

Minutes from the annual general meeting of Catella AB, reg. no. 556079-1419, ("**Catella**" or the "**Company**"), Tuesday 20 May 2025 between 10.00 and 10.38 at GT30, Grev Turegatan 30 in Stockholm, Sweden.

§ 1 Opening of the general meeting (agenda item 1)

The chair of the board of directors Sofia Watt welcomed the shareholders and thereafter declared the annual general meeting open.

§ 2 Election of chair of the general meeting (agenda item 2)

The general meeting resolved, in accordance with the nomination committee's proposal, to elect Sofia Watt as chair of the annual general meeting.

It was noted that the legal counsel Emma Lötbom had been asked to keep the minutes of the annual general meeting.

It was further noted that the board of directors had resolved that shareholders would 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.

The general meeting resolved that invited guests were welcome to attend the meeting without the rights to address the meeting and participate in the meeting's resolutions.

§ 3 Preparation and approval of the voting list (agenda item 3)

The shareholders registered in the enclosed list, Appendix §3, who were all registered in the shareholders' register concerning the circumstances on 12 May 2025 for the shareholdings stated in the list, had within the prescribed time given notice of participation to the annual general meeting and, in person or by proxy, attended the meeting or cast a postal vote.

The general meeting resolved to approve the said list as voting list for the annual general meeting.

The chair informed that the number of shares represented at the annual general meeting was 64,491,510 representing 70,703,646 votes, corresponding to 73.00 percent of the total number of shares and 72.36 percent of the total number of votes, respectively, in the Company. The number of shareholders represented at the meeting was 46 and the number of persons present at the meeting was 38.

§ 4 Approval of the agenda (agenda item 4)

It was noted that the agenda proposed by the board of directors, Appendix §4, had been included in the notice convening the annual general meeting.

The general meeting resolved to approve the agenda.

It was noted that the complete proposals of the board of directors, the nomination committee and the shareholders, the annual accounts and the auditor's report, including the consolidated annual accounts and the auditor's report for the group, for the financial year 2024, the board of directors' remuneration report as well as the other documents

for the annual general meeting, had been held available in accordance with the Swedish Companies Act and the Swedish corporate governance code. The documents were declared presented at the meeting.

§ 5 Election of two persons to check and verify the minutes jointly with the chair (agenda item 5)

The general meeting appointed Daniel Jern, representing Alcur Fonder, and Anders Ek, in his own name and representing Annika Mattisson Ek, to check and verify the minutes jointly with the chair.

§ 6 Determination of whether the general meeting had been duly convened (agenda item 6)

It was noted that the notice convening the annual general meeting had been disclosed by way of press release on 16 April 2025 and that the notice had been available at the Company's headquarters and website since then. It was further noted that the notice had been published in the Official Swedish Gazette (*Sw. Post- och Inrikes Tidningar*) on 22 April 2025 and that the Company the same day had advertised that notice had been made in the newspaper Svenska Dagbladet. The convening notice is available in [Appendix §6](#).

The general meeting approved the notice procedures and declared itself duly convened.

§ 7 Statement by the CEO (agenda item 7)

The Company's interim CEO, Daniel Gorosch, reported on the past financial year.

§ 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 (agenda item 8)

It was noted that the annual accounts together with the auditor's report, including the consolidated annual accounts and auditor's report for the Group, for the financial year 2024 had been presented at the meeting.

The Company's auditor-in-charge, Johanna Hagström Jerkeryd (KPMG), accounted for the audit and presented the auditor's report.

The shareholders were then given the opportunity to ask questions.

§ 9 Resolution regarding adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet (agenda item 9)

The general meeting resolved to adopt the income statement and balance sheet for the parent company and the income statement and balance sheet for the group for the financial year 2024.

§ 10 Resolution regarding dispositions of the Company's profit or loss in accordance with the adopted balance sheet and on record date for dividend (agenda item 10)

The general meeting resolved, in accordance with the board of directors' proposal, that the earnings available for distribution at the annual general meeting shall be distributed through a dividend of SEK 0.90 per share, that Thursday 22 May 2025 shall be the record date for the dividend and that the remaining profit shall be carried forward.

It was noted that payment of the dividend was expected to occur on Tuesday 27 May 2025 via Euroclear Sweden AB.

