



# Invitation to the Annual General Meeting of Shareholders of Catella AB (publ)

The Annual General Meeting of Catella AB (publ) ("the Company") will be held on Thursday May 21, 2015, at 2.00 p.m. at Nio Rum, Hamngatan 2, in Stockholm, Sweden.

## Entitlement to Participate in the AGM

Shareholders intending to participate at the Meeting should:

- first, be stated in the hard copy share register maintained by Euroclear Sweden AB, as of the record day, Friday May 15, 2015, and
- secondly, notify the Company of their intention to participate in the Meeting in writing to Catella AB (publ), FAO: Investor Relations, Catella AB, P.O. Box 5894, 102 40 Stockholm, Sweden, or by email at [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se) by 4.00 p.m. on Friday May 15, 2015. Notifications must state names, personal or corporate identity number, address, telephone numbers, shareholdings, and where applicable, information on assistants and agents (maximum of two).

## Agents

If a shareholder is to be represented by an agent holding a Power of Attorney, the Power of Attorney should be appended to the notification to attend the Meeting. If the Power of Attorney has been issued by a legal entity, the agent should also have a signed certificate of incorporation or equivalent legitimacy papers for the legal entity. Copies of Power of Attorney and other legitimacy papers should be appended to the notification to attend the Meeting. Power of Attorney forms are available at the Company's website, [www.catella.se](http://www.catella.se). Power of Attorney forms can be sent to shareholders by contacting the address and email indicated above. The validity of the Power of Attorney is subject to a maximum of five years from issuing.

## Registration

For entitlement to vote at the AGM, shareholders with nominee-registered holdings with securities institutions or other nominees, in Sweden or internationally, must temporarily re-register their shares in their own names. Shareholders that intend to re-register in this way must inform their nominee thereof in good time prior to Friday May 15, 2015, when such registration shall have been effected.

## Proposed Agenda

1. Opening the Meeting.
2. Election of a Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Consideration of whether the Meeting has been duly convened.



7. Chief Executive Officer's address.
8. Presentation of the Annual Accounts and Audit Report, and the Consolidated Accounts and Consolidated Audit Report.
9. Resolution on adopting the Income Statement and Balance Sheet, and the Consolidated Income Statement and Consolidated Balance Sheet.
10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted Balance Sheet.
11. Resolution on discharging the Board members and Chief Executive Officer from liability.
12. Determination of the number of Board members and deputy Board members, and the number of Auditors and deputy Auditors.
13. Determination of the Directors' and Auditors' fees.
14. Election of the Board of Directors and Chairman.
15. Election of the Auditor.
16. Resolution on the Nomination Committee for the AGM 2016.
17. Resolution on guidelines for remuneration to senior executives.
18. Any other business.
19. Closing the Meeting.

## **Item 2. Election of a Chairman of the Meeting.**

The Nomination Committee proposes that the AGM selects Johan Claesson as Chairman of the Meeting.

## **Item 10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted Balance Sheet.**

The Board of Directors is proposing a dividend of SEK 0.20 per share to the shareholders. The Board of Directors is proposing Monday May 25, 2015 as record date. If the AGM approves the proposal, the dividend will be forwarded by Euroclear Sweden AB on Thursday, May 28, 2015.

## **Items 12-16. The number of Board members and deputy Board members, the Board of Directors' and Auditors' fees, election of the Board of Directors, Chairman and Auditors and resolution on the Nomination Committee.**

Proposed resolutions for items 12-16 have been prepared by the Nomination Committee consisting of Patrik Tigerschiöld, Chairman of the Nomination Committee, Johan Claesson and Thomas Andersson Borstam.

## **Item 12. Determination of the number of Board members and deputy Board members, and the number of Auditors and deputy Auditors.**

The Nomination Committee proposes that the AGM resolves that the number of Board members should be five (5) and that no deputy Board members are elected, and that one Auditor is elected.

## **Item 13. Determination of the Directors' and Auditors' fees.**

The Nomination Committee proposes that remuneration to the board members shall amount to SEK 500,000 for the Chairman, SEK 300,000 to each of the board members. If the AGM approves the Nomination Committee's proposal for board composition, the total remuneration will amount to SEK 1,700,000. Board members shall be entitled to invoice the Board fee from a company owned by the Board member, provided such practice remains cost-neutral to the



Company and that there is a written agreement drawn up. The Nomination Committee proposes that the Audit fee shall be payable in accordance with the approved bill.

