

Minutes kept at the annual general meeting of Catena AB (publ), Reg.No 556294-1715, in Stockholm, 28 April 2022

Place and time: World Trade Center, Klarabergsviadukten 70, Stockholm, at 16.00

Present: shareholders and represented shares in accordance with the voting list, Appendix B.

1 § Opening of the meeting

The annual general meeting was opened by the chairman of the board Gustaf Hermelin.

2 § Election of chairman for the meeting

The general meeting resolved to appoint Gustaf Hermelin as chairman of the general meeting, in accordance with the nomination committee's proposal, Appendix A. It was noted that the board had appointed advokat Jonas Gombrii to keep the minutes at the general meeting.

3 § Preparation and approval of voting list

The general meeting resolved to approve the appended voting list prepared by Euroclear Sweden AB on behalf of the company, Appendix B, which includes the number of shares and votes.

4 § Approval of the agenda

The general meeting resolved to approve the board's proposed agenda, which was part of the notice to attend the annual meeting, Appendix C.

5 § Selection of one or more persons to attest the minutes

The general meeting resolved to appoint Johannes Wingborg and Göran Stark to attest the minutes alongside the chairman.

6 § Determination of whether the general meeting had been duly convened

It was noted that notice to attend the general meeting had been published in Post- och Inrikes Tidningar as well on the company's website and that information about the notification had been published in Svenska Dagbladet in connection therewith.

The general meeting resolved to approve the notification procedures and that the general meeting had been duly convened.

7 § Account of the work of the board and its committees

It was noted that the account of the work of the board and its committees, Appendix D, and that of the nomination committee, Appendix A, had been kept available at the company's offices and website, and presented at the general meeting.

8 § Presentation by the chief executive officer

The company's CEO Jörgen Eriksson made a presentation to the general meeting and answered questions from the shareholders.

9 § Presentation of the annual report and audit report for 2021, the consolidated accounts, and the audit report for the consolidated accounts for 2021

It was noted that the annual report for 2021, containing the balance sheet and the consolidated balance sheet as of 2021-12-31, income statement and consolidated income statement for fiscal year 2021, together with the auditor's report and the auditor's consolidated report, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

10 § Decision on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet

The general meeting resolved to adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.

11 § Decisions on distribution of profits at the disposal of the general meeting

It was noted that the board's proposal and reasoned statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act had been kept available at the company's offices, website and at the general meeting.

The general meeting resolved to allocate the unappropriated profits in accordance with the board's proposal, Appendix E, meaning that a dividend of SEK 8,00 is to be paid on two occasions of SEK 4,00 per occasion.

The general meeting resolved that the record dates for receipt of dividend shall be 2 May 2022 and 2 November 2022.

12 § Resolution on discharge from liability for board members and the chief executive officer

The general meeting resolved to discharge the board members and the chief executive officer from liability regarding the fiscal year 2021.

13 § Determination of number of board members

It was noted that the nomination committee's proposal on the number of board members, Appendix A, had been kept available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the nomination committee's proposal that the board of directors shall consist of eight ordinary members with no depute members.

14 § Determination of board and auditors' fees

It was noted that the nomination committee's proposal for fees to be paid to the board of directors, Appendix A, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved to determine the fees to be paid to the board of directors in accordance with the nomination committee's proposal.

The general meeting resolved to determine the fees to the auditors to be paid, as before, according to customary standards and approved invoicing.

15 § Election of board members

It was noted that the nomination committee's proposal and reasoned opinion regarding the election of board members, Appendix A, has been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved, in accordance with the nomination committee's proposal that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson be re-elected, and that Joost Uwents be newly elected as ordinary board members. It was also resolved that Lennart Mauritzson be newly elected as chairman of the board. It was noted that Gustaf Hermelin had declined to be re-elected as chairman of the board.

16 § Election of auditor

The general meeting resolved, in accordance with the nomination committee's proposal, Appendix A, and the audit committee's recommendation, to appoint the registered accounting firm KPMG AB as auditor, with the authorised public accountant Camilla Alm Andersson as the auditor-in-charge.

17 § Instructions for the nomination committee

It was noted that the nomination committee's proposal for principles and instructions for the nomination committee, Appendix G, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the nomination committee's proposal, Appendix G.

18 § Adoption of remuneration guidelines

It was noted that the board's proposal for remuneration guidelines for senior executives, Appendix H and the auditor's opinion in accordance with Chapter 8, Section 54 of the Swedish Companies Act, Appendix I, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved to adopt remuneration guidelines in accordance with the board's proposal, Appendix H.

19 § Presentation and approval of remuneration report

It was noted that the board's remuneration report for fiscal year 2021, Appendix J, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved to approve the presented remuneration report, Appendix J.

20 § Authorisation for acquisition of own shares

It was noted that the board's proposal to authorise the board to decide on acquisitions of the company's own shares, including the board's reasoned opinion in accordance with

Chapter 19, Section 22 of the Swedish Companies Act, Appendix K, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal, Appendix K.

21 § Authorisation for disposal of the company's own shares

It was noted that the board's proposal to authorise the board to decide on disposal of the company's own shares, Appendix L, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal, Appendix L.

22 § Authorisation for issuance of new shares

It was noted that the board's proposal to authorise the board to decide on issuance of new shares, Appendix M, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal, Appendix M.

23 § Other matters

It was noted that no other matters were put forth.

24 § Closing of the general meeting

The annual general meeting was declared closed.

Keeper of minutes:

Jonas Gombrii

Attested:

Gustaf Hermelin

Göran Stark

Johannes Wingborg

NOMINATION COMMITTEE'S REPORT, PROPOSALS AND REASONED OPINION IN PREPARATION FOR CATENA AB's (PUBL) 2022 ANNUAL GENERAL MEETING

Background

Catena's Annual General Meeting on the 29 of April 2021 decided to appoint a nomination committee consisting of representatives of the four largest shareholders and the Chairman of the Board. In accordance with the resolution, the names of the members of the nomination committee shall be announced upon the members' appointment. The composition of the nomination committee was announced on 27 October 2021.

The nomination committee consists of: Anders Nelson appointed by Backahill Inter AB, Benjamin Woesthoff appointed by PGGM Investments, Johannes Wingborg appointed by Länsförsäkringar Fondförvaltning AB and Gustaf Hermelin, Chairman of the Board and appointed by SFU Sverige AB. The Chair of the nomination committee is Anders Nelson; however, the Chairman of the Board, Gustaf Hermelin, convenes the committee for meetings.

The four shareholder representatives collectively represented approximately 45.6 percent of the votes in Catena as at 1 October 2021.

