

# 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 22 May 2024 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 14 May 2024; and
- give notice to attend the annual general meeting no later than Thursday 16 May 2024. Notice to attend can be made by post to Catella AB, “Annual General Meeting 2024”, 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 14 May 2024. 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 16 May 2024 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 Thursday 16 May 2024. A proxy form is available on the

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Company's website, [www.catella.com/en/investor-relations/corporate-governance/general-meetings](http://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, [www.catella.com/en/corporate-governance/general-meetings](http://www.catella.com/en/corporate-governance/general-meetings). The completed and signed postal voting form shall be submitted by post to Catella AB, "Annual General Meeting 2024", 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 Thursday 16 May 2024. 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 16 May 2024.

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, [www.catella.com/en/corporate-governance/general-meetings](http://www.catella.com/en/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 2023 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 instruction for the nomination committee
17. Resolution regarding amendments to the articles of association
18. Resolution regarding authorization for the board of directors to resolve on issue of shares
19. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares
20. Resolution on a long-term incentive programme for members of the board of directors including a directed issue and subsequent transfer of warrants
21. Closing of the general meeting

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## Proposed resolutions

Proposals for resolutions under items 2 and 13-16 below have been presented by Catella's nomination committee ahead of the annual general meeting 2024, comprising Eje Wictorson (chairman of the nomination committee), appointed by Claesson & Anderzén, Erik Eikeland, appointed by Alcur Funds, and Henrik Abrahamsson, appointed by Symmetry Invest.

Proposals for resolutions under items 5, 10, 12 and 17-19 have been presented by the board of directors of the Company.

Proposal for resolution under item 20 below has been presented by the Company's largest shareholder, Claesson & Anderzén. The Company's second and third largest shareholders, Alcur Funds and Symmetry Invest, have in advance expressed their support for the proposal.

## 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 Erik Eikeland, representing Alcur Funds, and Henrik Abrahamsson, representing Symmetry Invest, 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 0.90 per share for the financial year 2023 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 79,513,714.80.

The board of directors proposes Friday 24 May 2024 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 29 May 2024.

## Item 12. Presentation of the remuneration report 2023 for approval

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for 2023 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 635,000 to the chairman of the board of directors (SEK 615,000);
- SEK 390,000 to each of the other board members (SEK 380,000); and
- for work in the committees, SEK 145,000 to the chairman of the board of directors'

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audit committee (SEK 140,000) and SEK 112,000 to each of the other two members (SEK 108,000) as well as SEK 55,000 to the chairman of the board of directors' remuneration committee (SEK 43,000) and SEK 40,000 to the other member (SEK 33,000).

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 3,049,000 (SEK 2,947,000).

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, re-election of the board members Tobias Alsborger, Johan Damne, Anneli Jansson, Samir Kamal and Sofia Watt, and election of Pernilla Claesson as new board member.

The nomination committee proposes election of Sofia Watt as new chairman of the board of directors.

In accordance with the recommendation from the audit committee, the nomination committee proposes re-election of the registered accounting firm KPMG AB as auditor for the period until the end of the annual general meeting 2025. KPMG has informed the Company that the authorized public accountant Johanna Hagström Jerkeryd will continue as auditor-in-charge if KPMG is re-elected as auditor.

## **Item 16. Resolution regarding the instruction for the nomination committee**

The nomination committee proposes that the annual general meeting resolves to adopt the following instruction for the nomination committee in Catella that, save for certain editorial changes, corresponds to the instruction adopted by the annual general meeting 2022.

### **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 of directors 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 measured by voting rights shall be asked. This procedure shall continue until the nomination committee is complete, however, not more than five additional shareholders are required to be contacted unless the chairman of the board of directors 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 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

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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 voting rights 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 measured by voting rights, members of the nomination committee appointed by them must resign their positions, and the new shareholder or shareholders being among the major shareholders measured by voting rights 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 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;
- (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;

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- (vi) election of and resolution on fees to the auditor; and
- (vii) changes to this instruction for the nomination committee, if deemed necessary.