§ 11 Resolution regarding discharge from liability of the board members and the CEOs (agenda item 11)

The general meeting resolved to discharge the board members and the CEOs from liability for the management of the Company's business during the preceding financial year (1 January – 31 December 2024).

It was noted that all shareholders participating in the resolution were in favor of the resolution with the exception for those shareholders who had notified in advance, or cast postal votes, against or abstained from voting. It was further noted that neither the board members nor the CEO participated in the decision in relation to themselves.

§ 12 Presentation of the remuneration report 2024 for approval (agenda item 12)

It was noted that the board of directors' remuneration report 2024, Appendix §12, had been presented at the meeting.

The general meeting resolved to approve the presented remuneration report for 2024.

§ 13 Determination of the number of board members, auditors and any deputy auditors (agenda item 13)

Eje Wictorson, chair of the nomination committee, presented the nomination committee's proposal under item 13 on the agenda.

The general meeting resolved, in accordance with the nomination committee's proposal, that the number of board members elected by the general meeting shall be seven (7), with no deputies.

The general meeting resolved, in accordance with the nomination committee's proposal, that the Company shall have one (1) auditor, with no deputy auditors.

§ 14 Determination of the remuneration to the board and the auditor (agenda item 14)

Eje Wictorson presented the nomination committee's proposal under item 14 on the agenda.

The general meeting resolved, in accordance with the nomination committee's proposal, that remuneration for work in the board of directors for the period until the end of the next annual general meeting, shall be paid in accordance with the following:

- SEK 695,000 to the chair of the board of directors,
- SEK 430,000 to each of the other board members, and
- for work in the committees, SEK 155,000 to the chair of the board of directors' audit committee and SEK 120,000 to each of the other two members, as well as SEK 60,000 to the chair of the board of directors' remuneration committee and SEK 45,000 to the other member.

It was noted that the total remuneration to the board of directors thus amounts to SEK 3,775,000.

The general meeting resolved, in accordance with the nomination committee's proposal, that remuneration to the auditor shall be paid in accordance with approved invoices.

§ 15 Election of board members, chair of the board of directors, auditors and any deputy auditors (agenda item 15)

Eje Wictorson presented the nomination committee's proposal under item 15 on the agenda.

It was noted that information had been presented to the general meeting regarding the positions held by the proposed board members in other companies.

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect the board members Tobias Alsborger, Pernilla Claesson, Samir Kamal and Sofia Watt, and to elect Erik Eikeland, Erik Ranje and Erik Rune as new board members for the period until the end of the next annual general meeting.

The general meeting further resolved, in accordance with the nomination committee's proposal, to elect Erik Rune as new chair of the board of directors.

The new board members introduced themselves to the shareholders.

The chair expressed the company's gratitude to the resigning board members Johan Damne and Anneli Jansson for their contributions to Catella.

The general meeting resolved, in accordance with the nomination committee's proposal and the audit committee's recommendation, to re-elect the registered accounting firm KPMG AB as auditor for the period until the end of the next annual general meeting. It was noted that KPMG AB had informed that the authorized public accountant Johanna Hagström Jerkeryd would continue as the auditor-in-charge.

§ 16 Resolution regarding guidelines for remuneration to senior executives (agenda item 16)

The general meeting resolved, in accordance with the board of directors' proposal, to adopt guidelines for remuneration to senior executives in Catella.

§ 17 Resolution regarding authorization for the board of directors to resolve on new issue of shares (agenda item 17)

The general meeting resolved, in accordance with the board of directors' proposal, to authorize the board of directors to resolve on new issue of shares.

It was noted that all shareholders participating in the resolution were in favor of the resolution with the exception for those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that the resolution thus was supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the annual general meeting.

§ 18 Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares (agenda item 18)

The general meeting resolved, in accordance with the board of directors' proposal, to authorize the board of directors to resolve on repurchase and transfer of the Company's own shares of Class A and/or Class B.

It was noted that all shareholders participating in the resolution were in favor of the resolution with the exception for those shareholders who had notified in advance, or

cast postal votes, against or abstained from voting, and that the resolution thus was supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the annual general meeting.

§ 19 Resolution on a long-term incentive program for members of the board of directors including a directed issue and subsequent transfer of warrants (agenda item 19)

The general meeting resolved, in accordance with the shareholder Claesson & Anderzén's proposal, to implement a long-term incentive program för members of the board of directors including a directed issue and subsequent transfer of a maximum of 400,000 warrants.