The nomination committee has been tasked with presenting proposals to Catena's 2022 Annual General Meeting concerning:

- Election of a person to chair the meeting of shareholders
- Election of persons to be members of the Board of Directors
- Election of the Chairman of the Board
- Election of the auditor
- Directors' fees
- Remuneration to members of the remuneration committee and audit committee
- Auditor's fees
- Resolution on the principles for the appointment of members of the nomination committee

The objective of the work of the nomination committee has primarily been to achieve an appropriate composition of members for the Board of Directors, whereby the combined skills, expertise and experience of the members establishes a broad base that is appropriately suited to Catena's business operations, stage of development and other circumstances in general. The intention is that the Board of Directors will be characterised by diversity and breadth in terms of the members' expertise, experience and background. In addition, a gender balance shall be sought.

The work of the nomination committee and its proposals

The nomination committee has met and also had regular contacts in the period leading up to the publication of the notification of the Annual General Meeting. As a basis for its work, the

nomination committee has familiarised itself with the evaluation of the Board of Directors that has been made and analysed the need for expertise and experience in relation to the Company's business operations. The nomination committee has discussed the size and composition of the Board of Directors and has considered both the gender perspective as well as the areas of expertise and characteristics that the Board members should have. As a basis for its work, the nomination committee has among other things obtained the views of members of the Board concerning the Company's strategy, risk management and control functions.

After discussing the size and composition of the Board of Directors, the nomination committee proposes that the Board of Directors shall consist of eight ordinary members without alternates.

The nomination Committee proposes;

- that Gustaf Hermelin be appointed chair of the meeting,
- that the Board of Directors shall consist of eight members,
- that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic and Lennart Mauritzson be re-elected and new election of Joost Uwent as ordinary members of the Board, and
- that Lennart Mauritzson be elected as Chairman of the Board.

The nomination committee has also discussed the independence of the Board members. The proposal for the Board of Directors of Catena meets the current requirements regarding the independence of the members in relation to the Company, its management and the Company's major shareholders.

	Independence from the Company	Independence from major shareholders
Caesar �fors	Yes	Yes
Vesna Jovic	Yes	Yes
Magnus Sw�ardh	Yes	No
Gustaf Hermelin	No	No
Lennart Mauritzson	Yes	No
Katarina Wallin	Yes	Yes
H�el�ene Briggert	Yes	Yes
Joost Uwent	Yes	No

The proposal regarding the Board of Directors of Catena thus meets both the NASDAQ Stockholm and the Code's requirements regarding the independence of the members. More

detailed information about the members of the Board of Directors and the auditor can be found on Catena's website and in the annual report.

With regard to directors' fees, the nomination committee proposes that the total remuneration to the members of the Board of Directors shall amount to SEK 1,980,000 (SEK 1,705,000), distributed as follows:

SEK 400,000 (SEK 385,000) to the Chairman of the Board, and
SEK 200,000 (SEK 190,000) to each of the other Members of the Board not employed by the Company.

SEK 80,000 (SEK 80,000) in remuneration to the remuneration committee, to be distributed as follows: SEK 40,000 (SEK 40,000) to the chair of the committee and SEK 20,000 (SEK 20,000) to each of the other two members.

SEK 100,000 (SEK 100,000) in remuneration to the audit committee, to be distributed as follows: SEK 50,000 (SEK 50,000) to the chair of the committee and SEK 25,000 (SEK 25,000) to each of the other two members.

In preparation for the election of an auditor, the audit committee, after having conducted a procurement and selection procedure, has made a reasoned recommendation for the election of the auditor with several alternative possibilities and, based on the procedure as its recommendation, has recommended the election of the auditing firm KPMG AB as auditor, with the authorised public accountant Camilla Alm Andersson as the principal auditor. The audit committee has stated that it has not been subject to any third party influence and has not been compelled by any conditions, or any provision in the Articles of Association, which have the purpose that the Annual General Meeting of shareholders should elect a particular auditor or an auditor included in a particular list or similar. The change of auditor is prompted by the fact that, pursuant to Article 17 of Regulation (EU) No 537/2014, the Company's auditor may not hold office (including re-appointment) for more than ten years. The selection procedure has been conducted in accordance with the specific procurement procedure described in Article 16(3) of Regulation (EU) No 537/2014.

In accordance with the recommendation of the audit committee, the nomination committee proposes the election of the audit firm KPMG AB as auditor, with the authorised public accountant Camilla Alm Andersson as the principal auditor. Furthermore, the nomination committee proposes that the meeting resolves that remuneration to the auditors shall, as previously, be paid according to approved invoices.

The nomination committee proposes unchanged principles for the appointment of the nomination committee in preparation for the 2022 AGM, i.e. that the nomination committee shall primarily consist of one (1) representative of each of the four largest shareholders and the Chairman of the Board and that the composition of the nomination Committee shall be announced no later than six months before the AGM.

Summary of the nomination committee's proposal

The nomination committee proposes that Catena's 2022 Annual General Meeting resolve:

- to appoint Gustaf Hermelin as the chair for the meeting
- to elect eight persons to be ordinary members of the Board of Directors (without alternates)
- that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic and Lennart Mauritzson be re-elected and new election of Joost Uwents as ordinary members of the Board of Directors.
- that Lennart Mauritzson is elected as the Chairman of the Board
- that the accounting firm KPMG AB, which carries out auditing assignments, be newly elected as the auditor, with the authorised public accountant Camilla Alm Andersson as the principal auditor
- that the total amount of Directors' fees to the members of the Board of Directors amount to SEK 1,980,000 (SEK 1,705,000)
- of which Directors' fees be paid in the amount of SEK 1,800,000 (SEK 1,525,000), to be distributed as follows: SEK 400,000 (SEK 385,000) to the Chairman of the Board and SEK 200,000 (SEK 190,000) to each member of the Board of Directors not employed by the Company
- that remuneration be paid to the remuneration committee totalling SEK 80,000 (SEK 80,000), to be distributed in the amount of SEK 40,000 (SEK 40,000) to the chairman of the committee and SEK 20,000 (SEK 20,000) to each of the other two members
- that remuneration be paid to the audit committee totalling SEK 100,000 (SEK 100,000), to be distributed in the amount of SEK 50,000 (SEK 50,000) to the chairman of the committee and SEK 25,000 (SEK 25,000) to each of the other two members
- that audit fees be paid in accordance with an approved invoice
- that the principles for the appointment of the nomination committee remain unchanged.

The nomination committee's complete proposal is presented in the notification of the Annual General Meeting.

