

Proposal for principles and instructions for the Nomination Committee, in preparation for the 2019 Annual General Meeting of Catena AB

The Nomination Committee proposes that the Annual General Meeting resolves to adopt principles for the composition of, and instructions 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. 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 motivated and detailed in the Corporate Governance Report.

The members of the Nomination Committee shall be announced no later than six months prior to the Annual General Meeting. New shareholder representatives are to be appointed when ownership changes. At such time, the Chairman of the Board shall contact the shareholder who, of the four largest shareholders, does not have an owner representative, urging that shareholder to appoint such a representative. When such an owner 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has been appointed, he/she will become a member of the Nomination Committee, replacing the former member who no longer represents one of the four largest shareholders.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 registered with Euroclear Sweden AB and grouped by size of holding as of 1 October and who have, in good time, previously reported, to the company, the size of their holding and their interest in participating in the Nomination Committee.

In the event that any of the four largest shareholders refrain from appointing an owner representative, or such owner representative resigns or dies before the assignment has been completed, or if the chairman – unless a deviation can be motivated – deems it necessary to meet the Code's requirement of independence from major shareholders, the chairman shall call on the next shareholder in terms of size (that is, first the fifth-largest shareholder) to appoint an owner representative. The procedure shall continue until the Nomination Committee consists of five ordinary members including the Chairman of the Board. The instruction shall also entail that the Nomination Committee – based on its experience of similar assignments and other merits – appoint a chairman of the Nomination Committee from among its own number and that the chairman shall not be the Chairman of the Board.