

# Notification of Annual General Meeting

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Shareholders of Catena AB (publ) are hereby invited to attend the Annual General Meeting on Thursday, 27 April 2017, at 4.00 p.m. CET at the IVA Conference Centre, Grev Turegatan 16 in Stockholm, Sweden.

Shareholders wishing to attend the Meeting must be recorded in the printout of the share register maintained by Euroclear Sweden AB on Friday, 21 April 2017, and shall have e-mailed notification of their intention to participate and any assistants to [ulrika.holmer@catenafastigheter.se](mailto:ulrika.holmer@catenafastigheter.se) by Friday, 21 April 2017, 2.00 p.m. at the latest. Notification can also be provided by telephone on +46 (0)730 70 22 46 or by letter to Catena AB (publ), Extraordinary General Meeting, Box 5003, SE-250 05 Helsingborg, Sweden.

The notification should include the shareholder's name, address, telephone number, personal or corporate identity number and registered shareholding. Notification and details of any representatives and assistants shall be registered with Catena to create a basis for the voting list. Any proxies should be submitted in writing no later than at the AGM. Proxy forms are available at [www.catenafastigheter.se](http://www.catenafastigheter.se), at the head office at Landskronavägen 7A, Helsingborg, Sweden or will be sent to shareholders on request. For authorisations issued by a legal entity, registration documents shall also be appended (registration certificates or the equivalent).

Shareholders whose shares are nominee-registered through a bank or private broker must temporarily register the shares in their own name in order to attend the Meeting. Such temporary registration must have been implemented by Friday, 21 April 2017. This means that shareholders must notify their nominee or bank sufficiently well in advance of their request for temporary shareholder registration (voting-rights registration).

## **Accounting information and complete proposals**

Accounting information, audit report, complete proposals for decisions, the Board's considered statements and accounts, and auditors' opinions, in accordance with the points below, and proxy forms are available at [www.catenafastigheter.se](http://www.catenafastigheter.se) and at the Company's head office in Helsingborg from Wednesday, 5 April 2017 at the latest. Copies will be sent to shareholders who so request and state their address.

## **Disclosures at the AGM**

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.

**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 2016, the consolidated accounts, and the audit report for the consolidated accounts for 2016
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 policy
19. Authorisation for buyback of Catena shares
20. Authorisation for disposal of Catena shares
21. Authorisation to issue new shares
22. Other matters
23. Closing of the Meeting

**Proposal for decision**Item 2

The Nomination Committee proposes that Chairman of the Board Henry Klotz be elected Chairman of the Meeting.

Item 11

The Board proposes that a dividend of SEK 3.50 per share be paid for 2016 (previously SEK 3.00 per share). The proposed record date for the dividend is 2 May 2017. If the AGM decides in accordance with the proposal, it is estimated that payment will be distributed by Euroclear Sweden AB on 5 May 2017.

Item 13

The Nomination Committee proposes that the Board be expanded by one member to consist of seven (7) ordinary members without deputies.

#### Item 14

The Nomination Committee proposes that fees be paid to the Board of Directors in the amount to SEK 250,000 (previously SEK 250,000) to the Chairman and SEK 125,000 (previously SEK 125,000) to each of the other Board members who are not employed by the company. For work on the Remuneration Committee, additional compensation of SEK 40,000 (SEK 0) is to be paid, of which SEK 20,000 (SEK 0) to the chairman of the Committee and SEK 10,000 (SEK 0) each to two members, for work on the Audit Committee, additional compensation of SEK 100,000 (SEK 0) is to be paid, of which SEK 50,000 (SEK 0) to the chairman of the Committee and SEK 25,000 (SEK 0) each to two members, and a special fee of SEK 1,800,000 (SEK 0) to Gustaf Hermelin to support the management at Catena for the period until the 2018 Annual General Meeting. Accordingly, it is proposed that total remuneration to the members amount to SEK 2,940,000 (previously SEK 750,000). It is proposed that fees to the auditors be paid according to customary standards and approved invoicing.

#### Item 15

The Nomination Committee proposes that Henry Klotz, Bo Forsén, Gustaf Hermelin, Erik Paulsson, Katarina Wallin and Catharina Elmsäter-Svärd be re-elected while Hélène Nathhorst-Spångberg be newly elected as a regular Board member, and that Gustaf Hermelin be newly elected as the Chairman of the Board. Details of the members are available at [www.catenafastigheter.se](http://www.catenafastigheter.se).

#### Item 16

The Nomination Committee proposes that registered accounting firm PricewaterhouseCoopers AB be elected as auditor, with authorised public accountant Mats Åkerlund as the principal auditor. Information about the proposed auditors and the principal auditor can be found at [www.pwc.se](http://www.pwc.se) and [www.catenafastigheter.se](http://www.catenafastigheter.se).

#### 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 proposes that the Meeting adopt guidelines for remuneration to senior executives entailing, among other things, that occasional variable remuneration correspond to at most 50 percent of the fixed annual salary for the Chief Executive Officer and not more than 25 percent of the fixed annual salary for other senior executives. The annual report for 2016 (the English version will be available on or around 7 April) specifies the total remuneration and benefits paid to management in 2016.

#### Item 19

The Board proposes that the Meeting authorise the Board to decide, until the next AGM, 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 20

The Board proposes that the Meeting authorise the Board to decide, until the next AGM, 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 21

The Board proposes that the Meeting authorise the Board, on one or more occasions prior to the next AGM, 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.

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.

#### Position of the principal shareholders

Shareholders representing 49.8 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 35,735,506. The Company holds no treasury shares.

Solna, March 2017

Catena AB (publ)

Board of Directors