date of this notice, the total number of shares in the Company amounts to 88,348,572, of which 2,480,742 are shares of Class A with five (5) votes each and 85,867,830 are shares of Class B with one (1) vote each, corresponding to a total of 98,271,540 votes. As per the same date, the Company does not hold any own shares.

Authorization

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 general meetings' resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

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, 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 2023



Catella AB

The Board of Directors

For further information, please contact:

Michel Fischier
Acting CFO and Head of Investor Relations and Group Communications
+46-8-463 33 86
michel.fischier@catella.se

About Catella

Catella is a leading specialist in property investments and fund management, with operations in 12 countries. The group has over EUR 13 billion in assets under management. Catella is listed on Nasdaq Stockholm in the Mid Cap segment. Read more at catella.com.

Attachments

[Notice of the annual general meeting in Catella AB](#)