



## Notice of the annual general meeting in Catella AB

The annual general meeting of Catella AB, reg. no. 556079-1419, (the "Company" or "Catella") will be held on Tuesday 12 May 2026 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 at the annual general meeting 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 Monday 4 May 2026; and
- give notice to attend the annual general meeting no later than Wednesday 6 May 2026. Notice to attend can be made by post to Catella AB, "Annual General Meeting 2026", 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 [www.euroclear.com/sweden/generalmeetings/](http://www.euroclear.com/sweden/generalmeetings/). 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 Monday 4 May 2026. 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 Wednesday 6 May 2026 will be considered in the presentation of the share register.

### Proxies

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 authorisation documents shall be enclosed. To facilitate the registration at the general meeting, powers of attorney as well as certificates of registration and other authorisation documents should be received by the Company on the above-mentioned address no later than Wednesday 6 May 2026. A proxy form is available on the Company's website, [www.catella.com/en/investor-relations/corporate-governance/general-](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 on 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 2026", 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 Wednesday 6 May 2026. Shareholders may also cast their postal votes electronically via BankID verification as per instructions available on Euroclear Sweden AB's website, [www.euroclear.com/sweden/generalmeetings/](http://www.euroclear.com/sweden/generalmeetings/). Such electronic postal votes shall be submitted no later than Wednesday 6 May 2026.

If the shareholder postal votes by proxy, a power of attorney shall be enclosed to 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 authorisation 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, [www.euroclear.com/sweden/generalmeetings/](http://www.euroclear.com/sweden/generalmeetings/).

#### **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.

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#### **Proposed agenda**

1. Opening of the general meeting
2. Election of chair 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 chair
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 and on record date for dividend
11. Resolution regarding discharge from liability of the board members and the CEOs
12. Presentation of the remuneration report 2025 for approval
13. Determination of the number of board members, auditors and any deputy auditors
14. Determination of the remuneration to the board and the auditor
15. Election of board members, chair of the board of directors, auditor and any deputy auditors
16. Resolution regarding guidelines for remuneration to senior executives
17. Resolution regarding authorisation for the board of directors to resolve on new issue of shares
18. Resolution regarding authorisation for the board of directors to resolve on repurchase and transfer of own shares
19. Closing of the general meeting

#### **Proposed resolutions**

Proposals for resolutions under items 2 and 13-15 have been presented by Catella's nomination committee ahead of the annual general meeting 2026, comprising Eje Wictorson (chair of the nomination committee), appointed by Claesson & Anderzén, Ruben Visser, appointed by Gran Fondo Capital and Oscar Karlsson, appointed by Alcur Funds.

Proposals for resolutions under items 10, 12 and 16-18 have been presented by the board of directors of the Company.

#### **Item 2. Election of chair of the general meeting**

The nomination committee proposes Erik Rune as chair of the annual general meeting.

#### **Item 10. Resolution regarding dispositions of the Company's profit or loss in accordance with the adopted balance sheet and on record date for dividend**

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 2025 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 15 May 2026 as record date 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 20 May 2026.

#### **Item 12. Presentation of the remuneration report 2025 for approval**

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for 2025 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 auditors.

**Item 14. Determination of the remuneration to the board 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 720,000 to the chair of the board of directors (SEK 695,000);
- SEK 450,000 to each of the other board members (SEK 430,000); and
- for work in the committees, SEK 160,000 to the chair of the board of directors' audit committee (SEK 155,000) and SEK 125,000 to each of the other two members (SEK 120,000), SEK 160,000 to the chair of the board of directors' remuneration committee (SEK 60,000) and SEK 125,000 to the other member (SEK 45,000), as well as SEK 160,000 to the chair of the investment committee (-) and SEK 125,000 to the other member (-), should the board of directors decide to establish an investment committee during the period until the next annual general meeting. Should an investment committee be established at a later time than the inaugural board meeting, the remuneration shall be prorated from the date of establishment.

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 maximum total remuneration to the board of directors will amount to SEK 3,950,000 (SEK 3,775,000).

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

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

The nomination committee proposes, for the period until the end of the next annual general meeting, re-election of the board members Tobias Alsborger, Pernilla Claesson, Erik Eikeland, Samir Kamal, Erik Ranje and Erik Rune. Sofia Watt has declined re-election.

The nomination committee proposes re-election of Erik Rune as chair 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 2027. KPMG has informed the Company that the authorised public accountant Johanna Hagström Jerkeryd will continue as auditor-in-charge if KPMG is re-elected as auditor.

**Item 16. 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 in accordance with the below.

The CEO and the other members of the executive management team from time to time as well as members of the board of directors, to the extent they receive remuneration in addition to remuneration decided by the general meeting, of Catella AB (the "Company" or "Catella") are subject to these guidelines. At the time of the adoption of these guidelines, the executive management team comprises, in addition to the CEO, the Chief Financial Officer, the Chief Human Resources Officer, Chief Legal Officer, the Head of Investment Management Europe and the Head of Corporate Finance Europe. The guidelines shall be applied to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2026. These guidelines do not apply to remuneration decided by the general meeting.

***The guidelines' 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 employees. The total remuneration should be on market terms and competitive, which is a prerequisite for the successful implementation of the Company's business strategy and the safeguarding of its long-term interests, including sustainability. Further, the remuneration shall be set in proportion to responsibilities and authority.

***Forms of remuneration***

Remuneration to the CEO and other members of the Company's executive management team may consist of base salary, short-term and long-term variable remuneration, pension benefits and other benefits.

***Base salary***

Base salary should be on market terms, reflecting the significance of each position for the Catella Group as a whole. The base salary should reflect the executive's area of responsibility, skills, and experience, and require a committed effort at a high professional level. The board of directors determines the base salary of the CEO upon preparation by the remuneration committee, and the remuneration committee determines the base salaries of the other members of the executive management team upon preparation by the CEO.

