

Corporate governance report

The trust that is so crucial to Catena’s continued success is built on well-defined corporate governance. All business decisions at Catena must be justifiable from a financial, sustainable and ethical perspective. Through transparency and availability, shareholders and other stakeholders are afforded insight into decision paths, responsibility, powers and control systems.



→ Election
 → Assessment and ongoing reports
 → Targets, strategies, policies and instructions
 → Reports, ongoing assessments

“Once again, all of Catena’s employees have proved that the Company’s business model and core values constitute a robust base even when the market and the world around us are characterised by uncertainty. Strong cash flows and a strong financial position during the year have allowed scope to maintain a high project development tempo, drive an ambitious sustainability agenda and further develop the customer offering, while also strengthening the organisation.



Catena is a company that is committed to exceeding expectations. The Board of Directors is very proud of the value Catena is creating for the logistics network, for customers who operate in the Company’s properties and for each individual shareholder.”

Helsingborg, March 2024
 Lennart Mauritzson, Chairman of the Board of Directors

Catena's organisation is built on a customer-oriented property management organisation divided into five regions. There are also Group-wide functions for Treasury/Finance, HR, Communications and Sustainability. Group Management has the overall responsibility for development, financial management, earnings follow-up and communication with all of the Company's stakeholders. Treasury/Finance is responsible for the continuous reporting that is based on international standards and the Group's financing. The Group-wide functions are responsible, alongside the CEO, for the Group's profiling and its communications with the financial markets and society.

Corporate governance

Catena is a Swedish public limited liability company headquartered in Helsingborg and listed on Nasdaq Stockholm. Catena's corporate governance is based on Swedish regulations and Swedish legislation, primarily the Swedish Companies Act but also the listing agreement with Nasdaq Stockholm, the Swedish Corporate Governance Code, the Articles of Association and other relevant regulations. In addition to relevant legislation and regulations, Catena's Board of Directors and Group Management endeavour to ensure that Catena complies with the requirements imposed by the stock exchange, shareholders and other stake-

External regulations

The Swedish Companies Act
The Annual Accounts Act
Other applicable legislation
IFRS
Nasdaq's Rule Book for Issuers
The Swedish Corporate Governance Code
The Global Compact
The EU Market Abuse Regulation (MAR)
The Global Reporting Initiative (GRI)
EPRA

Internal regulations

The Articles of Association
The Board's rules of procedure
Instructions to Executives
Core values
Code of Conduct
Finance policy
Sustainability policy
Information and insider policy
Other policies, handbooks and instructions
Remuneration guidelines

holders. The Swedish Corporate Governance Code is available at www.bolagsstyrning.se. Derogations from the Code must be justified and explained.

The Swedish Corporate Governance Code

The Company follows the Swedish Corporate Governance Code and did not report any derogations in 2023.

Shareholders

Catena's shares are traded on Nasdaq Stockholm, Large Cap. At 31 December 2023, the share capital in Catena AB totalled SEK 220,934,903.20 with a quota value of SEK 4.40 each, distributed between 50,212,478 ordinary shares.

At 29 February 2024, the largest shareholders are Backahill, with 22.4 percent (22.5) of the capital, and WDP NV/SA with 10.1 percent (10.0) of the capital, and these are the only shareholders with more than 10 percent of the shares in the Company. Each share confers one vote and each person entitled to vote at the Annual General Meeting may vote for the full number of shares held and represented.

→ Read more about Catena's shares and shareholders on pages 33-34.

Shareholder distribution by holding, as of 29 February 2024

	Number of	Shareholder Holding, %
1-500	16,239	95.7
501-1,000	364	2.1
1,001-5,000	190	1.1
5,001-10,000	40	0.2
10,001-20,000	30	0.2
20,001-	109	0.7
Total	16,972	100.0

Source: Euroclear.

Ownership structure, 29 February 2024, largest shareholders		
	No. of shares, thousands	Votes, %
Backahill	11,221	22.4
WDP NV/SA	5,026	10.1
Länsförsäkringar Fonder	2,770	5.5
PGGM Pensioenfond	2,240	4.5
SEB Fonder	1,551	3.1
Vanguard	1,400	2.8
Black Rock	1,100	2.2
Gustaf Hermelin	1,064	2.1
Columbia Threadneedle	1,003	2.0
Fourth Swedish National Pension Fund (AP4)	963	1.9
Norges Bank	842	1.7
AFA Försäkring	794	1.6
AXA	715	1.4
Handelsbanken Fonder	622	1.2
APG Asset Management	578	1.2
Other shareholders	18,323	36.3
Total	50,212	100.0

Source: Monitor (Modular Finance).