The nomination committee shall, prior to the general meeting where the election of the board of directors 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 and other applicable law and regulations. 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 17. Resolution regarding amendments to the articles of association**

The board of directors proposes that the eighth paragraph of § 4 in the articles of association regarding the reclassification provision be amended as follows.

| <i>Current wording</i>   | <i>Proposed wording</i>   |
|--|---|
| Subject to the maximum number of class B shares which may be issued by the company, holders of class A shares shall be entitled to convert one or more class A shares into an equal number of class B shares. Requests for conversion shall be made to the company's board of directors, stating the number of shares in respect of which conversion is requested. Conversion shall be notified by the board for registration without delay. | Class A shares may be subject to reclassification into class B shares. Owners of class A shares shall be entitled, during February and August each year (the "Reclassification Periods"), to request that all or part of their class A shares are reclassified to class B shares. Requests for reclassification, which must be made in writing and specify the number of shares to be reclassified, are to be submitted to the Company no later than last day during the relevant Reclassification Period. The Company shall without delay after the end of the relevant Reclassification Period provide notification of the reclassification to the Companies Registration Office for registration. Reclassifications become effective when the shares have been registered and a note of this has been entered in the CSD register. |

**Item 18. 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

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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.

The authorization shall include the right to resolve on share issues through cash payment, payment in kind or payment by set-off. A cash or set-off issue made with deviation from the shareholders' preferential rights shall be made on market terms.

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 19. 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' preferential rights (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.



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Item 20: Resolution on a long-term incentive programme for members of the board of directors including a directed issue and subsequent transfer of warrants

Catella's largest shareholder Claesson & Anderzén representing approximately 48.70 per cent of the share capital and approximately 48.48 per cent of the votes in the Company, propose that the annual general meeting resolves to implement a warrant-based incentive programme for board members of the Company. The Company's second and third largest shareholders, Alcur Funds and Symmetry Invest, together representing approximately 11.46 per cent of the share capital and approximately 10.36 per cent of the votes in the Company, have in advance expressed their support for the proposal.

The purpose of the programme, and the reasons for deviating from the shareholders' preferential rights, is to encourage the members of the board of directors to increase their shareholding in Catella and to provide the possibility to participate in and promote a positive development in the value of the Company's shares, which is expected to increase the alignment of interests between the members of the board of directors and Catella's shareholders.

### 1. Issue of warrants

- 1.1 The Company shall issue in total a maximum of 350,000 warrants of series 2024/2027:2. The issue of warrants shall, with deviation from the shareholders' preferential rights, be directed to a wholly owned subsidiary of Catella (the "**Subsidiary**"). The right to subscribe for the warrants is granted to the Subsidiary with the right and obligation for the Subsidiary to offer board members as set out in section 2.1 below to acquire the warrants at market value. The warrants shall be issued free of charge to the Subsidiary.
- 1.2 The Subsidiary's subscription of the warrants shall take place during the period from 23 May 2024 up to and including 13 June 2024. The board of directors has the right to extend the subscription period. Over-subscription cannot occur.
- 1.3 The complete terms and conditions for the warrants are set out in the document "Terms and conditions for warrants 2024/2027:2 in Catella AB", which is available on the Company's website, [www.catella.com/en/corporate-governance/general-meetings](http://www.catella.com/en/corporate-governance/general-meetings).

### 2. Transfer of warrants

- 2.1 The warrant programme is proposed to be directed to the board members elected at the annual general meeting 2024. The Subsidiary shall offer the board members to acquire a maximum of 350,000 warrants whereof 100,000 to the chairman and 50,000 for the other board members, respectively.
- 2.2 The transfer of warrants shall take place as soon as practically possible after the annual general meeting. The warrants shall be transferred to the board members on market terms at a price determined by an external valuer using the Black & Scholes valuation model. The market value per warrant has been preliminarily estimated at approximately SEK 3.36 based on an assumed volatility level during the term of the warrants of 27.5 per cent, certain assumptions regarding risk-free interest and future dividends for the various warrant series and a share price of SEK 30.95, which corresponded to the closing price of the Company's Class B share on 5 April 2024. The preliminary valuation has been prepared by People & Corporate Performance AB.

### 3. Terms and conditions for subscription of shares

- 3.1 Each warrant entitles the holder to subscribe for one (1) class B share in the Company. The warrants may be exercised for subscription of new shares of class B during the two-

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week period commencing the day after the publication of the Company's interim report for the second quarter of 2027 (also half-year report), but no earlier than 23 August 2027 and no later than 20 September 2027.

