



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

The annual general meeting of Catella AB (publ) (“**the Company**”) will be held Monday, 28 May 2018 at 14:00 CET at Summit/GT30, Grev Turegatan 30, Stockholm, Sweden. Entrance and registration will begin at 13:30 CET.

Right to participate in the meeting

Shareholders who wish to participate in the meeting must:

- Be recorded in the share register maintained by Euroclear Sweden AB on the record date, Tuesday 22 May 2018, and
- Submit written notice of attendance to Catella AB (publ) by postal letter to Catella AB (publ), FAO: Investor Relations, Catella AB, Box 5894, 102 40 Stockholm, Sweden, or by email to bolagsstamma@catella.se not later than Tuesday 22 May 2018. Notices must include the name of the shareholder, personal or corporate identity number, address, telephone number, the number of shares held and, where applicable, the particulars of proxies or agents (maximum of two).

Proxy

If attendance is by proxy, the proxy form should be appended to the notice of attendance. Representatives of legal persons should also bring a certified copy of a registration certificate or similar document granting authority. Copies of these documents should also be submitted to the Company along with the notice of attendance. Proxy forms are available on the Company’s website at www.catella.se. Proxy forms can be requested from the postal address and email address above. The validity of the proxy may not be more than five years from issue.

Registration

To be entitled to vote at the general meeting, shareholders with nominee-registered shares with a securities institution or equivalent foreign institution must temporarily re-register their shares in their own name. Shareholders who wish to re-register in this way should instruct their nominee thereof in ample time prior to 22 May 2018, when such registration shall have been effected.



Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Determination of whether the meeting was duly convened
7. Chief executive officer's statement
8. Presentation of the annual accounts and audit report, and the consolidated accounts and consolidated audit report, and of the auditor's opinion on whether the guidelines in force since the previous AGM for remuneration to senior executives have been complied with
9. Resolution on adopting the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet
10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet
11. Resolution on discharging the directors and chief executive officer from liability
12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors
13. Determination of the directors' and auditor's fees
14. Election of the board of directors and the chairman of the board
15. Election of the auditor
16. Resolution on the nomination committee for the 2019 AGM
17. Resolution on guidelines for remuneration to senior executives
18. Resolution on amendment of the Articles of Association
19. Closing of the meeting

Proposed resolutions

Proposals for resolution under Items 2 and 12-16 below have been presented by the nomination committee comprising Thomas Andersson Borstam (chairman of the nomination committee), Johan Claesson and Kenneth Andersen.

Item 2. Election of the chairman of the meeting

The nomination committee proposes the chairman of the board of directors, Johan Claesson, as chairman of the meeting.

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

The board of directors proposes a dividend of SEK 1.00 per share to the shareholders. The board of directors proposes Wednesday, 30 May 2018 as the record date for dividends. If the AGM adopts the proposal, it is estimated that dividends will be distributed by Euroclear Sweden AB on Monday, 4 June 2018.

Catella is a leading specialist in property investments, fund management and banking, with operations in 14 European countries. The group has assets under management of approximately SEK 180 billion. Catella is listed on Nasdaq Stockholm in the Mid Cap segment. Read more online at catella.com.



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

The nomination committee proposes that the number of directors shall be five and that no alternate directors be elected, and that one auditor be elected.

Item 13. Determination of directors' and auditor's fees

The nomination committee proposes the payment of directors' fees of SEK 570,000 (previous year 550,000) to the chairman of the board and SEK 350,000 (330,000) to each director. The nomination committee further proposes payment of a fee to the chairman of the audit committee of SEK 130,000 (80,000) and to the other two committee members of SEK 100,000 (50,000) each, as well as a fee to the chairman of the remuneration committee of SEK 40,000 (40,000) and to the other committee member of SEK 30,000 (30,000). If the AGM adopts the nomination committee's proposed board composition and fees, including remuneration for committee service, total remuneration will amount to SEK 2,370,000 (2,120,000).

It is noted that there is very limited scope to bill directors' fees with full effect under tax law, but if the tax-related prerequisites for billing exist and provided that such is tax-neutral for Catella, it is proposed that directors shall be allowed to bill their fees as business operators via companies. If a director bills for directors' fees via a company, the fee must be adjusted for social insurance contributions and VAT as required by law so that the transaction is cost-neutral for Catella.

The nomination committee further proposes that the auditor's fee shall be paid in accordance with approved invoice.

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

The nomination committee proposes the following board of directors: Re-election of all current directors: Johan Claesson, Johan Damne, Joachim Gahm, Anna Ramel and Jan Roxendal. Johan Claesson is nominated for re-election as chairman of the board.

Item 15. Election of the auditor

The nomination committee proposes, in accordance with the recommendation of the board of directors, re-election of PricewaterhouseCoopers AB as auditor for a term beginning at the close of the 2018 AGM and ending at the close of the 2019 AGM. PricewaterhouseCoopers AB intends to appoint Daniel Algotsson as auditor in charge.