It was noted that all shareholders participating in the resolution were in favor of the resolution with the exception for those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that the resolution thus was supported by shareholders holding at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

§ 20 Closing of the general meeting (agenda item 20)

The chair declared the annual general meeting closed and thanked the shareholders and others present for participating at the annual general meeting.

At the minutes

Approved by

Emma Lötbom

Sofia Watt

Daniel Jern

Anders Ek

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 2024 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 authorization for the board of directors to resolve on new issue of shares
18. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares
19. Resolution on a long-term incentive program for members of the board of directors including a directed issue and subsequent transfer of warrants
20. Closing of the general meeting

Stockholm, 16 April 2025

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 20 May 2025 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 12 May 2025; and
- give notice to attend the annual general meeting no later than Wednesday 14 May 2025. Notice to attend can be made by post to Catella AB, "Annual General Meeting 2025", 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 Monday 12 May 2025. 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 14 May 2025 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 Wednesday 14 May 2025. A proxy form is available on the

Stockholm, 16 April 2025

Company's website, 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. The completed and signed postal voting form shall be submitted by post to Catella AB, "Annual General Meeting 2025", 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 Wednesday 14 May 2025. 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 Wednesday 14 May 2025.

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. 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.

PRESS RELEASE

Stockholm, 16 April 2025



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 2024 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 authorization for the board of directors to resolve on new issue of shares
18. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares
19. Resolution on a long-term incentive program for members of the board of directors including a directed issue and subsequent transfer of warrants
20. Closing of the general meeting

Stockholm, 16 April 2025

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 2025, 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.

Proposal for resolution under item 19 has been presented by the Company's largest shareholder, Claesson & Anderzén. Gran Fondo Capital and Alcur Funds have in advance expressed their support for the proposal.

Item 2. Election of chair of the general meeting

The nomination committee proposes Sofia Watt 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 2024 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 Thursday 22 May 2025 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 Tuesday 27 May 2025.

Item 12. Presentation of the remuneration report 2024 for approval

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for 2024 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 seven (7) 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 695,000 to the chair of the board of directors (SEK 635,000);
- SEK 430,000 to each of the other board members (SEK 390,000); and
- for work in the committees, SEK 155,000 to the chair of the board of directors' audit committee (SEK 145,000) and SEK 120,000 to each of the other two members (SEK 112,000) as well as SEK 60,000 to the chair of the board of directors' remuneration committee (SEK 55,000) and SEK 45,000 to the other member (SEK 40,000).

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

Stockholm, 16 April 2025

for work in the committees, under items 13 and 14, the total remuneration to the board of directors will amount to SEK 3,775,000 (SEK 3,049,000).

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, Samir Kamal and Sofia Watt, as well as election of Erik Eikeland, Erik Ranje and Erik Rune as new board members. Johan Damne and Anneli Jansson have declined re-election.

The nomination committee proposes election of Erik Rune as new 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 2026. 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 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 Company's group management 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, are subject to these guidelines. At the time of the adoption of these guidelines, the group management comprises, in addition to the CEO, the CFO, the Head of Group HR and the Head of Group Legal. The guidelines shall be applied to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2025. 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 group management may consist of base salary, short-term and long-term variable remuneration, pension benefits and other benefits.

Base salary

Base salary is determined by the board of directors and should be on market terms, reflecting the significance of each position for the Company 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.

Stockholm, 16 April 2025

Short-term variable remuneration

Short-term variable remuneration is decided by the board of directors 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 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. Such remuneration shall compensate for any loss in income and shall only be payable in so far as the former executive is not entitled to receive severance pay. Remuneration shall be based on the fixed base salary at the time of resignation and may amount to a maximum of 60 percent of the monthly salary at the time of notice of termination of employment and shall be payable during the period the non-competition undertaking applies, which shall not exceed nine months after the end of employment.

The Company is contractually prohibited to reclaim variable remuneration. The Board shall have the possibility, under applicable law or contractual provisions and subject to the

Stockholm, 16 April 2025

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 (follow-up and evaluation) as well as a preparatory function for decision-making ahead of review and resolution by the board of directors. The chair of the board 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, the CEO and the Head of Group HR shall, if possible, participate in the remuneration committee's meetings (however subject to provisions relating to conflicts of interest under the Swedish Companies Act). Any other individual presenting a matter to the remuneration committee shall participate in the remuneration committee's meetings to the extent the remuneration committee considers it appropriate. 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.

