



Notice of the annual general meeting of Catella AB (publ)

The annual general meeting of Catella AB (publ) (“**the Company**”) will be held on 27 May 2019 at 14:00 CET at Summit/GT30, Grev Turegatan 30, Stockholm, Sweden. Entrance and registration will begin at 13:30 CET.

Right to participate in the meeting

Shareholders who wish to participate in the meeting must:

- Be recorded in the share register maintained by Euroclear Sweden AB on the record date, Tuesday 21 May 2019, and
- Submit written notice of attendance to Catella AB (publ) by postal letter to Catella AB (publ), FAO: Investor Relations, Catella AB, Box 5894, 102 40 Stockholm, Sweden, or by email bolagsstamma@catella.se not later than Tuesday 21 May 2019. Notices must include the name of the shareholder, personal or corporate identity number, address, telephone number, the number of shares held and, where applicable, the particulars of proxies or agents (maximum of two).

Proxy

If attendance is by proxy, the proxy form should be appended to the notice of attendance. Representatives of legal persons should also bring a certified copy of a registration certificate or similar document granting authority. Copies of these documents should also be submitted to the Company along with the notice of attendance. Proxy forms are available on the Company’s website at www.catella.se. Proxy forms can be requested from the postal address and email address above. The validity of the proxy may not be more than five years from issue.

Registration

To be entitled to vote at the general meeting, shareholders with nominee-registered shares with a securities institution or equivalent foreign institution must temporarily re-register their shares in their own name. Shareholders who wish to re-register in this way should instruct their nominee thereof in ample time prior to 21 May 2019, when such registration shall have been effected.



Proposed agenda

1. Opening of the meeting.
2. Election of the 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. Determination of whether the meeting was duly convened.
7. Chief executive officer's statement.
8. Presentation of the annual accounts and audit report, and the consolidated accounts and consolidated audit report, and of the auditor's opinion on whether the guidelines in force since the previous AGM for remuneration to senior executives have been complied with.
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 directors and chief executive officer from liability.
12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors.
13. Determination of the directors' and auditor's fees.
14. Election of the board of directors and board chairman.
15. Election of the auditor.
16. Resolution on the nomination committee for the 2020 AGM.
17. Resolution on guidelines for remuneration to senior executives.
18. Closing of the meeting.

Proposed resolutions

Proposals for resolution under Items 2 and 12-16 below have been presented by the nomination committee comprising Thomas Andersson Borstam (chairman of the nomination committee), Johan Claesson and Kenneth Andersen.

Item 2. Election of the chairman of the meeting

The nomination committee proposes the chairman of the board of directors, 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 proposes a dividend of SEK 1.20 per share to the shareholders. The board of directors' dividend proposal is conditional on bondholders in the Company's senior unsecured bond loan of SEK 750,000,000 (ISIN SE0009994718) voting in favour of amendments to the bond terms and conditions in the Written Procedure commenced on 25 April 2019 whose purposes include making the proposed dividend permissible. The Written Procedure is expected to be completed by 23 May 2019. If bondholders vote against amending the bond terms and conditions as above, the board of directors proposes a dividend to shareholders of SEK 0.93 per share, which is in accordance with the current bond terms and conditions.

The board of directors proposes 29 May 2019 as the record date for dividends. If the AGM adopts the proposal, it is estimated that dividends will be distributed by Euroclear Sweden AB on Tuesday, 4 June 2019.

Item 12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors.

The nomination committee proposes that the number of directors shall be five and that no deputy directors be elected, and that one auditor be elected.

Item 13. Determination of the directors' and auditor's fees.

The nomination committee proposes the payment of directors' fees of SEK 570,000 (570,000) to the chairman of the board and SEK 350,000 (350,000) to each director. The nomination committee further proposes a fee to the chairman of the board audit committee of SEK 130,000 (130,000) and to the other two committee members of SEK 100,000 (100,000) each, as well as a fee to the chairman of the board remuneration committee of SEK 40,000 (40,000) and to the other committee member of SEK 30,000 (30,000). If the AGM adopts the nomination committee's proposed board composition and fees, including remuneration for committee work, the total remuneration will amount to SEK 2,370,000 (2,370,000).

Note that scope to bill directors' fees will full effect under tax law is very limited, but if the tax-related prerequisites for billing exist and provided that such is tax-neutral for Catella, it is proposed that directors shall be allowed to bill their fees as business operators via companies. If a director bills for directors' fees via a company, the fee must be adjusted for social insurance contributions and VAT as required by law so that the transaction is cost-neutral for Catella.

The nomination committee further proposes that the auditor's fee shall be paid in accordance with approved invoice.

Item 14. Election of the board of directors and board chairman.

The nomination committee proposes the following board of directors: Re-election of all current directors: Johan Claesson, Johan Damne, Joachim Gahm, Anna Ramel and Jan Roxendal. Johan Claesson is proposed for re-election as chairman of the board.



