



DOCUMENTATION TO THE ANNUAL GENERAL MEETING OF
CATELLA AB ON TUESDAY 20 MAY 2025

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The nomination committee's work and motivated statement regarding its proposals to the annual general meeting of Catella AB on Tuesday 20 May 2025

In accordance with rule 2.6 of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) the nomination committee presents the following statement regarding its proposals to the annual general meeting, including an account of how the nomination committee has conducted its work and a description of its diversity policy. The nomination committee was convened during the fall of 2024 in accordance with the current instruction for the nomination committee. The nomination committee ahead of the annual general meeting 2025 has comprised 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. All resolutions by the nomination committee have been unanimous.

The nomination committee has performed the tasks assigned to it pursuant to the Swedish Corporate Governance Code and the instruction for the nomination committee adopted by the general meeting. The nomination committee has held nine (9) meetings during which minutes have been kept, as well as telephone and email contact in between. The nomination committee has worked purposefully with the intention of providing Catella with the most suitable board of directors in accordance with the guidelines established for the nomination process. The nomination committee has assessed the suitability of the size of the board of directors and of each of the board members' ability to dedicate sufficient time and commitment to the board assignment. The board of directors shall, with regard to Catella's operations, stage of development and overall circumstances, have an appropriate composition, characterized by diversity and a broad range of expertise, experience, and backgrounds. The nomination committee has particularly emphasized the importance of creating the right conditions for the board of directors to operate effectively and sustainably while ensuring continuity. A key consideration in the work of the nomination committee has been that the board composition should reflect the Company's operations and encompass the diverse expertise to effectively implement the Company's strategy.

As basis for the work of the nomination committee, the nomination committee has, *inter alia*, received the results from the conducted board evaluation as well as the chair's account for the Company's operations, objectives and strategies. Furthermore, the nomination committee has held separate dialogues with each board member. In brief, the review of the nomination committee has found that the work of the board of directors has worked well, with high attendance, extensive experience and expertise and great commitment.

Johan Damne has, during the fall of 2024, resigned as CEO of Catella's largest shareholder Claesson & Anderzén, and informed the nomination committee that he will not stand for re-election at the annual general meeting 2025. Also Anneli Jansson has informed the nomination committee that she will not stand for re-election at the annual general meeting 2025. The nomination committee has focused on strengthening the board of directors with expertise and experience in strategically important areas for Catella, while also ensuring relevant shareholder representation at board level. As a result of this pursuit, the nomination committee proposes that Erik Eikeland, Erik Ranje and Erik Rune shall be elected as new board members. The addition of Erik Eikeland, Erik Ranje and Erik Rune will bring valuable experience and perspectives in strategically important areas for Catella, as well as a strong focus on creating shareholder value. It is further proposed the board members Tobias Alsborger, Pernilla Claesson, Samir Kamal and Sofia Watt shall be re-elected. After having been informed that Sofia Watt has decided not to stand for re-election as chair of the board of directors at the annual general meeting, the nomination committee has resolved to propose the election of Erik Rune as new chair of the board of directors. The nomination committee is confident that Erik Rune's extensive experience in the real estate sector and his proven leadership skills will contribute to forward-thinking leadership while preserving Catella's legacy.

Erik Eikeland has 14 years of experience in investments and the stock market. He was until the end of 2024 fund manager responsible for the management of the fund Alcur and has previously worked with investments at Investor, the Second AP fund and UBS. He is also board member of Skylt & Gravyrteknik i Sverige AB. Erik was born in 1989 and

holds a degree in economics from the School of Economics at the University of Gothenburg. Erik is deemed to be independent in relation to the Company and its management as well as in relation to major shareholders. He owns 507,045 class B shares in Catella.