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

In relation to the guidelines for remuneration adopted by the annual general meeting 2022, and in addition to editorial and other changes not deemed significant, the guidelines have been supplemented with criteria to be applied for determining base salary and a description of the targets to be applied for short-term variable remuneration. Furthermore, a provision has been introduced allowing the board of directors to decide on discretionary targets for short-term variable remuneration related to the executive's overall performance.

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

Item 17. Resolution regarding authorization for the board of directors to resolve on new 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 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

Stockholm, 16 April 2025

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 18. 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 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 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.

Stockholm, 16 April 2025

Item 19: Resolution on a long-term incentive program for members of the board of directors including a directed issue and subsequent transfer of warrants

Catella's largest shareholder Claesson & Anderzén, representing approximately 49.42 percent of the share capital and approximately 49.19 percent of the votes in the Company, propose that the annual general meeting resolves to implement a warrant-based incentive program for all board members of the Company. The Company's second and third largest shareholders, Gran Fondo Capital and Alcur Funds, together representing approximately 12.15 percent of the share capital and approximately 11.57 percent of the votes in the Company, have in advance expressed their support for the proposal.

The purpose of the program, 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 for 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 400,000 warrants of series 2025/2028. 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 item 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 21 May 2025 up to and including 11 June 2025. 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 2025/2028 in Catella AB", which is available on the Company's website, www.catella.com/en/corporate-governance/general-meetings.

2. Transfer of warrants

- 2.1 The warrant program is proposed to be directed to the board members elected at the annual general meeting 2025. The Subsidiary shall offer the board members to acquire a maximum of 400,000 warrants, whereof 100,000 to the chair and 50,000 each to 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 2.56 based on an assumed volatility level during the term of the warrants of 26.5 percent, certain assumptions regarding risk-free interest and future dividends and a share price of SEK 27.665, which corresponded to the closing price of the Company's class B share on 11 April 2025. 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-week period commencing the day after the publication of the Company's interim report for the second quarter of 2028 (also half-year report), but no earlier than 23 August 2028

Stockholm, 16 April 2025

and no later than 20 September 2028.

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 percent 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 the participants to acquire warrants. 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 33.20, the recalculation upon full subscription with the support of all 400,000 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 33.20

Share price	Total dilution	Total number of new Class B shares
35	0.02%	21,818
40	0.08%	71,579
45	0.12%	109,767
50	0.16%	140,000

- 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 400,000 warrants, the Company's share capital may be increased by a maximum of SEK 800,000, 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 approximately 0.45 percent of the existing share capital.
- 4.2 Considering that the warrants shall be transferred at an estimated market price, the warrant program itself is not expected to entail any costs beyond certain minor costs for

Stockholm, 16 April 2025

establishment and administration.

5. Repurchase, information on outstanding programs 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 outstanding incentive programs in Catella, please refer to the 2024 annual report available on the Company's website, www.catella.com/en/investor-relations/corporate-governance/general-meetings.
- 5.3 The proposal on the warrant program has been prepared by Claesson & Anderzén in consultation with external advisors. Gran Fondo Capital and Alcur Funds have in advance expressed their support for the proposal. None of the board members included in the program 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 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.

For a valid resolution of the annual general meeting in accordance with the proposal under item 19, 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, 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 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>.

PRESS RELEASE



Stockholm, 16 April 2025

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 2025

Catella AB
The Board of Directors

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Catella AB

Remuneration Report 2024

This report describes how the guidelines for remuneration to senior executives in Catella AB, adopted by the annual general meeting 2022, have been applied during 2024. The report also contains information about remuneration to the CEO and, if applicable, members of the board of directors in addition to the remuneration resolved upon by the general meeting. The report further contains a general description of Catella's share and share price related incentive programs. This report has been prepared in accordance with the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*) and the Swedish Stock Market Self-Regulation Committee's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*.

DEVELOPMENT DURING 2024

The CEO summarizes the company's overall result in the CEO comment on pages 6-7 in the annual report 2024.

COMPLIANCE WITH REMUNERATION GUIDELINES

The company's business is dependent on the ability to recruit and retain qualified employees. The combined remuneration shall be competitive and in line with market practice, which is a prerequisite for a successful implementation of the company's business strategy and the safeguarding of Catella's long-term interests, including sustainability. The remuneration shall also reflect responsibilities and authorities associated with each position.