Reasoned opinion regarding the nomination committee's proposal for the election members of Board of Directors

The nomination committee of Catena AB (publ) explains its proposal for the election individuals to be members of the Board of Directors as follows: The nomination committee takes the view that the work of the Board of Directors has functioned very well. The nomination committee has focused on maintaining skills in logistics and maintaining a network among central government and municipal authorities. With Catena's predominant focus on logistics properties, the nomination committee is of the view that the expertise and composition of the Board of Directors is more than adequate. To the extent that the nomination committee can make an assessment, the Board of Directors will have the

composition and the expertise that corresponds well with the requirements that can be imposed.

The nomination committee explains its proposal for Chairman of the Board as follows: Since Gustaf Hermelin has declined re-election as Chairman of the Board, the nomination committee proposes to elect Lennart Mauritzson as Chairman of the Board of Catena AB. Lennart Mauritzson has been a member of Catena's Board of Directors from his election at the Annual General Meeting on the 29 of April 2021. He has extensive experience in company management and serves on the Board of Directors of several stock exchange listed companies. During the past year, Lennart Mauritzson has acquired an excellent knowledge of Catena's business operations and the nomination committee believes that he more than fulfils the criteria an insightful and committed Chairman should have, with a good capability to ensure that the Board of Directors' work is carried out effectively and efficiently and that the Board of Directors fulfils its obligations.

The nomination committee is of the opinion that the proposed Board of Directors, taking into account the Company's business operations, financial position and other circumstances, is appropriately composed to meet the requirements of the Company's business operations. In doing so, the nomination committee has taken into account in particular the Company's strategic development, governance and control and the requirements, as well as the requirement that these factors impose on the expertise and composition of the Board of Directors.

The nomination committee has also generally taken the need for diversity and breadth in terms of the expertise, experience, and background of the members into consideration, while also pursuing achieving a balance in terms of gender. In its work, the nomination committee has discussed the recommendations contained in the Swedish Code of Corporate Governance regarding the diversity and gender equality of boards. The proposed Board of Directors consists of three women and five men, corresponding to a composition of approx. 37.5 percent women and 62.5 percent men.

Against the above background, the nomination committee has proposed the re-election of the Board members Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Cesar  fors, Vesna Jovic, and Lennart Mauritzson and new election of Joost Uwents. It is proposed that Lennart Mauritzson be newly elected as Chairman of the Board.

Helsingborg, March 2022

Catena AB (publ)
The nomination committee

25 March 2022 8:00 a.m.

Notification of Catena's 2022 Annual General Meeting

Shareholders of Catena AB (publ) are hereby invited to attend the Annual General Meeting on 28 April 2022 16:00 CEST, at World Trade Center, Klarabergsviadukten 70 in Stockholm, Sweden.

A shareholder who wishes to participate in the Annual General Meeting must (i) be included as a shareholder in the share register maintained by Euroclear Sweden AB regarding the status on 20 April 2022 and (ii) notify the Company of their and eventual proxies intention to attend the Annual General Meeting on 22 April 2022 at the latest via the Company webpage www.catenafastigheter.se. Notification can also be made by phone, +46 (0)8-402 91 33 or by mail to the address Catena AB (publ), Årsstämma, c/o Euroclear Sweden, Box 191, 101 23 Stockholm.

Shareholders who can't attend the Annual General Meeting can exercise their voting rights by postal vote or digital through BankID. Same procedure goes for the proxies or external parties. For ongoing and latest information regarding the Annual General Meeting, please visit www.catenafastigheter.se/om-oss/bolagsstyrning/arsstamma.

To be entitled to participate in the Annual General Meeting, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the Annual General Meeting, re-register the shares in their own name so that the shareholders are registered in the share register on 20 April 2022. Such registration may be temporary (so-called "voting right registration") and may be requested from the nominee in accordance with the nominee's procedures at a time in advance as determined by the nominee. Voting right registration carried out not later than 22 April 2022, will be taken into account in the preparation of the share register.

Postal voting

Shareholders may exercise their voting rights at the Annual General Meeting solely by voting in advance, that is, by using postal voting. A special form is to be used for postal voting. This form is valid as notification of attendance at the Annual General Meeting and is available on Catena's website, www.catenafastigheter.se. The completed and signed form must be submitted to Euroclear Sweden AB not later than 22 April 2022 and be addressed to Catena AB (publ), "Årsstämma", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm. Completed and signed forms can also be sent by e-mail and are to be sent to generalmeetingservice@euroclear.com (state "Catena AB – poströstning"). Shareholders who are natural persons may also submit postal votes electronically through verification using the BankID security app via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. Such electronic votes must be submitted by 22 April 2022 at the latest.

To a certain extent, the same rules apply to postal voting as to personal participation. This entails that shareholders must be registered in the Company's share register and must have registered their intention to participate in the Meeting, and if their shares are registered with a nominee, they must ensure that the shares are re-registered in their own name not later than on the dates provided above.

The shareholder is not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, the vote is rendered invalid in its entirety.

About Catena

Catena is a listed property company that, through collaboration sustainably develops, owns and manages efficient logistics facilities. Its strategically located properties supply the Scandinavian metropolitan areas and are adapted for both current and future goods flows. The overall objective is to generate strong cash flow, enabling stable development and providing shareholders a favourable total return in the long term. As of 31 December 2021, the properties had a total value of SEK 23,400.0 million. Catena's shares are traded on Nasdaq Stockholm, Large Cap.

When casting a postal vote through a proxy, the shareholder must issue a written and dated power of attorney. If the shareholder is a legal entity, the existing registration certification or an equivalent authorisation document must be submitted along with the form.

For questions regarding the Annual General Meeting or to have the postal voting form sent by post, please contact Euroclear Sweden AB on Tel: +46 (0)8 402 91 33.

Accounting information and complete proposals

Accounting information, audit report, complete proposals for decisions, the Board's considered statements and accounts, the remuneration guidelines, remuneration report, etc., and auditors' opinions, in accordance with the points below, as well as proxy forms and postal voting forms, are available at www.catenafastigheter.se and at the Company's head office in Helsingborg from 7 April 2022 at the latest. Copies will be sent to shareholders who so request and state their address.