Erik Ranje has extensive and solid experience in the finance and real estate sectors and has served as CEO of the listed company Stendörren Fastigheter since 2020. Erik has previously served as Head of Real Estate Investment Banking at Danske Bank and has worked with Structured Real Estate Finance and Corporate Finance at SEB for 20 years. Erik was born in 1972 and holds an MSc in Economics and Business Administration from Stockholm School of Economics. Erik is deemed to be independent in relation to the Company and its management as well as in relation to major shareholders. He owns no shares in Catella.

Erik Rune is CEO of Claesson & Andersén Aktiebolag and has several years of experience from leading positions in the real estate sector, including, *inter alia*, CEO of Holmströmgruppen and Managing Director of London & Regional Properties' Nordic operations. He has also worked with real estate financing at SEB and Eurohypo. Erik is a board member of BZK Grain Alliance AB, CA Fastigheter AB, Lyvia Group AB, Rebellion Capital AB and Boet Bostad AB. He was born in 1973 and holds a degree in business administration from the Stockholm School of Economics. Erik is deemed to be independent in relation to the Company and its management but not in relation to major shareholders. He owns no shares in Catella.

In its work with preparing its proposal for the board of directors, the nomination committee has applied rule 4.1 in the Swedish Corporate Governance Code as its diversity policy. The nomination committee has thus given particular consideration to the need for diversity and breadth within the board of directors in terms of expertise, experience, and backgrounds and has strived for a gender balance. Two out of seven of the proposed board members are women. The nomination committee's stated goal is for Catella's board of directors to achieve a more balanced gender representation over time. The proposed board of directors fulfil the requirements of the Swedish Corporate Governance Code in regard to independence. Information about the proposed board members of Catella, including the nomination committee's assessment of the respective board members' independence, is available in on the Company's website, www.catella.com/en/corporate-governance/general-meetings.

The nomination committee has discussed the level and structure of the remuneration to the board of directors. The premise is that the remuneration levels shall be competitive in order to attract and retain individuals with the best possible expertise and experience. The nomination committee has reviewed board remuneration in companies of similar size and industry, in particular on Nasdaq Stockholm, to ensure that the proposed remuneration is in line with market standards. In light thereof and to maintain a competent board of directors and market-based board remunerations, the nomination committee proposes that the annual general meeting 2025 resolves on an increase of the remuneration for the board of directors and the committees.

The nomination committee has received the results of the Company's evaluation of the auditor's work and the audit committee's recommendation regarding election of auditor. In accordance with the recommendation of the audit committee, the nomination committee proposes re-election of the registered audit company KPMG AB as the Company's auditor for the period until the end of the annual general meeting 2026 and that remuneration to the auditor shall be paid in accordance with approved invoices. KPMG has informed the Company that the authorized accountant Johanna Hagström Jerkeryd will continue as auditor-in-charge if KPMG is re-elected as auditor.

The complete proposals of the nomination committee is presented in the notice convening the annual general meeting that is available at the Company's website, www.catella.com/en/corporate-governance/general-meetings.

Stockholm in April 2025

Catella AB
The Nomination Committee

Information on the proposed members of the board of directors



Tobias Alsborger

Board member
Born 1976
Board member since 2020

Other current assignments: Chair of the board of Suburban Industrial Properties AB and board member of Pulsen Fastigheter AB, Tedge Energy AB, Gale Holding AB and Terrace Road Holding AB.

Background: Independent investor and entrepreneur. Partner and member of the management of NREP. Various positions at DTZ (Cushman & Wakefield).

Education: M.Sc. from the Royal Institute of Technology (KTH).

Holding in the Company¹: 60,000 Class B shares, indirectly.

Independent in relation to the Company and the management: Yes
Independent in relation to major shareholders in the Company: Yes



Pernilla Claesson

Board member
Born 1981
Board member since 2024

Other current assignments: Board member of Claesson & Anderzén Aktiebolag, Fastighetsaktiebolaget Bremia and Apodemus Aktiebolag, as well as CEO of Classic Living CL AB and Investment Manager of CA Fastigheter's operations in Spain.