Annual General Meeting

The Annual General Meeting (AGM) is the Company's highest decision-making body. At the AGM, all shareholders are given the opportunity to exercise, without restriction, the influence over the Company that their respective shareholdings represent. The Company does not apply any special arrangements concerning the function of the AGM – either based on provisions in the Articles of Association or, to the best of the Company's knowledge, shareholder agreements. The AGM appoints the Board of Directors and auditors and adopts principles for the remuneration of the Board of Directors, auditors and Group Management. When necessary, the AGM also makes decisions regarding amendments to the Articles of Association, dividends and changes in share capital. At the AGM, which must be held within six months of the close of the financial year, resolutions must be passed on the adoption of the balance sheets and income statements, the appropriation of Catena's profit or loss and the discharge of the Board and the CEO from liability.

Annual General Meeting, 27 April 2023

The Annual General Meeting was held on 27 April 2023 in Helsingborg and the following decisions were made in accordance with the proposals presented.

- Adoption of the accounts for 2022 and granting of the discharge from liability for the Board of Directors and CEO.
- Resolution on dividend on two occasions each of SEK 4.13 per share.
- Re-election of all Board members.
- Re-election of the Board of Director's Chairman, Lennart Mauritzson, who does not hold any other position at Catena.
- Re-election of KPMG AB as auditing firm.
- Approval of remuneration of Board of Directors and auditing firm.
- Adoption of remuneration guidelines and approval of Remuneration Report.
- Authorisation for the Board of Directors to acquire and divest treasury shares. Acquisitions and divestments may not exceed 1/10 of the Company's total shares and decisions may be made on one or several occasions.
- Authorisation to issue new shares or convertibles, on one or more occasions, with or without shareholders' preferential rights to participate in the issue and with or without provision for payment in kind or by 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 of Director's first decision to issue shares. New shares must be issued on standard market conditions. The authorisation to acquire and issue new shares is limited in that the number of treasury shares acquired and the number of new shares issued, including the number of shares that may be issued on the conversion of issued convertibles, according to a decision by the Board of Directors based on the authorisation, must together not exceed 1/10 of all shares outstanding in the Company.
- Amendments to Articles of Association.

The minutes of the meeting can be found at www.catena.se/en/about-us/corporate-governance/agm/

Nomination Committee

The task of the Nomination Committee is to prepare and submit proposals for the Board of Directors, the Chairman of the Board,

Annual General Meeting 2024

Catena's Annual General Meeting will be held on 25 April 2024 at 4.00 p.m. CEST at Hotel Clarion Sea U, Helsingborg. Shareholders wishing to participate in the meeting must be entered in the share register prepared by Euroclear Sweden AB and register themselves and any assistant for the meeting no later than 22 April. Shareholders unable/unwilling to attend the Meeting in person may vote by proxy, postal ballot, by letter or digitally using BankID. Detailed information about the Annual General Meeting is available on Catena's website: www.catena.se.

Board fees, the principles for appointing the Nomination Committee, the chair of general meetings and, where appropriate, auditors and the remuneration of auditors. The Nomination Committee consists of representatives of the four largest shareholders and the Chairman of the Board of Directors. In accordance with the decision, the members of the Nomination Committee and the shareholders they represent shall be announced as soon as they have been appointed. During 2023, the Nomination Committee had the following composition:

Nomination Committee

Name	Appointed by
Anders Nelson (up to and including 13 October 2023)	Chairman of the Nomination Committee, appointed by WSP NV/SA
Markus Wallentin (from 13 October 2023)	Chairman of the Nomination Committee, appointed by WSP NV/SA
Benjamin Woesthoff	PGGM Investments
Johannes Wingborg	Länsförsäkringar Fondförvaltning AB
Lennart Maurtizson	Chairman of the Board of Directors and appointed by Backahill Inter AB

→ For the current Nomination Committee: www.catena.se/en/about-us/corporate-governance/nomination-committee.

The Chairman of the Nomination Committee was Anders Nelson up to and including 13 October 2023 and thereafter Markus Wallentin was recommended as Chairman of the Nomination Committee; however, the Chairman of the Board, Lennart Mau-

ritzson, convenes the committee for meetings. Combined, the four shareholder representatives hold approximately 42.0 percent of the votes in Catena as of 1 October 2023.