Disclosures at the Annual General Meeting

Shareholders are entitled to request that the Board and the Chief Executive Officer disclose information in accordance with Chapter 7, Section 32 of the Companies Act. Information shall be disclosed if the Board assesses it can be done without causing significant harm for the Company.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman for the Meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Selection of one or more persons to check the minutes
6. Determination of whether the Meeting has been duly convened
7. Account of the work of the Board and its committees
8. Presentation by the Chief Executive Officer
9. Presentation of the Annual Report and audit report for 2021, the consolidated accounts, and the audit report for the consolidated accounts for 2021
10. Decision on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
11. Decisions on the distribution of the unappropriated profits at the disposal of the Meeting
12. Resolution on discharge from liability for Board Members and the Chief Executive Officer
13. Determination of the number of Board Members
14. Determination of Board and auditors' fees, etc.
15. Election of Board Members
16. Election of auditor
17. Instructions for the Nomination Committee
18. Adoption of remuneration guidelines
19. Presentation and approval of remuneration report
20. Authorisation for buyback of Catena shares
21. Authorisation for disposal of Catena shares
22. Authorisation to issue new share
23. Other matters
24. Closing of the Meeting

About Catena

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Proposal for decision*Item 2*

The Nomination Committee proposes that Chairman of the Board Gustaf Hermelin be elected Chairman of the Meeting.

Item 3

The voting list that is proposed for resolution is the voting list that has been prepared by Euroclear Sweden AB based on the shareholders' register and received postal votes, verified and approved by the minute-checkers.

Item 5

The persons proposed as minute-checkers for the shareholders' meeting, alongside the Chairman, are Johannes Wingborg, representing Länsförsäkringar Fonder, and Göran Stark, or if either or both are unable to participate, the person or persons nominated by the Board of Directors, The duties of the minute-checkers are also to verify the list of voters and that the postal votes received are correctly recorded in the minutes of the Meeting.

Item 11

The Board proposes that a dividend of SEK 8.00 per share be paid for 2021 (previously SEK 7.50 per share) to be disbursed on two occasions, each at SEK 4.00 per share.

The record dates for receipt of dividends are proposed as 2 May 2022 and 2 November 2022. If the Meeting approves the proposal, payment is expected to be made from Euroclear Sweden AB on 5 May 2022 and 7 November 2022, respectively.

Item 13

The Nomination Committee proposes that the Company's Board of Directors shall consist of seven (7) ordinary Board Members with no deputies.

Item 14

The Nomination Committee proposes that fees be paid to the Board of Directors in the amount to SEK 400,000 (previously SEK 385,000) to the Chairman and SEK 200,000 (previously SEK 190,000) to each of the other Board Members who are not employed by the Company. For work on the Remuneration Committee, additional remuneration of SEK 80,000 (80,000) is to be paid, to be distributed in the amount of SEK 40,000 (SEK 40,000) to the chairman of the Committee and SEK 20,000 (SEK 20,000) to each of the other two members; for the Audit Committee, remuneration of SEK 100,000 (SEK 100,000) is to be paid, to be distributed in the amount of SEK 50,000 (SEK 50,000) to the chairman of the Committee and SEK 25,000 (SEK 25,000) to each of the other two members. Accordingly, it is proposed that total remuneration to members amount to SEK 1,780,000 (previously SEK 1,705,000). It is proposed that fees to the auditors be paid according to customary standards and approved invoicing.

Item 15

The Nomination Committee proposes that Gustaf Hermelin, Katarina Wallin, Hélène Briggert, Magnus Swärdh, Caesar Åfors, Vesna Jovic and Lennart Mauritzson be re-elected as ordinary Board members, and that Lennart Mauritzson newly elected as Chairman of the Board. Details of the members are available at www.catenafastigheter.se

Item 16

The Nomination Committee proposes that registered accounting firm KPMG be elected as auditor, with authorised public accountant Camilla Alm Andersson as the principal auditor. Information about the proposed auditors and the principal auditor can found at www.kpmg.se and www.catenafastigheter.se.

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Item 17

The Nomination Committee proposes that the Meeting resolves to adopt unchanged instructions for the Nomination Committee. It is proposed that the Nomination Committee consist of four members – representing the four largest shareholders at the beginning of October plus the Chairman of the Board. No fees are to be paid to the members of the Nomination Committee.

The instructions for the Nomination Committee shall comply with the Swedish Code of Corporate Governance (the Code) unless deviations are justified and reported in the Corporate Governance Report.

Item 18

The Board of Directors shall draw up proposals for new guidelines for senior executives as least every four years. Reviews are made on an annual basis and the Boards review before the Annual General Meeting 2022 haven't warranted any significant changes.

Item 19

The Board of Directors has prepared a remuneration report that describes the application of the Company's remuneration policy and presents the remuneration to the Company's management body during the 2021 financial year. The Board of Directors proposes that the Annual General Meeting approve the remuneration report. The remuneration report is available at www.catenafastigheter.se.

Item 20

The Board proposes that the Meeting authorise the Board to decide, until the next Annual General Meeting, on the acquisition of at most 1/10 of all shares with funds available for the distribution of earnings. Decisions may be made on one or several occasions. The authorisation includes the right to decide to deviate from shareholders' preferential rights. For acquisitions on Nasdaq Stockholm, the price shall be within the registered price interval at any given time. Shares may be acquired to adjust the capital structure, to be used in financing acquisitions or other transactions, or otherwise for disposal or redemption.

Item 21

The Board proposes that the Meeting authorise the Board to decide, until the next Annual General Meeting, on the disposal of at most 1/10 of all shares. Decisions may be made on one or several occasions. The authorisation includes the right to decide to deviate from shareholders' preferential rights, to determine the terms for this and the manner in which disposal takes place. Disposals may be made in connection with possible acquisitions or other structural transactions or through sale on the open market. For disposals via Nasdaq Stockholm, sales are to be made at the prevailing market price.

Item 22

The Board proposes that the Meeting authorise the Board, on one or more occasions prior to the next Annual General Meeting, to issue new shares, with or without preferential rights for shareholders to participate in the issue and with or without provisions regarding payment in kind or set-off. The authorisation may cover at most a combined 1/10 of the total number of shares outstanding at the time of the Board's first decision to issue shares. New share issues are to be implemented on the usual market terms.

It is proposed that authorisations to implement acquisitions and new share issues be limited so that the number of shares acquired by the Company itself and the number of new shares issued in accordance with a decision by the Board of Directors, would, combined, correspond to at most 1/10 of all shares outstanding in the Company.

The purpose of the authorisation under items 19-21 is to be able to continuously adapt the Company's capital requirements and thereby contribute to increased shareholder value and to be able to transfer shares in connection with financing of possible property or company acquisitions, through payment with the Company's own shares.

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Position of the principal shareholders

Shareholders representing approximately 42,7 percent of the total votes in the Company have stated their intention to vote in favour of the proposals.

Number of shares and votes

At the time of issue of this Notice, the total number of registered shares and the total number of voting rights in the Company each amounted to 41,226,764. The Company holds no treasury shares.