Background: Regional Manager Stockholm for CA Fastigheter Aktiebolag (publ) and other assignments within the Claesson & Anderzén Group.

Education: Administration and political science at the University of Gothenburg and sociology at Stockholm University.

Holding in the Company¹: 102,415 Class A shares and 540,299 Class B shares, directly.

Independent in relation to the Company and the management: Yes
Independent in relation to major shareholders in the Company: No



Samir Kamal

Board member
Born 1965
Board member since 2023

Other current assignments: Senior Advisor at Trill Impact. Board assignments in portfolio companies of Trill Impact. Board member of Lyra Financial Wealth.

Background: Previously Senior Director (Principal Investments) at Novo Holdings A/S, Partner at EQT Partners, Senior Advisor at Bure Equity, Partner at IK Investment Partners and Project Manager at Carnegie Investment Bank. Former board member of Bonava AB (publ) and ScandiStandard AB (publ).

¹ Holding relates to own and related party holdings as of 31 March 2025.

Education: Master's Degree, Stockholm School of Economics and Bachelor's Degree in Electrical and Electronics Engineering, Imperial College London.

Holding in the Company¹: 20,000 Class B shares, directly.

Independent in relation to the Company and the management: Yes

Independent in relation to major shareholders in the Company: Yes



Sofia Watt

Chair of the board

Born 1975

Board member since 2023

Other current assignments: Board member of Faberge AB.

Background: Previously Head of Asset Management Real Estate, Managing Director at Deutsche Finance International and EQT. Previously held positions as Executive Director at Pramerica Real Estate Investors Ltd (PGIM), Senior Asset Manager at Cambridge Place Investment Management and at Niam and Tufvesson & Partners.

Education: Executive MBA, Uppsala University, M.Sc. Royal Institute of Technology (KTH), B.Sc. Real Estate Surveying, Mitthögskolan.

Holding in the Company¹: 10,000 Class B shares, directly.

Independent in relation to the Company and the management: Yes

Independent in relation to major shareholders in the Company: Yes



Erik Eikeland

Proposed new board member

Born 1989

Other current assignments: Board member of Skylt & Gravyrteknik i Sverige AB.

Background: Previously fund manager responsible for the management of the fund Alcur and has also worked with investments at Investor, the Second AP fund and UBS.

Education: Degree in economics from the School of Economics at the University of Gothenburg.

Holding in the Company¹: 507,045 Class B shares, directly.

Independent in relation to the Company and the management: Yes

Independent in relation to major shareholders in the Company: Yes



Erik Ranje

Proposed new board member

Born 1972

Other current assignments: CEO of Stendörren Fastigheter.

Background: Previously Head of Real Estate Investment Banking at Danske Bank and has worked with Structured Real Estate Finance and Corporate Finance at SEB for 20 years.

Education: MSc in Economics and Business Administration from Stockholm School of Economics.

¹ Holding relates to own and related party holdings as of 31 March 2025.

Holding in the Company¹: -

Independent in relation to the Company and the management: Yes

Independent in relation to major shareholders in the Company: Yes



Erik Rune

Proposed new chair of the board

Born 1973

Other current assignments: CEO of Claesson & Anderzén Aktiebolag. Board member of BZK Grain Alliance AB, CA Fastigheter AB, Lyvia Group AB, Rebellion Capital AB and Boet Bostad AB.

Background: Previously CEO of Holmströmsgruppen and Managing Director of London & Regional Properties' Nordic Operations. He has also worked with real estate financing at SEB and Eurohypo.

Education: M.Sc. in Business administration from the Stockholm School of Economics.

Holding in the Company¹: -

Independent in relation to the Company and the management: Yes

Independent in relation to major shareholders in the Company: No

¹ Holding relates to own and related party holdings as of 31 March 2025.