Subscription of shares can however not take place during a period when trading in shares in Catella is prohibited under Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) or other applicable corresponding legislation.

- 3.2 The subscription price per share upon exercise of warrants shall amount to 120 per cent of the listed volume-weighted average price of the Company's class B share on Nasdaq Stockholm during a period of five trading days starting from the day after the Company's board of directors first offers to acquire warrants to the participants. The subscription price for the new shares of class B may not be lower than the current quotient value of the shares.
- 3.3 Upon exercise of the warrants, a recalculation at net value for the exercise of warrants shall be applied in accordance with the complete terms and conditions of the warrants, whereby the subscription price for each share of class B shall correspond to the share's quotient value of SEK 2.00, and the warrants entitle to a recalculated, as a starting point lower, number of shares compared to if no recalculation were applied. However, the warrants may not entitle to more than one (1) share per warrant, subject to any recalculation in accordance with the complete terms and conditions of the warrants. Assuming hypothetically that the subscription prices for the shares of class B in the Company, for which the warrants entitle to subscription, were set at SEK 37.10, the recalculation upon full subscription with the support of all 350,000 warrants at the below indicated share prices for the Company's share of Class B prior to the subscription period for warrants of the relevant series will result in the following:

*Illustrative calculation example based on an assumed subscription price of SEK 37.10*

| Share price | Total dilution | Total number of new Class B shares |
|-------------|----------------|------------------------------------|
| 40          | 0.03%          | 26,711                             |
| 45          | 0.07%          | 64,302                             |
| 50          | 0.11%          | 94,063                             |
| 55          | 0.13%          | 118,208                            |

- 3.4 As stated in the complete terms and conditions for the warrants, the subscription price and the number of shares that each warrant entitles the holder to subscribe for may be recalculated in the event of, *inter alia*, rights issues with preferential rights for the shareholders or bonus issues. The subscription price exceeding the quotient value of the shares shall be allocated to the free share premium reserve.
- 3.5 The shares issued upon exercise of the warrants shall entitle to dividend for the first time on the record date for dividend occurring closest after the subscription has been registered with the Swedish Companies Registration Office and the shares have been recorded in the shareholders' register maintained by Euroclear Sweden AB.
- 4. Increase in share capital, dilution and costs**
- 4.1 Upon full subscription and exercise of all 350,000 warrants, the Company's share capital may be increased by a maximum of SEK 700,000, provided that no recalculation (other than the recalculation to be applied in accordance with item 3.3) is made in accordance with the complete terms and conditions for the warrants. This corresponds to a dilution of

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approximately 0.40 per cent of the existing share capital.

- 4.2 Considering that the warrants shall be transferred at an estimated market price, the warrant programme itself is not expected to entail any costs beyond certain minor costs for establishment and administration.

## 5. Repurchase, information on outstanding programmes and preparation of the proposal

- 5.1 The warrants shall be subject to an obligation for the board members to first offer Catella to repurchase the warrants before transferring or otherwise disposing of the warrants to third parties. The warrants shall further be subject to a right for Catella to repurchase the warrants at market value if the participant's board assignment in Catella ceases during the term of the relevant warrant series.
- 5.2 For more information on the outstanding incentive program in Catella, please refer to the documentation from the extraordinary general meeting held on 20 March 2024, which is available on the Company's website, [www.catella.com/en/corporate-governance/general-meetings](http://www.catella.com/en/corporate-governance/general-meetings).
- 5.3 The proposal on the warrant programme has been prepared by Claesson & Anderzén in consultation with external advisors. Alcur Funds and Symmetry Invest have in advance expressed their support for the proposal. None of the board members included in the programme have been involved in the preparation of the proposal.

### Majority requirements

For valid resolutions of the annual general meeting in accordance with the proposals under items 17, 18 and 19 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.

For a valid resolution of the annual general meeting in accordance with the proposal under item 20 above, the resolution must be supported by shareholders representing at least nine tenths 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](http://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 2,340,654 are shares of Class A with five (5) votes each and 86,007,918 are shares of Class B with one (1) vote each, corresponding to a total of 97,711,188 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



## PRESS RELEASE

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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,

<https://www.euroclear.com/dam/ESw/Legal/Privacy%20Notice%20Boss%20-%20Final%20SWE%20220324.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 2024

**Catella AB**

*The Board of Directors*

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