Processing of personal data

In connection with the notification of the Annual General Meeting, the Company will process shareholders' personal data as requested above. The personal data collected from the share register, notification of participation in the Annual General Meeting and information on proxies and assistants will be used for registration, preparation of the voting list for the Annual General Meeting and, where applicable, in the minutes of the meeting. These personal data will be used only for the Annual General Meeting. For further information on the Company's processing of personal data in connection with the Annual General Meeting, see Catena's Personal Data Policy in general at www.catenafastigheter.se under the heading "Personal Data Policy" (which is available under the section "About us") and, in particular, the privacy policy for general meetings: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Helsingborg, March 2022
Catena AB (publ)
Board of Directors

For further information, please contact:

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About Catena

Catena is a listed property company that, through collaboration sustainably develops, owns and manages efficient logistics facilities. Its strategically located properties supply the Scandinavian metropolitan areas and are adapted for both current and future goods flows. The overall objective is to generate strong cash flow, enabling stable development and providing shareholders a favourable total return in the long term. As of 31 December 2021, the properties had a total value of SEK 23,400.0 million. Catena's shares are traded on Nasdaq Stockholm, Large Cap.

ACCOUNT OF THE WORK OF THE BOARD OF DIRECTORS AND ITS COMMITTEES IN PREPARATION FOR THE 2022 ANNUAL GENERAL MEETING

During 2021, the Board of Directors, in a good working relationship with a competent and committed management team, continued its efforts to develop Catena's business operations responsibly for the benefit of all stakeholders and to balance a good return for shareholders with the risk on which all business operations are based. An evaluation of the composition and work of the Board of Directors was conducted during the year and it has been found that the Board is well-composed for its tasks and responsibilities. It represents the experience that is essential for the Company's continued further development and growth, including property-related, strategic and financial issues. In addition, the members of the Board also have an extensive professional network, which is an additional prerequisite for successful business operations. Thanks to this and focused and effective committee work, the Board was able to take an active and energetic role and was able to make well-founded decisions.

The Board of Directors of Catena operates according to its rules of procedure which contain instructions regarding the division of tasks and responsibilities, as well as requirements for financial reporting. The rules of procedure are discussed at the inaugural meeting of the Board and adopted annually. In addition to leading the work of the Board of Directors in an efficient and appropriate manner, the Chairman monitors the Group's ongoing development through contacts with the CEO on strategic matters. The Board also assesses the CEO's work performance. The CEO's Instructions and internal policy documents are also reviewed on a regular basis. The basis of internal control is the control environment in which the work of the Board and senior management of the Company is set. The Board has adopted a number of important policies and basic guidelines for internal control programmes, such as a financial policy, a code of conduct, a crisis management policy plus an information policy and insider policy. Catena's internal control structure is based on a clear division of responsibility and work between the Board of Directors and CEO, as well as within operational activities.

During 2021, 17 minuted Board of Directors meetings were held, of which one was statutory. During the year, the Deputy CEO/CFO acted as the Secretary of the Board. In addition to the above items, Board of Directors meetings have addressed plans and strategies for the Group's further development and the ongoing monitoring and assessment of financial results and financial position, valuations of the Group's properties, liquidity and financing as well as investment decisions. Catena's principal auditor (Mats Åkerlund, PwC) was co-opted to the Board meetings in February and July.

The Board of Catena has established a remuneration committee. The tasks of the remuneration committee include matters concerning the remuneration and other terms and conditions of employment for the CEO. Until the Annual General Meeting held 29 April 2021, the remuneration committee consisted of Katarina Wallin (Chair), Magnus Swärdh and Tomas Andersson, and after the Meeting held 29 April 2021 consists of Katarina Wallin (Chair), Magnus Swärdh and Lennart Mauritzson.

Catena's Board of Directors has also established an audit committee. The task of the audit committee is to maintain and add to efficiency of contact with the Group's auditor and to supervise the procedures for auditing and financial reporting. The committee also evaluates the work of the auditor and monitors how accounting principles and requirements are progressing. From the Annual General Meeting held on 29 April 2020, the audit committee

has consisted of Caesar Åfors (Chair), Hélène Briggert and Vesna Jovic. The audit committee held four minuted meetings in 2021.

Helsingborg, March 2022

Catena AB (publ)

Board of Directors

The Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act

Reasoning

In preparation for the 2022 Annual General Meeting, the Board of Directors proposes that a direct payment of cash dividend for the amount of SEK 8.00 per share be paid, divided into two instalments of SEK 4.00 per share. The reconciliation date for the first instalment is proposed to be Monday, 2 May 2022, and the reconciliation date for the second instalment of the cash dividend is proposed to be Wednesday, 2 November 2022. This represents 101 percent in total dividends for the period, calculated according to operational goals. Calculated as total dividend amount in relation to after tax profits, it corresponds to approximately 12 percent. Catena's long-term objective is to achieve a dividend of 50 percent of profits from property management, less the tax calculated according to the tax schedule.

Full coverage is available for the restricted equity after the proposed distribution of dividends. With reference to the Board's proposal on the allocation of profits, the proposed dividend to shareholders is justifiable taking the provisions of Chapter 17, Section 3 (2) and (3) of the Swedish Companies Act (the nature, scope and risks of the business activities, as well as consolidation requirements, liquidity and financial position in other respects) into consideration.

Nature, scope and risks of the business activities

The nature, scope, and risks of the Company's business activities are set out in the Articles of Association, annual reports with accompanying financial statements and interim financial reports. The business activities conducted in Catena do not entail risks beyond what is or can be assumed to be present in the industries in which Catena is active in nor the risks generally associated with the conduct of its business activities. With regard to significant events, reference is made to the information provided in the Directors' report and, other than this, no events have occurred that affect the Company's ability to pay the proposed dividends nor acquire its own shares pursuant to the proposed authorisation.

Consolidation requirements, liquidity and financial position

The financial position of the Company and the Group as at 31/12/2021 is shown in the balance sheet in the financial statements. The financial statements also show the principles applied in the valuation of assets, provisions and liabilities. Derivative instruments have been valued at fair value in accordance with Swedish Annual Accounts Act's Chapter 4, Section 14a. The effect of this valuation, which affected the parent company's shareholder equity by SEK -111.5 million (SEK -272.3m), has been taken into account in the assessment of the Company's consolidation requirements, liquidity and financial position in other respects.

The Company's equity ratio as at 31/12/2021 was 43.5 percent. The equity ratio does not deviate from what is common in the industries within which Catena operates. The proposed dividend does not risk the completion of the investments that need to be made.

