



## ARTICLES OF ASSOCIATION

OF

CATELLA AB (~~PUBL~~), REG. NO. 556079-1419

~~a~~Adopted at the ~~annual extraordinary~~ general meeting held on ~~21-24 May 2022~~ ~~December 2020~~.

### 1 § NAME

The company's business name is Catella AB. The company is a public company (publ).

### 2 § REGISTERED OFFICE

The registered office is located in Stockholm municipality, Stockholm County.

### 3 § OBJECTS

The ~~c~~Company shall own and manage shares and participations in companies engaged in business administration, real estate or financial consultancy, securities operations, ~~banking operations~~ or fund operations, ~~directly or indirectly acquire, manage, develop and sell real property~~, and to engage in activities compatible with the foregoing. The company ~~will~~ shall further manage securities, handle group-wide tasks and carry out the above-mentioned compatible activities.

### 4 § SHARE CAPITAL AND SHARES

The share capital shall be not less than eighty million kronor (SEK 80,000,000) and not more than three hundred and twenty million kronor (SEK 320,000,000). There shall be no fewer than forty million (40,000,000) shares and no more than one hundred and sixty million (160,000,000) shares.

Shares may be issued in two classes: not more than one hundred and sixty million (160,000,000) class A shares, carrying five (5) votes per share, and not more than one hundred and sixty million (160,000,000) class B shares, carrying one (1) vote per share.

In the event the company decides to issue new shares of two classes (class A and class B) through a cash issue or a set-off issue, holders of class A and class B shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares owned by the holder prior thereto (primary pre-emption rights). Shares which are not subscribed for pursuant to primary pre-emption rights shall be offered for subscription to all shareholders (secondary pre-emption rights). In the event such offered shares are insufficient to satisfy subscription pursuant to secondary pre-emption rights, the shares shall be allotted among the subscribers pro rata to the number of shares held prior thereto and, to the extent such cannot take place, through the drawing of lots.

In the event of the company decides to issue only class A shares or class B shares through a cash issue or a set-off issue, all shareholders shall have pre-emption rights to subscribe for new shares pro rata to the number of shares held prior thereto, irrespective of whether they hold class A or class B shares.

In the event the company decides to issue subscription warrants or convertible debentures through a cash issue or a set-off issue, the shareholders shall have pre-emption rights to subscribe for subscription warrants as if the issue related to the new shares which may be subscribed for by virtue of the warrant and pre-emption rights to subscribe for convertible debentures as if the issue related to the shares for which the debentures may be exchanged.

The foregoing does not entail any restriction on the possibility to decide on a cash issue or set-off issue in derogation of the shareholders' pre-emption rights.

Upon an increase in the share capital through a bonus issue, new shares shall be issued of each class pro rata to the number of shares of the same class issued prior thereto. Old shares of a particular class shall carry an entitlement to new shares of the same class. The foregoing shall not entail any restriction on the possibility, following a requisite alteration of the articles of association, to issue shares of a new class by means of a bonus issue.

Subject to the maximum number of class B shares which may be issued by the company, holders of class A shares shall be entitled to convert one or more class A shares into an equal number of class B shares. Requests for conversion shall be made to the company's board of directors, stating the number of shares in respect of which conversion is requested. Conversion shall be notified by the board for registration without delay.

#### 5 § DEMATERIALIZED SHARES

The company's shares shall be registered in a digital (dematerialised) share register as required under the Swedish Central Securities Depositories and Financial Instruments ~~(Accounts)~~ Act (~~SFS-Sw. lag (1998:1479)~~ [om värdepapperscentraler och kontoföring av finansiella instrument](#)).

#### 6 § FINANCIAL YEAR

The company's financial year shall be 1 January – 31 December.

#### 7 § BOARD OF DIRECTORS

The board of directors shall comprise no fewer than four and no more than ten directors, with no deputy directors.

#### 8 § AUDITORS

The company shall have at least one and no more than two auditors, with no more than two alternate auditors. An authorised public accountant or a registered firm of accountants shall be appointed as auditor and, where appropriate, alternate auditor. The auditor shall be appointed for a period until the end of the annual general meeting held during the first, second, third or fourth financial year following the election of the auditor.

For the period until not longer than the close of the next annual general meeting, the board of directors shall be entitled to appoint one or more special examiners to review i) the board of directors' report in connection with new issues for non-cash consideration or subscription for shares pursuant to a right of set-off or otherwise subject to conditions, and ii) any merger plan. An authorised public accountant or a registered firm of accountants shall be appointed as such special examiner.

#### 9 § NOTICE TO ATTEND GENERAL MEETINGS

Notice to attend general meetings shall be given through an announcement in ~~Post och Inrikes Tidningar~~ (the [Swedish Official Gazette](#)) (~~Sw. Post och Inrikes Tidningar~~) and through the notice being made available on the company's website. The fact that notice has been given shall be published in Svenska Dagbladet.

Notice to attend an annual general meeting and notice to attend an extraordinary general meeting at which the matter of alteration of the articles of association is to be addressed shall be issued not earlier than six weeks and not later than four weeks prior to the meeting. Notice to attend any other extraordinary general meeting shall be issued not earlier than six weeks and not later than three weeks prior to the meeting.

#### 10 § SHAREHOLDER ENTITLEMENT TO PARTICIPATE AT GENERAL MEETINGS

Shareholders who wish to participate in the proceedings at a general meeting shall notify the company of their participation by the date stated in the notice to attend the meeting. The last-mentioned day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not occur earlier than five weekdays prior to the meeting.

Shareholders or proxies may be accompanied at a general meeting by no more than two assistants, provided the shareholder has notified the company of the number of assistants in the manner stated in the preceding paragraph.

#### 11 § PROXY SOLICITATION AND POSTAL VOTING

The board of directors may solicit proxies in accordance with the procedure set forth in Chapter 7, ~~S~~section 4, second paragraph of the Swedish Companies Act ([Sw. aktiebolagslagen \(2005:551\)](#)).

The board of directors may decide before a general meeting that shareholders will be permitted to exercise their voting rights by post ahead of the general meeting.

## 12 § GENERAL MEETINGS

General meetings shall be held in Stockholm.

The following business shall be addressed at an annual general meeting:

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting ~~list~~ register;
3. Approval of the agenda;
4. Election of one or two persons to attest check and verify the minutes ~~together with the chairman~~;
5. Determination of whether the general meeting has been duly convened;
6. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for the group;
7. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet;
8. Resolution regarding dispositions ~~appropriation~~ of the company's profit or loss in accordance with the adopted balance sheet;
9. Resolution regarding ~~Issue of~~ discharge from liability for the directors and the CEO;
- ~~9-10.~~ Presentation of the remuneration report for approval;
- ~~+0-11.~~ Determination of the number of directors and, where appropriate, auditors and alternate auditors;
12. Determination of ~~fees for~~ remuneration to the board of directors and ~~, where appropriate, the~~ auditors;
- ~~11-~~
13. Election of directors and, where appropriate, auditors and alternate auditors;
14. Resolution regarding guidelines for remuneration to the senior executives, if such a proposal has been presented;
- ~~+2-~~ 15. Resolution regarding instructions for the nomination committee, if such a proposal has been presented; and
- ~~+3-~~ 16. Any other business incumbent on the general meeting pursuant to the Swedish Companies Act or the articles of association.