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26 March 2021 8:00 a.m.

## Notification of Catena's 2021 Annual General Meeting

**Shareholders of Catena AB (publ) are hereby invited to attend the Annual General Meeting on 29 April 2021.**

### Information on precautionary measures due to coronavirus

To reduce the risk of the spread of infection and to protect the safety and health of our shareholders, the Board of Directors has decided that the 2021 Annual General Meeting will be held exclusively by postal vote in accordance with the temporary legal provisions, without any physical presence. This entails that the Meeting will be conducted without the physical presence of the shareholders, proxies or external parties and that the shareholders' voting rights at the Meeting can only be exercised by shareholders submitting postal votes in the manner prescribed below.

### Notification

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 21 April 2021 and (ii) notify the Company of their intention to participate in the Meeting by submitting a postal vote in accordance with the instructions under the heading "Postal voting" below in such a manner that Euroclear Sweden AB has received the postal vote by 28 April at the latest.

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 April 21, 2021. 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 April 23, 2021, 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 pursuant to Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198).

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](http://www.catenafastigheter.se). The completed and signed form must be submitted to Euroclear Sweden AB not later than 28 April 2021 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](mailto: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 28 April 2021 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.

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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 2020, the properties had a total value of SEK 18,612.4 million. Catena's shares are traded on Nasdaq Stockholm, Large Cap.

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.

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](http://www.catenafastigheter.se) and at the Company's head office in Helsingborg from Monday, 8 April 2021 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. Requests to receive such information must be submitted in writing to the Catena AB (publ), Bolagsstämman, Box 5003, SE-250 05 Helsingborg, Sweden or by e-mail to [bolagsstamma@catenafastigheter.se](mailto:bolagsstamma@catenafastigheter.se) not later than 19 April 2021. Information is provided in that it is available at Catena AB (publ), Landskronavägen 23, Helsingborg, Sweden, and at [www.catenafastigheter.se](http://www.catenafastigheter.se), not later than 24 April 2021. Information will also be sent within the same period to shareholders who requested the information and provided an address.

### **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 2020, the consolidated accounts, and the audit report for the consolidated accounts for 2020
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 shares

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- 23. Resolution on amendment of the Articles of Association
- 24. Other matters
- 25. Closing of the Meeting

### **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 7.50 per share be paid for 2020 (previously SEK 6.50 per share) to be disbursed on two occasions, each at SEK 3.75 per share.

The record dates for receipt of dividends are proposed as 3 May 2021 and 3 November 2021. If the Meeting approves the proposal, payment is expected to be made from Euroclear Sweden AB on 6 May 2021 and 8 November 2021, 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 385,000 (previously SEK 350,000) to the Chairman and SEK 190,000 (previously SEK 175,000) 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 1,705,000 (previously SEK 1,580,000). 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, H el ene Briggert, Magnus Sw ardh, Caesar  fors and Vesna Jovic be re-elected as ordinary Board members, that Lennart Mauritzon be newly elected as Board members, and that Gustaf Hermelin be re-elected as Chairman of the Board. Tomas Andersson has declined re-election. 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  kerlund as the principal auditor.

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Information about the proposed auditors and the principal auditor can 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 of Directors shall draw up proposals for new guidelines for senior executives as least every four years. The guidelines have been reviewed ahead of the 2021 Annual General Meeting, as a result of which the significant proposed changes are as follows: Pension contributions are to be made according to the applicable ITP plan; in accordance with the current guidelines, contributions are capped at 35 percent of pensionable salary. The period of notice on the part of the employer is to be set at twelve months; in accordance with the current guidelines, the period of notice is a minimum of five and a maximum of twelve months. No severance pay is to be paid, in accordance with the current guidelines, severance pay is between zero and six months' salary depending on level of seniority.

#### *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 2020 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](http://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.

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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.

#### *Item 23*

The Board of Directors proposes that the Annual General Meeting resolve on the amendment of articles 1 and 10, as well as the introduction of new articles 15-16 to the Articles of Association, in accordance with the following:

Current wording:

#### **§ 1 The Company's name**

The Company's name is Catena AB (publ). The Company is public.

Proposed wording:

#### **1 § Business name**

The Company's business name is Catena AB (publ). The Company is public.

Current wording:

#### **§ 10 Shareholder's right to participate in General Meetings**

Shareholders who want to participate in the proceedings at a General Meeting, shall be registered in printouts or other statements of the entire shareholder register as referred to in Chapter 7 Section 28 Paragraph 3 of the Swedish Companies Act (2005:551), concerning circumstances five weekdays prior to the Meeting, and notify the Company no later than the day stated in the convening notice for the Meeting. The aforementioned day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the Meeting.

Proposed wording:

#### **§ 10 Shareholder's right to participate in General Meetings**

Shareholders who want to participate in the proceedings at a General Meeting shall notify the Company no later than the day stated in the convening notice for the Meeting. This may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the Meeting.

#### **Introduction of new article**

Proposed wording:

#### **§15 Presence of external parties at general meetings**

The Board of Directors can resolve that persons who are not shareholders in the Company will have the right, based on the terms determined by the Board, to attend or in some other way follow the business at a shareholders' meeting.

#### **Introduction of new article**

Proposed wording:

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### § 16 Collection of powers of attorney and postal voting

The Board of Directors may collect powers of attorney in accordance with the process stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

Prior to a shareholders' meeting, the Board of Directors may decide that shareholders may exercise their voting rights by post ahead of the shareholders' meeting. If the Board of Directors so decides, postal voting can be made using electronic means.

### Position of the principal shareholders

Shareholders representing approximately 42 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 38,226,764. 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](http://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 2021  
Catena AB (publ)  
Board of Directors

### For further information, please contact:

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