In accordance with applicable decisions, new shareholder representatives are to be appointed when ownership changes.

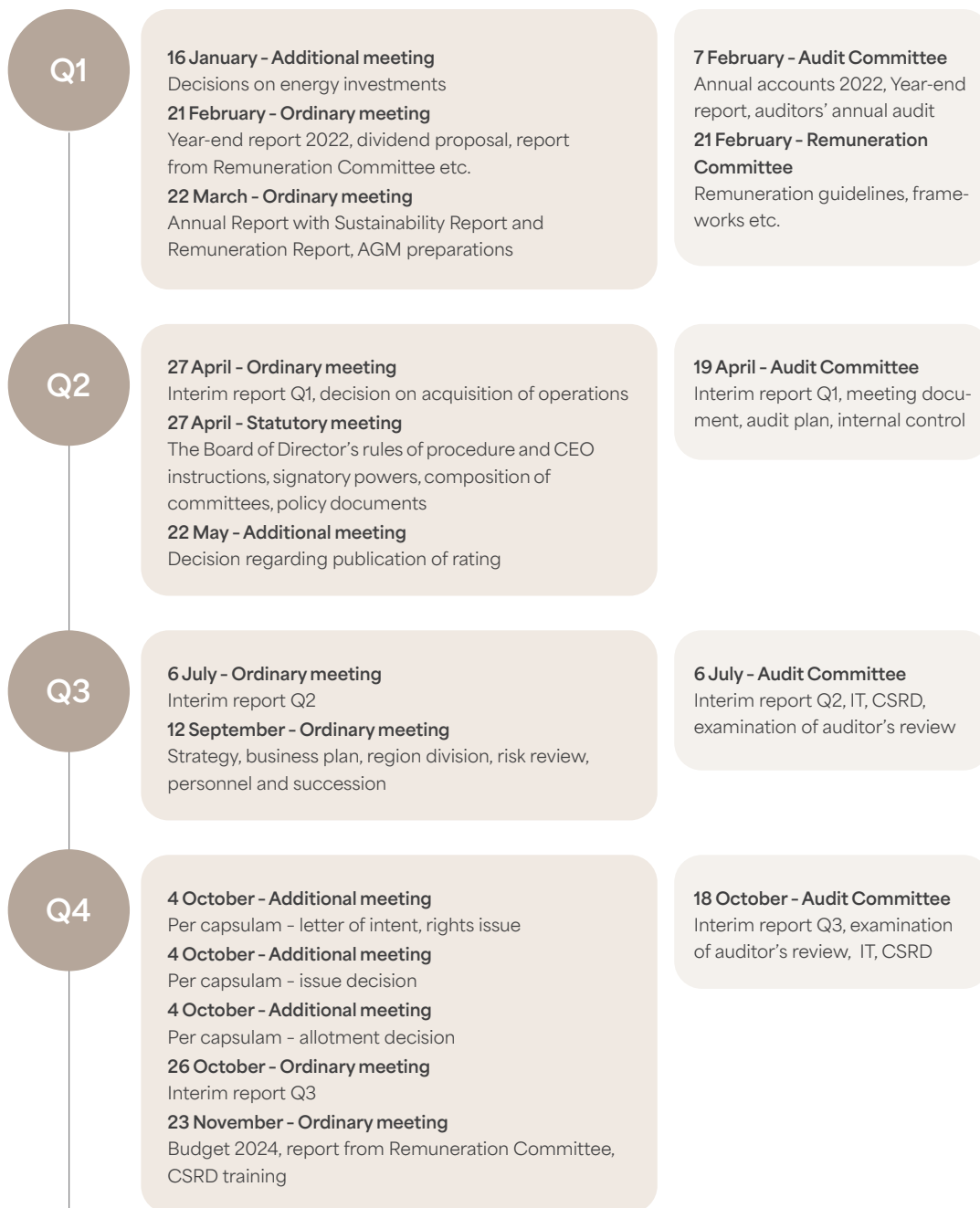
All members of the Nomination Committee have thoroughly considered whether there is any conflict of interest in accepting the assignment as a member of Catena's Nomination Committee. Guidelines from the largest owners for nomination to Catena's Board of Directors are that the Board of Directors must have a balanced mix of knowledge and experience that is relevant for the Company and its development. The Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code as a diversity policy when drafting its proposal, which will lead to the Board of Directors achieving an appropriate composition and diversity in terms of gender, background and age. The Nomination Committee has addressed the issues incumbent on it to address in accordance with the Swedish Corporate Governance Code and has, among other topics, discussed:

- The size of the Board of Directors
- Areas of expertise that the Board of Directors should embody.
- How the current Board of Directors meets the requirements that will be imposed with regard to Catena's future development.
- The composition of the Board of Directors, taking gender, experience, age and background into account.
- Possibility of regeneration of the Board of Directors.
- Incidence of any conflicts of interest in the work of the Board of Directors.
- Election of auditors and their remuneration.
- Decision on principles for the appointment of the Nomination Committee.

In the view of Catena's Nomination Committee, the members of the Board of Directors are highly skilled and experienced in the areas of property, logistics, finance, public services, governance, e-commerce and sustainability. The Nomination Committee also considers there to be breadth in terms of nationality, education, age and experience among the Board members. At the end of 2023, the Board of Directors comprised five men and three women, equivalent to 62.5 percent (62.5) men and 37.5 percent (37.5) women.

Work of the Board in 2023

A broad review of what is addressed at Board meetings is presented below and, in addition, decisions have been made on an ongoing basis about investments, transactions and financing, among other things. During the year, a total of 13 meetings of the Board of Directors took place including per capsulam meetings.



Board of Directors

The Board of Directors' overriding task is to manage Catena's and the Group's affairs on behalf of the owners in a way that is sustainable over time so that the owners' interest in a good long-term return on capital is met in the best possible way. The members are elected annually at the AGM for the period up to the end of the following AGM.

The Board of Directors' work is carried out in compliance with statutory provisions, regulations, the Articles of Association and the rules of procedure. The rules of procedure are discussed at the inaugural meeting of the Board and adopted annually. The composition of the Board includes expertise and experience from the areas that are of major importance as part of efforts to support, monitor and control operations in a property company. Board members have expertise in properties, the property market, sustainability, financing, logistics, digital trade and business development. In accordance with the Articles of Association, Catena's Board of Directors is to comprise not fewer than five and not more than nine members with no deputies. Catena's Board of Directors comprises eight members who were elected at the AGM on 27 April 2023. For further information on the members of the Board of Directors, see the presentation of the Board of Directors and management on pages 143-144.

The work of the Board of Directors

The Chairman of the Board is responsible for leading the work of the Board of Directors in an efficient and appropriate manner. In addition to leading the work, the Chairman of the Board monitors the Group's development on an ongoing basis through contact with the CEO on strategic issues. During 2023, 13 minuted Board meetings were held, one of which was statutory. The members' attendance is shown in the Board Presentation on page 143.

During the year, the Group's CFO acted as secretary of the Board of Directors. The Chief Treasury Officer has also been co-opted to the Board of Directors. In addition to the above items, the Board meetings have addressed market issues, plans and strategies for the Group's development and the ongoing follow-up of results and position, valuations of the Group's properties, liquidity and financing, sustainability reporting and investment and divestment decisions.

Catena's Code of Conduct describes how Catena and its employees must act in order to live up to the values and positions determined by the Board of Directors. Risks of conflicts of interest for Board members and how to avoid them are also addressed.

The Code of Conduct takes all stakeholders into account, such as customers, employees, owners, suppliers and other stakeholders, such as the state and municipalities. The Board of Directors has ongoing contacts with external stakeholders, participates on behalf of Catena in different stakeholder organisations and also continuously follows up the Company's work with customer surveys, Catena's brand and the work with Great Place to Work. All policies are determined by the Board of Directors and they continuously follow up the work and compliance with these. Follow-up takes place quarterly by Group Management and thereafter by the Board of Directors for all targets, property development, market, financial as well as sustainability targets. Internal control and IT are also reported on an ongoing basis. Every member of the management team has responsibility for their respective area and reports to the Board of Directors to varying extents. Treasury, finance, sustainability, marketing and communications, HR as well as business, projects and administration.

Catena's auditor in charge, Camilla Alm Andersson of KPMG, was co-opted on one occasion to the Board of Directors' meeting on 21 February 2023, when a separate meeting with the auditor, which was not attended by members of the management, was also held.