***Short-term variable remuneration***

Short-term variable remuneration is decided by the board of directors following preparation by the remuneration committee and shall be based on predetermined financial and non-financial targets. The targets for short-term variable remuneration, such as group-wide financial targets related to e.g. EBIT and/or assets under management (AUM), sustainability targets, and/or individual targets aligned with each executive's area of responsibility, shall be designed to promote the Catella Group's strategy and long-term value creation, and be related to responsibilities and authority. The board of directors may also decide on discretionary targets related to the executive's overall performance during the measurement period. Such discretionary targets shall constitute no more than 50 percent of the total target-based short-term variable



remuneration. The assessment of the extent to which the targets have been achieved shall be measured over a one-year period.

The short-term variable remuneration may amount to a maximum of 100 percent of the fixed annual base salary. Additional variable cash remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are within a predetermined time frame and are only made individually either with the aim of recruiting or retaining executives, or as remuneration for extraordinary achievements in addition to the individual's ordinary assignments. Such extraordinary remuneration paid in addition to short-term variable remuneration in accordance with the above may not exceed an amount corresponding to 100 percent of the fixed annual base salary and may not be paid 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.

#### *Long-term variable remuneration*

Long-term variable remuneration in the form of long-term share-based incentive programs is decided by the general meeting and is thus not covered by these guidelines.

#### *Pension benefits and other benefits*

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

Other benefits may include life insurance, healthcare insurance, wellness benefits (Sw. *friskvård*) and lunch. Such other benefits may amount to not more than 10 percent of the fixed annual base salary.

#### **Termination of employment**

Upon notice of termination of employment by the Company, the notice period shall be a maximum of twelve months, and upon notice of termination by the employee a maximum of six months. Salary and severance pay may in total not exceed 100 percent of the fixed annual base salary.

In addition, remuneration may be paid for potential non-competition undertakings. Any such remuneration shall only compensate for any actual loss of income compared to the base salary at the end of employment, only be payable in so far the employee is not entitled to severance pay and shall only be payable during the period the undertaking applies after the end of employment. Such compensation may amount to a maximum of 60 percent of the base salary at the end of employment and such period shall not exceed nine months.

The Company is contractually prohibited to reclaim variable remuneration. The board of directors shall have the possibility, under applicable law or contractual provisions and subject to the restrictions that may apply under law or contract, to in whole or in part reclaim variable remuneration paid 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 separate remuneration committee. After preparation by the remuneration committee, the board of directors shall prepare a proposal for new guidelines at least every four years and present the proposal for resolution at the general meeting. The guidelines shall apply until such time that new guidelines are adopted by the general meeting. The remuneration committee has an advisory function (follow-up and evaluation), a preparatory function for decision-making ahead of review and resolution by the board of directors, as well as a decision-making function in respect of resolutions regarding base salary to other senior executives than the CEO. The remuneration committee's tasks also include assisting in other employee and remuneration related matters of the Catella Group.

The chair of the board of directors may be chair of the remuneration committee. Other members of the remuneration committee shall be independent in relation to the Company and management. The remuneration committee holds at least two regular meetings each year, well in advance before regular board meetings to address remuneration matters. All members of the remuneration committee shall, if possible, participate in the remuneration committee's meetings (however subject to provisions relating to conflicts of interest under the Swedish Companies Act). To the extent the remuneration committee considers it appropriate and subject to provisions relating to conflicts of interest under the Swedish Companies Act, any other individual, such as the CEO, the Chief Human Resources Officer and/or a minute keeper, may participate in the remuneration committee's meetings. Individuals affected by the decisions shall however not attend meetings of the remuneration committee or the board of directors 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 of 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 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 sustainability, or to ensure the Company's financial viability.

As regards employment relationships governed by non-Swedish legislation, the appropriate adjustments may be made concerning remuneration so as to follow mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

***Description of significant changes and how shareholders' opinions have been considered***

In relation to the guidelines for remuneration adopted by the annual general meeting 2025, and in addition to editorial and other changes not deemed significant, the guidelines have been



supplemented with an updated decision-making process for determining base salary for executives other than the CEO, whereby such base salary is decided by the remuneration committee following preparation by the CEO. To allow for sufficient flexibility across jurisdictions the possibility to make adjustments to mandatory rules or established local practice has been included.

No material opinions on the remuneration guidelines have been presented by shareholders.

**Item 17. Resolution regarding authorisation for the board of directors to resolve on new issue of shares**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions during the period until 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 authorisation 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 authorisation 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 authorisation 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 18. Resolution regarding authorisation 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 authorise the board of directors to, on one or more occasions during the period until 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 and shall not be conducted at a price that exceeds the higher of the price of the most recent independent trade and the highest current independent bid on Nasdaq Stockholm. Repurchase may not be conducted at a price below the lowest possible market price. The Company may assign a member of Nasdaq Stockholm to accumulate a certain number of own shares by proprietary trading during a certain period of time and, on the day of delivery, pay for the shares at a price corresponding to the volume weighted average price based on the total trading during that period of time. Payment for the shares shall be made in cash.

Further, the board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions during the period until 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 authorisations 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.

### **Majority requirements**

For valid resolutions of the annual general meeting in accordance with the proposals under items 17 and 18, 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](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 2,339,442 are shares of class A with five (5) votes each and 86,009,130 are shares of class B with one (1) vote each, corresponding to a total of 97,706,340 votes. As per the same date, the Company does not hold any own shares.

### **Authorisation**

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 meeting's 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, <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 March 2026

**Catella AB**  
*the board of directors*

**For further information, please contact:**

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#### **About Catella**

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

#### **Attachments**

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