

## **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 holdings 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 positive impact on the Parent Company's shareholder equity to the amount of SEK 400 million (-112 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.

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Helsingborg, March 2023  
Catena AB (publ)  
Board of Directors