Item 16. Resolution on the nomination committee for the 2019 AGM

The nomination committee proposes that the members of the nomination committee be appointed by the chairman of the board contacting the three largest shareholders or shareholder groups in terms of voting rights in accordance with the printed copy of the shareholder register provided by Euroclear Sweden AB at 30 September 2018, which shall each appoint a representative who, alongside the chairman of the board, shall comprise the nomination committee for a term ending at the close of the following AGM or, where applicable, until a new nomination committee has been appointed. If the chairman of the board, directly or through a company, should be one of the three aforementioned largest shareholders, the nomination committee shall be composed of only two members and the chairman of the board.

If any of the three largest shareholders in terms of voting rights chooses not to exercise its right to appoint a representative, such right shall transfer to the shareholder that, after the aforementioned



shareholders, has the largest shareholding until the nomination committee is complete. If a member leaves the nomination committee before its work has been completed a replacement shall be appointed, if deemed necessary, by the shareholder that appointed the leaving member or, if such shareholder is no longer one of the three largest shareholders in terms of voting rights, by such new shareholder that is among this group.

The majority of the members of the nomination committee shall be independent in relation to the Company and the Company's management. At least one member of the nomination committee shall be independent in relation to the largest shareholder in the Company in terms of voting rights or group of shareholders that act in concert with regard to administration of the Company. The chief executive officer or another person from the Company's management shall not be a member of the nomination committee. Directors may be members of the nomination committee but shall not constitute a majority of the nomination committee. If more than one director is included in the nomination committee, no more than one of these directors may be non-independent in relation to major shareholders in the Company. The nomination committee shall appoint its chairman from among its members. The chairman of the board or another director shall not be the chairman of the nomination committee.

The composition of the nomination committee must be publicly announced immediately upon appointment and no later than six months before the AGM. In the event of changes to the ownership structure after the nomination committee has been appointed, such that one or more of the shareholders that appointed members of the nomination committee are no longer among the three largest shareholders in terms of voting rights, the composition of the nomination committee may be changed using the above principles, if the nomination committee deems this necessary. Changes to the composition of the nomination committee shall be immediately announced.

The duties of the nomination committee shall be to prepare proposals prior to the AGM regarding the chairman of the AGM, the number of directors, directors' fees and auditor's fees, composition of the board, chairman of the board, principles for appointment of the nomination committee in preparation for the 2019 AGM and election of the auditor.

Item 17. Resolution on guidelines for remuneration to senior executives

The board of directors proposes the following guidelines for remuneration to senior executives. Remuneration to the CEO and other members of the group management shall comprise fixed salary, variable pay and other benefits and pension benefits. Total compensation shall be market-based, competitive and proportionate to the employee's duties and powers. Variable compensation is based on performance in relation to individually defined qualitative and quantitative targets and shall not exceed 24 months' salary. On termination of employment by the Company, the total of pay during the period of notice and severance pay shall not exceed 12 months' salary. Pension benefits shall be defined-contribution. The board of directors is permitted to depart from these guidelines only if justified by special circumstances in individual cases.

Item 18. Resolution on amendment of the Articles of Association

The board of directors proposes amendment of the objects of the Company's business stated in the Articles of Association to reflect the Company's current operations. The board therefore proposes that the AGM approve amendment of the Company's Articles of Association such that section 3 of the Articles (objects of the Company's business) has the following amended wording:

Stockholm, 25 April 2018



Section 3 Objects

The Company shall own and manage investments in companies conducting corporate financial business, real estate financial business or financial consulting, securities business, banking business or funds business and conduct related business. The Company shall furthermore manage securities, provide group services and conduct business related to the foregoing.

Special majority requirement

Resolution under Item 18 shall be valid only if supported by shareholders holding at least two-thirds of votes cast and shares represented at the general meeting.

Available documentation

Documentation for the AGM will be available no later than Monday, 7 May 2018 at the Company's offices and on the Company's website at www.catella.se, and can be ordered in print form free of charge by shareholders by telephone on +46 8 463 34 26, or by email to bolagsstamma@catella.se.

Right to request information

In accordance with Chapter 7, Sections 32 and 57 of the Swedish Companies Act (SFS 2005:551), shareholders have the right to request information from the board of directors and chief executive officer at the meeting regarding circumstances that may influence their evaluation of an item on the agenda and circumstances that may influence evaluation of the Company's or a subsidiary's economic situation and the Company's relationship with other group companies.

Number of shares and votes

As of the date of this notice, the total number of shares in the Company was 81,848,572 and the total number of votes was 91,970,792, of which 2,530,555 ordinary shares in Class A (carrying a total of 12,652,775 votes) and 79,318,017 ordinary shares in Class B (carrying a total of 79,318,017 votes). As of the date of the general meeting, however, the total number of shares in the Company will be 84,115,238 and the total number of votes will be 94,237,458, comprising 2,530,555 ordinary shares in Class A (carrying a total of 12,652,775 votes) and 81,584,683 ordinary shares in Class B (carrying a total of 81,584,683 votes) because registration with Bolagsverket (The Swedish Companies Registration Office) is in progress for 2,266,666 Class B shares subscribed for in March 2018 through exercise of warrants.

Stockholm, April 2018

THE BOARD OF DIRECTORS

For further information, please contact:

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Chairman of the Board
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