#### **Item 14. Election of the Board of Directors and Chairman.**

The Nomination Committee proposes the following Board: Re-election of all current Board of Directors: Johan Claesson, Johan Damne, Joachim Gahm, Anna Ramel and Jan Roxendal. Proposed re-election of the Chairman, Johan Claesson.

#### **Item 15. Election of the Auditor.**

The Nomination Committee proposes to the AGM that PricewaterhouseCoopers AB be re-elected as the Company's Auditor for a new term from the end of the AGM 2015 to the end of the AGM 2016. PricewaterhouseCoopers AB intends to appoint Patrik Adolfson as Auditor in Charge.

#### **Item 16. Resolution on the Nomination Committee for the AGM 2016**

The Nomination Committee proposes that the members of the Nomination Committee should be appointed by the Chairman of the Board. The Chairman shall contact the three largest shareholders in terms of voting rights as of September 30, 2015, who shall each appoint a representative who, alongside the Chairman of the Board, shall comprise the Nomination Committee for the period until the next AGM has been held or, where applicable, until a new Nomination Committee has been appointed. If one of the three largest shareholders in terms of voting rights fails to exercise their right to appoint a representative, such right shall transfer to the shareholder who, after aforementioned shareholders, has the largest shareholding, until the Nomination Committee is complete. If a member resigns from the Nomination Committee before its work has been completed, if judged necessary, a replacement shall be appointed by the shareholder who appointed the resigning member or, if such shareholder is no longer one of the three largest shareholders in terms of voting rights, by such new shareholder that forms part of this group of shareholders. The Nomination Committee shall appoint its Chairman internally, who must not also be the Chairman of the Board. In the event that the Chairman of the Board has been appointed a member of the Nomination Committee, the Committee can comprise three members. The composition of the Nomination Committee shall be announced as soon it has been appointed, and no later than six months prior to the AGM. In the event of changes to the ownership structure after the Nomination Committee has been appointed, so that one or several of the shareholders that have appointed members of the Nomination Committee are no longer one of the three largest shareholders in terms of voting rights, the composition of the Nomination Committee may change accordingly, if the Nomination Committee judges it necessary. The Nomination Committee shall prepare proposals to the AGM for the Chairman of the AGM, the number of Board members, fees to the Board and Auditors, the Board's composition, the Chairman of the Board, regulations governing the Nomination Committee ahead of the AGM 2016 and election of the Auditors.

#### **Item 17. Resolution on guidelines for remuneration to senior executives.**

The Board proposes the following guidelines for remuneration to senior executives. Remuneration to the Chief Executive Officer and other members of the group management shall comprise fixed salary, performance-related pay and other benefits and pension. The total remuneration shall be on market terms and competitive in relation to the recipient's responsibilities and authorizations. The performance-related element shall be based on results in relation to individually defined qualitative and quantitative targets, and may not exceed fixed salary. On termination of employment by the Company, dismissal pay and redundancy payment shall not exceed a total of 12 months' salary. Pension benefits shall be defined-contribution. The Board shall be entitled to depart from these guidelines only if there are special reasons justifying this in a particular case.

# PRESS RELEASE

Stockholm, 21 April 2015



## Available Documentation

Documentation relating to the AGM will be available at the Company's offices and on the Company's website, [www.catella.se](http://www.catella.se) by no later than April 30, 2015. Printed versions will be sent free of charge to shareholders that request this on tel. +46 (0)8 463 34 26, or by email at [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se).

## Disclosure

According to chapter 7 and §§ 32 and 57 of the Swedish Companies Act (2005:551), shareholders are entitled to demand disclosures from the Board of Directors and Chief Executive Officer regarding conditions that may influence their evaluation of an item on the agenda.

## Number of Shares and Votes

At the time of issuing the Invitation to the Annual General Meeting, the Company has a total of 81,698,572 shares, of which 2,530,555 are Class A shares (each conferring the right to five votes) and 79,168,017 Class B shares (each conferring the right to one vote), corresponding to a total of 91,820,792 votes.

Stockholm, Sweden, April 2015

## *THE BOARD OF DIRECTORS*

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Catella is a financial advisor and asset manager with specialist expertise within property, fixed income and equities. We have a leading position in the property sector and a strong local presence in Europe, with some 500 employees in 12 countries. Catella is listed on First North Premier at Nasdaq Stockholm. Read more at [catella.com](http://catella.com).