The Company's liquidity projections include contingencies to cope with fluctuations affecting its ability to fulfil its current and future payment obligations in a timely manner. The proposed distribution of dividends does not affect the Company's ability to meet existing and projected payment obligations in a timely manner.

The Company is able to continue as a going concern and will be able to fulfil its obligations both in the short-term and in the long term.

The Board of Directors is of the opinion that the amount of the shareholders equity, as disclosed in the financial statements in the most recent annual report and taking into account the proposed distribution of dividends, is in reasonable proportion to the scope of the Company's and the Group's business operations and the risks associated with the conduct of its business operations.

The Board of Directors, 31 March 2022

Proposal for principles and instructions for the nomination committee, in preparation for the 2022 Annual General Meeting of Catena AB (publ)

The nomination committee proposes that the Annual General Meeting resolves to adopt principles for the composition of, and the instruction for, the nomination committee, entailing the following:

It is proposed that the nomination committee consist of representatives of the four largest shareholders at the beginning of October plus the Chairman of the Board. No fees are to be paid to the members of the nomination committee for their work on the committee. In the event that the Chairman of the Board represents one of the four largest shareholders, the nomination committee shall consist of four members, and if the Chairman of the Board does not represent one of the four largest shareholders, the nomination committee shall consist of five members.

The composition of the nomination committee shall comply with the Swedish Code of Corporate Governance (the “Code”) unless a deviation is justified and reported in the Corporate Governance Report.

The names of the members of the nomination committee are to be announced no later than six months prior to the Annual General Meeting. New shareholder representatives are to be appointed when ownership changes. In such event, the Chairman of the Board shall contact the shareholder who, of the four largest shareholders, does not have a shareholder representative, urging the shareholder to appoint such a representative. When such a shareholder representative has been appointed, he/she will become a member of the nomination committee, replacing the former member who no longer represents one of the four largest shareholders.

The largest shareholders are those shareholders who are registered with Euroclear Sweden AB whose holdings are grouped by size of holdings as at 1 October and who have, sufficiently in advance, previously reported to the Company the size of their holdings along with their interest in participating in the nomination committee.

In the event that any of the four largest shareholders refrain from appointing a shareholder representative, or if before the assignment has been completed such shareholder representative resigns or otherwise can not fulfil their duties, or if the Chairman – unless a deviation can be explained and justified– deems it necessary to meet the Code of Corporate Governance’s requirement of independence from major shareholders, the Chairman shall call on the next shareholder in terms of size (meaning the fifth-largest shareholder) to appoint a shareholder representative. The procedure shall continue until the nomination committee consists of five ordinary members including the Chairman of the Board. The instruction shall also provide that the nomination committee, based on its experience with

similar assignments and other experience, appoint a chair of the nomination committee from among its members number and that the chair may not be the Chairman of the Board.

Remuneration guidelines

These guidelines encompass salaries and other remuneration to members of the Board, the CEO and the Deputy CEO, as well as to other members of the management team of Catena AB (hereinafter referred to as “Individuals holding senior management roles”).

The guidelines in their current form were prepared for the 2020 Annual General Meeting, primarily with the aim of adapting them to the new statutory requirements that had been introduced in the Swedish Companies Act. The guidelines are reviewed annually and updated when necessary. The review completed for the 2022 Annual General Meeting has not resulted in any significant changes. The views of the shareholders have been taken into account on an ongoing basis during the work.

These remuneration guidelines shall be applied to all employment agreements entered into, or changes to existing agreements, with individuals holding senior management roles following the adoption of the guidelines by the Annual General Meeting.

In preparing the Board of Directors’ proposal for these remuneration guidelines, salaries and terms and conditions of employment for the Company’s employees have been taken into account in that information on employees’ total remuneration, the components of their remuneration, and the rate of increase and the increase over time have formed part of the data on which the remuneration committee and the Board of Directors based their assessments and decisions regarding the reasonableness of the guidelines and the limitations that they cause.

1. Benefit of the guidelines for the Company’s business strategy, long-term interests and sustainability:

The Company must be able to recruit and retain qualified employees, so that the Company can successfully implement its business strategy and to safeguard the Company’s long-term interests, including its sustainability goals. This requires that Catena be able to offer competitive remuneration, which these guidelines make possible. Remuneration to employees is to be market-based and competitive and must reflect responsibilities and duties

2. Fixed salary:

Individuals holding senior management roles shall be offered a competitive fixed salary in-line with the market and based on the individual’s skills, expertise, experience, responsibilities, performance and the Company’s financial results. Salary is to be set for each financial year.

3. Bonuses, etc.:

Individuals holding senior management roles may, from time to time, be offered bonuses. Such bonuses may not exceed 50 percent of the annual fixed salary for the CEO and 25 percent for other individuals holding senior management roles and shall be established for the respective financial year. Bonuses are to primarily be based on the operational targets set for each senior manager's area of operations and based on the profits from property management and the development of the project portfolio in accordance with the adopted financial statements for the year concerned.

The remuneration committee has proposed, within the above-mentioned framework, that the responsibility be delegated to the committee to propose and evaluate bonus targets in greater detail for each person holding a senior management role.

In preparation for the 2022 Annual General Meeting, the remuneration committee has recommended that no share-related incentive programme be adopted.

Individuals holding senior management roles are entitled to additional health and medical insurance along with all other monetary and non-monetary benefits provided to other employees of the Group.

The Company's commitments, excluding social insurance contributions, to individuals holding senior management roles who may be subject to bonus targets are not calculated to exceed SEK 2,500,000 for 2022.

4. Pensions

The retirement age for the CEO and other individuals holding senior management roles follows the general retirement age structure. For the CEO, pension payments are made corresponding to at most 35 percent of pensionable salary. For other individuals holding senior management roles, pension payments are made in accordance with the ITP plan and through insurance plans, which are calculated based on the benefits applicable under the ITP plan (ITP1 and ITP 2). The ITP plan entails premiums being determined based on the levels applicable under the relevant collective agreement. Bonuses are regarded as pensionable earnings. The pension share of total remuneration is in accordance with the ITP plan, with the corresponding maximum limits.

5. Termination and severance pay

For individuals holding a senior management role, a period of notice of three to six months applies. If termination of employment is based on the initiative of the employer, a period of notice of between six and twelve months applies. No severance pay will be made, except for ordinary salary payments during the period of

notice. Other principal terms and conditions for severance pay are stated in the annual report and it is proposed that these continue to be applied in 2022.