The board of directors' motivated statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act

The board of directors of Catella AB, reg. no. 556079-1419, ("**Catella**" or the "**Parent Company**") hereby presents the following statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) due to the board of directors' proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares under agenda items 10 and 18 to the annual general meeting 2025. The board of directors' reasons as to that the proposed distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares is compliant with Chapter 17, Section 3 second and third paragraphs of the Swedish Companies Act are as follows.

The board of directors proposes that the unrestricted equity of SEK 219,315,633 available to the annual general meeting are allocated so that SEK 79,513,714.80 is distributed to the shareholders as dividend and that the remainder of SEK 139,801,918.20 is carried forward. The board of directors' proposal entails a dividend distribution of SEK 0.90 per share. The proposal is in line with the dividend policy of the board of directors, which in brief stipulates that Catella's objective is to transfer to its shareholders the portion of the consolidated profit after tax which is not deemed necessary to develop the group's operations, with consideration to Catella's strategy and financial position. Thursday 22 May 2025 is proposed as record date for the dividend. If the annual general meeting resolves in accordance with the board of directors' proposal, the dividend is expected to be paid out to the shareholders on Tuesday 27 May 2025.

The Parent Company and the group's financial position as per 31 December 2024, as well as the nature and scope of its business and the risks associated therewith are apparent in the annual report for the financial year 2024 and the articles of association of the Parent Company. The business operated by the Parent Company and the group does not entail any risks beyond those that occur, or can be expected to occur, in the industry or the risks generally associated with conducting a business. The annual report for the financial year 2024 also sets forth the principles applied with respect of the valuation of assets and liabilities.

Out of the Parent Company's restricted equity, zero percent is dependent on fair value, in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (Sw. *årsredovisningslagen (1995:1554)*), being applied on the valuation. The net profits attributable to the Parent Company's shareholders for the financial year 2024 amounts to approximately SEK 30 million. Given the group's and the Parent Company's balance sheet and liquidity position, the board of directors' assessment is that the proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares are justified. The board of directors also deem that, as per the date of this statement and taking the proposed dividend into consideration, there is full coverage for the Parent Company's restricted equity. The proposed dividend amounts to 20.1 percent of the Parent Company's equity and 4.0 percent of the group's equity attributable to the Parent Company's shareholders. After the dividend distribution, the solidity of the Parent Company and the group will amount to 19.1 percent and 35.8 percent, respectively. The board of directors will not utilize the proposed authorization regarding repurchase of own shares unless there is full coverage for the Parent Company's restricted equity after such utilization.

Overall, the board of directors considers the proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares to be justifiable considering the requirements that the nature, scope and risks of the business place on the size of the restricted equity and on the Parent Company's consolidation needs, liquidity and position in general. In its assessment, the board of directors has also considered the requirements that the nature, scope and risks of the group's business place on the size of the restricted equity of the group and on the group's consolidation needs, liquidity and position in general. The proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares does not jeopardize completion of planned investments. The financial position of the Parent Company and the group is such that the Parent Company and the group can continue its business and is expected to fulfil its short- and long-term commitments.

With reference to the above and otherwise to the best knowledge of the board of directors, the board of directors considers the proposals regarding distribution of dividend and authorization for the board of directors to resolve on

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TUESDAY 20 MAY 2025



repurchase of own shares to be justifiable with reference to the precautionary rule in Chapter 17 Section 3 second and third paragraphs in the Swedish Companies Act.

Stockholm in April 2025

Catella AB

The Board of Directors

The auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act on whether the guidelines for remuneration to senior executives has been followed



Translation from the Swedish original

Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Catella AB (publ.), Corporate identity No 556079-1419

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Catella AB (publ.) during the year 2024 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 24 May 2022.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives in some public limited companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Catella AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of Catella AB (publ.) during 2024 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 24 May 2022.

Stockholm 8 April 2025

KPMG AB

Johanna Hagström Jerkeryd
Authorized Public Accountant