Item 15. Election of the auditor.

The nomination committee proposes, in accordance with the recommendation of the board audit committee, re-election of PricewaterhouseCoopers AB as auditor for the period from the end of the 2019 AGM until the end of the 2020 AGM. PricewaterhouseCoopers AB intends to appoint Daniel Algotsson as auditor in charge. Neither the nomination committee's proposal nor the audit committee's recommendation concerning the auditor has been subject to influence by a third party or compelled by contractual terms and conditions that would have restricted freedom of choice in the election of the auditor.

Item 16. Resolution on the nomination committee for the 2020 AGM.

The nomination committee proposes that the members of the nomination committee be appointed by the chairman of the board contacting the three largest shareholders in terms of voting rights or the ownership groups in Euroclear Sweden AB's printout of the shareholder register at 30 September 2019, which shall each appoint a representative who, alongside the chairman of the board, shall comprise the nomination committee for a term ending at the close of the following AGM or, where applicable, until a new nomination committee has been appointed. If the chairman of the board, directly or through a company, should be one of the three aforementioned largest shareholders, the nomination committee shall be composed of only two members and the chairman of the board. If any of the three largest shareholders in terms of voting rights chooses not to exercise its right to appoint a representative, such right shall transfer to the shareholder that, after the aforementioned shareholders, has the largest shareholding until the nomination committee is complete. If a member leaves the nomination committee before its work has been completed a replacement shall be appointed, if deemed necessary, by the shareholder that appointed the leaving member or, if such shareholder is no longer one of the three largest shareholders in terms of voting rights, by such new shareholder that is among this group.

The majority of the members of the nomination committee shall be independent in relation to the Company and the Company's management. At least one member of the nomination committee shall be independent in relation to the largest shareholder in the Company in terms of voting rights or group of shareholders that act in concert with regard to administration of the Company. The chief executive officer or another person from the Company's management shall not be a member of the nomination committee. Directors may be members of the nomination committee, but shall not constitute a majority of its members. If more than one director is included in the nomination committee, no more than one of these directors may be non-independent in relation to major shareholders in the Company. The nomination committee appoints its chairman from among its members. The chairman of the board or another director shall not be the chairman of the nomination committee.

The composition of the nomination Committee must be publicly announced immediately upon appointment and no later than six months before the AGM. In the event of changes to the ownership structure after the nomination committee has been appointed, such that one or more of the shareholders that appointed members of the nomination committee are no longer among the three largest shareholders in terms of voting rights, the composition of the nomination committee may be changed using the above principles, if the nomination committee deems this necessary. Changes to the composition of the nomination committee shall be immediately announced.

The duties of the nomination committee shall be to prepare proposals prior to the AGM regarding the chairman of the AGM, the number of directors, directors' fees and auditor's fees, composition of the board, chairman of the board, principles for appointment of the nomination committee in preparation for the 2019 AGM and election of the auditor.

Catella is a leading specialist in property investments and fund management, with operations in 15 countries. The group has assets under management of approximately SEK 190 billion. Catella is listed on Nasdaq Stockholm in the Mid Cap segment. Read more online at catella.com.



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

The board of directors proposes the following guidelines for remuneration to senior executives. Remuneration to the CEO and other members of the group management shall comprise fixed salary, variable pay and other benefits, and pension. Total compensation shall be market-based, competitive and proportionate to the employee's duties and powers. Variable compensation is based on performance in relation to individually defined qualitative and quantitative targets and shall not exceed 24 months' fixed salary for the chief executive officer. And 12 months' salary for other senior management. On termination of employment by the Company, the total of pay during the period of notice and severance pay shall not exceed 12 months' salary. Pension benefits shall be defined-contribution. The board of directors is permitted to depart from these guidelines only if justified by special circumstances in individual cases.

Available documentation

Documentation for the AGM will be available no later than 6 May 2019 at the Company's offices and on the Company's website at www.catella.se and can be ordered in print form free of charge by shareholders by telephone on +46 8 463 34 26, or by email to bolagsstamma@catella.se.

Right to request information

In accordance with Chapter 7, Sections 32 and 57 of the Swedish Companies Act (SFS 2005:551), shareholders have the right to request information from the board of directors and chief executive officer at the meeting regarding circumstances that may influence their evaluation of an item on the agenda and circumstances that may influence evaluation of the Company's or a subsidiary's economic situation and the Company's relationship with other group companies.

Number of shares and votes

As of the date of this notice, the total number of shares in the Company was 86,281,905 and the total number of votes was 96,404,125, of which 2,530,555 ordinary shares in Class A (carrying a total of 12,652,775 votes) and 83,751,350 ordinary shares in Class B (carrying a total of 83,751,350 votes).

Personal data processing

Information about how your personal data is processed is provided on Catella's website: www.catella.com

Stockholm, April 2019

THE BOARD OF DIRECTORS

For further information, please contact:

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