6. Preparations and decision-making by the Board of Directors

The Board of Directors has established a remuneration committee. The committee's tasks include preparing the Board of Director's decision on proposed guidelines for remuneration to individuals holding senior management roles. The Board of Directors shall draw up proposals for new guidelines at least every four years and submit the proposals for approval by the Annual General Meeting. The guidelines will remain in effect until new guidelines have been adopted by the Annual General Meeting. The remuneration committee shall also monitor and assess programmes of variable remuneration for the senior management of the Company, the application of the guidelines for remuneration to individuals holding senior management roles, and applicable remuneration structures and levels of remuneration within the Company. The members of the remuneration committee are independent vis-à-vis the Company and the senior management of the Company. When the Board of Directors addresses matters involving remuneration and makes decisions on these, the Chief Executive Officer or other members of the senior management of the Company are not to be in attendance, to the extent they potentially would be impacted by decisions on these matters.

The remuneration committee prepares and makes recommendations for the Board of Director's decision regarding:

- Remuneration to the individual holding the position of Chief Executive Officer and other terms and conditions of employment for them.
- Principles for the remuneration of individuals holding senior management roles who are members of the senior management of the Company and which is determined by the CEO.
- Any bonus programmes (meaning variable cash remuneration) for Company employees that must, in particular, specify limits for the maximum amount that such programmes are expected to cost the Company.

Board of Directors, March 2022

Auditor's opinion in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551) on whether the guidelines adopted by the Annual General Meeting regarding remuneration to individuals holding senior management roles have been complied with.

To the Annual General Meeting of Catena AB (publ), Company Registration Number 556294-1715

We have examined whether the Board of Directors and the CEO of Catena AB (publ) have complied in 2021 with the guidelines regarding remuneration to individuals holding senior management roles that were adopted at the Annual General Meeting held 29 April 2020 and the Annual General Meeting held on 29 April 2021.

Responsibilities of the Board of Directors and the CEO

The Board of Directors and the Chief Executive Officer are responsible for ensuring compliance with the guidelines and for the internal control the Board of Directors and the Chief Executive Officer determine is necessary to ensure compliance with the guidelines.

The Auditor's responsibility

Our responsibility is to submit an opinion, based on our examination, to the Annual General Meeting on whether the guidelines have been followed. Our examination was performed in accordance with FAR's Recommendation RevR 8 *Examination of remuneration to individuals holding senior management roles in certain listed companies*. This recommendation requires that we adhere to certain professional ethical requirements and that we plan and perform the examination in such a manner to be able to achieve a reasonable assurance that the guidelines established by the Annual General Meeting have been complied with.

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

The examination encompassed the Company's organisation and documentation of matters relating to the remuneration for individuals holding senior management roles, new decisions concerning remuneration, as well as a selection of the payments that have been made to individuals holding senior management roles during the financial year. The auditor selects the procedures to be implemented, including by assessing the risk that the guidelines have not been complied with in all material respects. In making this risk assessment, the auditor considers internal control processes relevant to the company's compliance with the guidelines in order to design 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 processes.

We believe that our examination has provided us with a reasonable basis for our opinion below.

Opinion

In our opinion, during the year 2021, the Board of Directors and the CEO of Catena AB (publ) complied with the guidelines on remunerations to individuals holding senior management roles that were adopted at the Annual General Meeting held 29 April 2020 and the Annual General Meeting held 29 April 2021.

Malmö, 10 March 2022
PricewaterhouseCoopers AB
Mats Åkerlund
Auktoriserad revisor/Authorised Public Accountant

Remuneration Report 2021

This report details how the guidelines for the remuneration of senior executives in Catena AB (publ), adopted by the 2021 Annual General Meeting, were applied during 2021.

The report contains information on the remuneration of the CEO and Deputy CEO, as well as the remuneration of Board members beyond their Board fees. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*.

Further information on the remuneration of senior executives can be found in Note 8 Employee and personnel expenses on pages 104–105 of the 2021 Annual Report. Information on the work of the Remuneration Committee can be found in the Corporate Governance Report on page 141 of the 2021 Annual Report.

Board fees are not covered by this report. Such fees are determined annually by the Annual General Meeting and are reported in Note 8 on pages 104–105 in the 2021 Annual Report. To the extent that a Board Member has been employed by the company and received remunerations beyond the fees determined by the Annual General Meeting, this is reported below.

Developments in 2021

The CEO summarises the company's overarching results in his comments on pages 10–12 of the Annual Report.

The Company's remuneration guidelines: scope, objectives and deviations

For the Company's business strategy to be implemented successfully and to safeguard the Company's long-term interests, including its sustainability, the Company must be able to recruit and retain qualified employees. This requires that Catena is able to offer competitive remunerations, which these guidelines permit. Remunerations are to be market-based and competitive, and shall be justifiable in relation to responsibilities and authorisations and consist of the following components: fixed salary, possible variable salary (bonus) according to individual agreement and pension. Information on the remuneration guidelines that apply to senior executives within Catena can be found in Note 8 on pages 104–105 in the Annual Report for 2021. Senior executives are entitled to private healthcare insurance and all other monetary and non-monetary benefits provided to other employees of the Group. During the 2021 financial year, Catena has complied with the applicable remuneration guidelines adopted by the Annual General Meeting – no deviations have been made from these. Nor have any deviations been made from the decision-making process applied in determining remunerations in accordance with the guidelines. The auditor's opinion on Catena's compliance with the guidelines is available on the company's website www.catenafastigheter.se/arsstamma. No demands have been made for compensation to be paid back.

Total remuneration of the CEO and Deputy CEO

	Salary 2021*	Variable remuneration 2021**	Other benefits 2021***	Pensions costs in 2021	Total 2021	Proportion of fixed and variable remunerations	Remu- neration 2020
CEO Jörgen Eriksson (Jan–Dec 2021, Nov–Dec 2020)	2,453	227	102	838	3,620	94/6	860
CEO Benny Thögersen (Jan–Oct 2020)	–	–	–	–	0		3,680
Deputy CEO Sofie Bennsten (Jan–Dec 2021, May–Dec 2020)	1,408	214	58	778	2,458	91/9	1,977
Deputy CEO Jörgen Eriksson (May–Oct 2020)	–	–	–	–	0		1,055
Deputy CEO Peter Andersson (Jan–April 2020)	–	–	–	–	0		840
Total	3,861	441	160	1,616	6,078	93/7	8,412
<i>Percentage change</i>					-28%		22%

* Salary also includes holiday pay of SEK 81,000.