The company's remuneration guidelines ensure that the senior executives can be offered a competitive total remuneration. According to the remuneration guidelines, the remuneration to senior executives shall be in line with market practice and may comprise the following components: fixed salary, variable remuneration, pension benefits and other benefits. The variable cash remuneration shall be based on financial or non-financial criteria in relation to individually defined qualitative and quantitative targets that consider the company's business strategy, long-term goals and sustainability efforts.

The remuneration committee monitors and evaluates programs for variable remuneration to the CEO, both ongoing and those that have ended during the year, and the actual and expected outcome of such programs has been reported to the board of directors and discussed at board meetings.

Based on the remuneration committee's evaluation of the CEO's remuneration, the board of directors has determined that the current remuneration structure and level of remuneration is appropriate, reflects market practice, is competitive and suitable for achieving Catella's objectives. Both the remuneration committee and Catella's auditor have assessed that the company has complied with the applicable remuneration guidelines, and that no deviations from the guidelines nor the decision-making process to be applied according to the guidelines to determine remuneration have been made during 2024. No remuneration has been reclaimed.

TOTAL REMUNERATION TO THE CEO DURING 2024¹

(SEK)	Fixed remuneration		Variable remuneration			Pension costs	Total remuneration	Proportion fixed/ variable remuneration ⁽⁵⁾
	Base salary ⁽³⁾	Other benefits ⁽⁴⁾	One-year	Multi-year	Non-recurring items			
Christoffer Abramson, (CEO) ⁽¹⁾	3,186,000	16,000	1,808,602	0	0	1,148,000	6,159,000	71%/29%
Daniel Gorosch, (Interim CEO) ⁽²⁾	1,481,000	3,000	980,000	0	0	533,036	2,997,036	67%/33%

(1) Relates to the period 1 January – 10 September 2024.

(2) Relates to the period 10 September – 31 December 2024.

(3) The base salary is inclusive of holiday pay of SEK 77,793 SEK for Christoffer Abramson but not for Daniel Gorosch.

(4) Relates to health benefit, health care insurance and lunch.

(5) Pension costs (column 6), which pertain entirely to base salary and comprise defined-contribution plans, have been reported in their entirety as fixed remuneration.

APPLICATION OF PERFORMANCE CRITERIA

According to Catella's remuneration guidelines, variable cash remuneration shall be based on financial or non-financial criteria in relation to individually defined qualitative and quantitative targets that consider the company's business strategy, long-term objectives and sustainability efforts. The below table sets out the performance criteria applied to the CEO's variable cash compensation and the weighting and level of fulfilment of these targets. The table refers to remuneration for 2024 and thus refers to performance targets for 2024.

Name of the Executive (role)	Performance criteria	Relative weighting of performance criteria	a) performance achieved; and b) actual outcome of the remuneration
Christoffer Abramson, (CEO)	Generate result	33.3%	a) 47% ⁽¹⁾ b) SEK 1,416,596
	Generate AUM growth	33.3%	a) 13% ⁽²⁾ b) SEK 392,006
	Discretionary	33.3%	a) 0% b) SEK 0
	Total	100%	a) 60% b) SEK 1,808,602⁽³⁾

Name of the Executive (role)	Performance criteria	Relative weighting of performance criteria	a) performance achieved; and b) actual outcome of the remuneration
Daniel Gorosch, (Interim CEO)	Generate result	33.3%	a) 47% ⁽¹⁾ b) SEK 657,934
	Generate AUM growth	33.3%	a) 13% ⁽²⁾ b) SEK 182,080
	Discretionary	33.3%	a) 10 % b) SEK 139,986
	Total	100%	a) 70 % b) SEK 980,000⁽⁴⁾

(1) The target is linearly calculated between 20 % and 150 %, with the target being 141 %.

(2) The target is linearly calculated between 20 % and 150 %, with the target being 39 %.

(3) The total is for 8 months of bonus accrual.

(4) The total is for 4 months of bonus accrual.

¹ With the exception of any multi-year variable remuneration, the table accounts for remuneration attributable to the year 2024. Any multi-year variable remuneration is reported if it has been subject to so-called vesting during 2024 and in that sense has been earned in accordance with what is stated herein, regardless of whether or not payment has been made the same year.