** SEK 441 thousand refers to variable compensation paid.

*** Healthcare benefit of SEK 4,000, car benefit of SEK 156,000.

Change in remunerations over the past five years as a percentage of the Company's earnings					
	2021	2020	2019	2018	2017
Remuneration of the CEO*	3,620	4,540	4,087	3,570	3,433
Percentage change	-20%	11%	14%	4%	-41%
Remuneration of the CEO**	2,458	3,872	2,812	2,673	2,644
Percentage change	-37%	38%	5%	1%	7%
Profit from property management	824	719	627	571	440
Percentage change	15%	15%	10%	30%	39%

* Changes of CEO took place in 2017 and 2020.

** For the period May to October 2020, the position of Deputy CEO was shared by two people.

Change in remunerations to other employees (in terms of full-time employees)					
	2021	2020	2019	2018	2017
Remunerations disbursed (total remuneration incl. pension)	42,300	36,605	35,485	32,957	32,093
Number of employees	44	40	40	36	36
Average salary	961	927	887	915	891
Percentage change	4%	4%	-3%	3%	-20%

Remunerations beyond Board fees					
	Remuneration 2021	Remuneration 2020	Remuneration 2019	Remuneration 2018	Remuneration 2017
Gustaf Hermelin*	-	-	-	600	1,200
Erik Paulsson	-	-	-	-	268
Catharina Elmsäter-Svärd	-	-	-	-	25
Katarina Wallin	163	40	90	-	-
Ingela Bendrot	-	-	25	-	-
Total	163	40	115	600	1,493

* During the 2017–2018 Board year, Gustaf Hermelin received a fee as a working Board Member of SEK 1.8 million, divided between SEK 1.2 million in 2017 and SEK 0.6 million in 2018.

Item 20 – Resolution on an authorisation to the Board of Directors to decide on acquisitions of treasury shares

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to decide on acquisitions of treasury shares (shares of Catena AB) under the following terms and conditions:

1. Acquisitions must be made on Nasdaq Stockholm.
2. Acquisitions may be made on one or more occasions during the period extending until the next Annual General Meeting.
3. Following such acquisitions, the Group's total holding may not, together with the number of new shares the Board of Directors decides to issue in accordance with a separate authorisation from the Annual General Meeting, exceed 1/10 of all outstanding shares in the Company. This authorisation shall, therefore, be limited such that the number of the shares that may be acquired and new shares issued pursuant to a decision by the Board of Directors authorised by the Annual General Meeting does not, combined, correspond to more than 1/10 of all outstanding shares in the Company.
4. Acquisitions are to be made at a price per share within the then current registered price range.
5. Any treasury shares acquired are to be paid for in cash.

The purpose of the authorisation is to be able to acquire shares in order to enable the continuous adjustment of the Company's capital structure and to use them in connection with financing acquisitions or other transactions.

Statement by the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act

The Board of Directors proposes that it be authorised by the Annual General Meeting, for the period until the next Annual General Meeting, to acquire a number of shares calculated and limited such that the Group's total holding following the acquisition, together with the number of new shares that the Board of Directors has decided to issue in accordance with a separate authorisation from the Annual General Meeting, may not exceed 1/10 of all outstanding shares in the Company as above.

The Company does not currently hold any treasury shares.

The annual report details the principles applied in the valuation of assets, provisions and liabilities. Derivative instruments have been valued at fair value in accordance with Chapter 4, Section 14a, of the Annual Accounts Act. The effect of this valuation, which had a negative impact on the Parent Company's shareholder equity to the amount of SEK -111.5 million (-272.3 million), has been taken into account in the assessment of the Company's consolidation requirements, liquidity and financial position in other respects.

Based on the grounds set out in the Board's opinion under the Swedish Companies Act's Chapter 18, Section 4 regarding the proposed distribution of dividends, the Board of Directors finds that the proposed authorisation is justified in view of the provisions of the Swedish Companies Act's Chapter 17, Section 3 (2) and (3) (the precautionary rule).

The Board, therefore, considers the proposed authorisation to be justifiable in view of:

1. the requirements imposed on the scale of equity by the nature, scope and risks of the operations (of the Company or the Group), and

2. the Company's and the Group's consolidation requirements, liquidity and financial position in other respects.

In addition, the Board of Directors respects that, in the event that it exercises this authorisation, it is required to prepare a reasoned opinion as to whether the relevant acquisition of treasury shares is justifiable under prevalent circumstances and the provisions stated in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

For a resolution in accordance with the Board of Director's proposal under this item, the decision of the Annual General Meeting must be supported by at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Helsingborg, March 2022
Catena AB (publ)
Board of Directors

Item 21 – Resolution on an authorisation to the Board of Directors to sell of treasury shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board to decide on the sale of treasury shares (shares of Catena AB) under the following terms and conditions:

1. The sales are to be made on Nasdaq Stockholm or otherwise, with the Board of Directors being entitled to decide to deviate from shareholders' preferential rights.
2. The sales may be made on one or more occasions during the period extending until the next Annual General Meeting.
3. All treasury shares may be sold that are held by the Company at the time at which the Board of Directors makes its decision.
4. The sales are to be made at a price per share within the then current registered price range.
5. Payment for transferred shares is to be made in cash, with in kind compensation, against set-off or under other terms.

The purpose of the authorisation, and the possibility of deviating from shareholders' preferential rights, is to be able to sell shares to continuously adapt the Company's capital requirements and structure, or to enable any acquisitions, other structural transactions or sales on the open market, thereby increasing shareholder value.

The Company does not currently hold any treasury shares.

For a resolution in accordance with the Board of Director's proposal under this item, the decision of the Annual General Meeting must be supported by at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Helsingborg, March 2022

Catena AB (publ)
Board of Directors

Item 22 – Resolution on an authorisation to the Board of Directors to decide to issue new shares

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board as follows:

That the Board of Directors be authorised, during the period extending until the next Annual General Meeting, to decide, on one or more occasions, with or without deviating from the shareholders' preferential rights and with or without provisions regarding payment in kind or by set-off, to issue new shares in the Company.

The authorisation may cover at most a combined 1/10 of the total number of shares outstanding at the time of the Board of Director's first decision to issue shares.

Issuance of new shares made pursuant to this authorisation are to be conducted on market terms and, if deviating from shareholders' preferential rights, to facilitate acquisitions of properties or of legal entities that own properties.

The Board of Directors, or whomever is appointed by the Board of Directors, shall be authorised to make the minor adjustments in the authorisation decision that may be required in connection with registration with the Swedish Companies Registration Office.

For a valid decision by the Annual General Meeting in accordance with the above proposal by the Board of Directors, the resolution must be supported by shareholders with at least two-thirds of both the votes cast and of the shares represented at the Annual General Meeting.

Helsingborg, March 2022

Catena AB (publ)
Board of Directors