SHARE AND SHARE PRICE RELATED INCENTIVE PROGRAMS

During 2024, a total of 2,475,000 warrants from the older incentive program LTI 2020 were repurchased from holders who were still employed within the Catella group, for a market-based consideration of SEK 2,660,350. The repurchased warrants have, together with warrants held in treasury, been cancelled. In addition, 175,000 warrants under the same program expired. As of 31 December 2024, 150,000 warrants under the LTI 2020 program remained outstanding, each entitling the holder to subscribe for one new class B share in Catella AB during June 2025. The exercise price is SEK 35.20 per share.

In 2024, a new long-term incentive program was also introduced, under which 4,700,000 warrants were issued across five different series. Of these, 1,526,670 warrants from series 2024/2027 and 2024/2028 were transferred to the group management and other key individuals within the group for a total purchase price of SEK 4,963,441. Later the same year, 814,920 warrants were repurchased from the company's former CEO and one additional individual for a total consideration of SEK 2,760,186, following the termination of their employment with Catella. As of 31 December 2024, 711,750 warrants under the new program remained outstanding, each entitling the holder to subscribe for one class B share in September 2027 and September 2028. The exercise price is SEK 36.30 per share.

For further information on the warrant program for 2024, please refer to the 2024 annual report available on the Company's website, www.catella.com/en/investor-relations/corporate-governance/general-meetings.

CHANGES IN REMUNERATION AND THE COMPANY'S DEVELOPMENT OVER THE PAST FIVE FINANCIAL YEARS REPORTED

(SEK, unless stated otherwise)	2024 compared to 2023	2023 compared to 2022	2022 compared to 2021	2021 compared to 2020	2020 compared to 2019
Remuneration to the CEO ⁽¹⁾	9,156,000 (+17%)	7,823,000 (-17%)	9,479,564 (+34%)	7,056,000 (+231.6%)	2,128,000 (-64%)
Group net sales (MSEK) ⁽²⁾	2,206 (+30%)	1,697 (-15%)	1,996 (+15%)	1,735 (-15%)	2,047 (-15%)
Group operating profit (MSEK) ⁽³⁾	122 (-16%)	145 (-82%)	822 (+491%)	139 (-51%)	284 (+56)
Average remuneration to employees in the parent company ⁽⁴⁾	1,360,000 (0.7%)	1,350,000 (3%)	1,320,000 (-9%)	1,460,000 (-10%)	1,630,000 (46%)
Average remuneration to employees in the group ⁽⁵⁾	935,223 (-1.12%)	945,841 (-8%)	1,032,193 (+4%)	990,689 (+1.7%)	973,958 (-0.2%)

(1) Remuneration is reported in note 11 (*Remuneration to the board of directors and senior executives*) in the annual report for each financial year.

(2) Pertains to remaining operations.

(3) In 2023, certain equity and fund holdings have been reclassified from financial to operational business-related holdings. As a result, changes in the fair value of the holdings are no longer recognised in the group's net financial income and expenses but in operating profit. Comparative figures for previous periods have been adjusted accordingly.

(4) Including members of the group management. Excluding the CEO. Remuneration is reported in note 42 – Employees (*Salaries, other remuneration and social security expenses/Average number of full-time employees*) in the annual report for each financial year.

(5) The remuneration is reported in note 10 – Employees (*Employee benefits/Salaries and other benefits*) in the annual report for each financial year.

ADDITIONAL INFORMATION AVAILABLE IN THE ANNUAL REPORT FOR 2024 OR ON CATELLA'S WEBSITE

Catella's remuneration guidelines, adopted at the annual general meeting 2022, are available on the company's website www.catella.com/en/corporate-governance/management-work-and-compensation. Catella's website also contains the auditor's statement on whether Catella has complied with the adopted remuneration guidelines, www.catella.com/en/corporate-governance/general-meetings. Additional information on Catella's remunerations in 2024 not covered by this report is available in the annual report 2024. The information can be found at:

page 31	The work of the remuneration committee in 2024.
Note 11 on pages 81-84	Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (Sw. <i>årsredovisningslagen (1995:1554)</i>), including detailed information on remuneration to other senior executives covered by the remuneration guidelines adopted by the annual general meeting 2022, and on Catella's share and share price related incentive programmes.
Note 11 on pages 82-83	Remuneration to the board of directors.

Stockholm in April 2025

Catella AB

Board of Directors