In the autumn of 2023, the Board of Directors carried out an assessment of its work during the year. The survey assesses eleven different aspects of the work of the Board of Directors, for example Board members' efforts and competencies, strategy, risk management and sustainability. The assessment demonstrated a stable, adaptive and strategic Board of Directors. The work on risk management and taking advantage of the benefits of driving operations with a focus on sustainability are the biggest opportunities for the Board of Directors going forward. The assessment of the Board of Directors was presented to the Nomination Committee where the role and composition of the Board of Directors were reviewed. For the Board of Directors, the assessment is a continuous development of its way of working and ensures that the Board of Directors is able to make well-grounded decisions.

Management of the sustainability work

The Board of Directors has overall responsibility for Catena's sustainability targets and these have been integrated into the Company's business structure. They are responsible for and decide on the sustainability policy and Code of Conduct as well as approving the annual Sustainability Report. The long-term sustainability targets, which run until 2030, are included in the

business plan adopted annually by the Board of Directors. The CEO and Group Management have ongoing and overall responsibility for implementing the sustainability strategy and targets at Catena. The Head of Sustainability acts as spokesperson for, coordinates and manages the sustainability work and reports regularly to Group Management, of which she is a member, and also reports annually to the Board of Directors. The sustainability team implements the sustainability topics and also coordinates with other operational areas within the Company on an ongoing basis. Every year, Catena's risk analysis is also reported and discussed, including climate-related risks and risks related to human rights in the Board of Directors. The Board of Directors approves the Company's risk management in connection with the approval of the Company's annual accounts and Sustainability Report.

Catena also works in compliance with the environmental management system ISO 14001, a work that is based on commitment and knowledge of the employees. Furthermore, both personnel and the Board of Directors receive internal and external training in sustainability, the Code of Conduct and the Company's policies. All new personnel receive introductory training in sustainability as a part of Catena's onboarding process. The Board of Directors' competence in sustainability topics is also continuously developed throughout the ongoing work.

As a part of the societal development of the logistics network, Catena also follows the UN Global Compact, the UN Sustainable Development Goals and the Paris Agreement.

The Board of Directors' rules of procedure

The Board of Directors of Catena operates according to rules of procedure, which contain instructions regarding the division of tasks and financial reporting. The rules of procedure supplement the provisions of the Swedish Companies Act and Catena's Articles of Association and is reviewed annually. The Board of Directors appoints the CEO and assesses his/her work. The CEO does not attend this assessment. The Board is responsible for continuously monitoring and controlling Catena's operations. Consequently, it is the duty of the Board to ensure there are functioning reporting systems. The systems, which were evaluated during the year, have proven appropriate and effective. Regular reports concerning Catena's and the Group's economic and financial position, development of sustainability, current market issues, project reporting, and, in certain cases, underlying information for investment decisions, acquisitions and property divestments, are presented at Board meetings.

In addition to being responsible for Catena's organisation and administration, the Board of Directors' key task is to make decisions on strategic issues. Each year, the Board sets the overall goals for the Group's operations and decides on strategies to attain these goals. The CEO's instructions and internal policy documents are also reviewed continuously.

Assessment of the work of the Board of Directors

Each year, the Chairman of Catena's Board of Directors performs an assessment of the Board of Directors' ability to perform its duties, its working methods and composition in relation to the direction and challenges facing the Company. The individual Board members' expertise, commitment and suitability (from a variety of perspectives) are tested by means of open questions that each member is required to respond to. The questions posed also concern the composition of the Board, its function, including its structure and processes, and collaboration with management. That is, questions that assess the Board's function and capacity to make correct decisions and manage the Company responsibly. These considerations form the basis of a private dialogue between the Chairman, the Nomination Committee and the individual members, based on the Company's planning and the expectations of the members and the members' expectations of the Board of Directors. Based in part on the assessment of the Board of Directors, the Nomination Committee, which also has discussions with the Company's CEO and auditor, proposes a Board of Directors for the coming financial year to the AGM. This process has proven to work well, taking the balanced composition of the Board into account, with regard primarily to expertise, but also gender and age.

Board committees

Remuneration Committee

The Remuneration Committee shall address issues regarding, for example, remuneration and other terms of employment for the CEO and senior executives, as well as remuneration frameworks for other employees and questions regarding any variable remuneration programmes within the Group. The Remuneration Committee consisted of Katarina Wallin (chair), Lennart Mauritzson and H el ene Briggert. The appointed members of the committee have specialist skills in organisational management, HR and remuneration.

Audit Committee

The task of the Audit Committee is to maintain and add to efficiency of contact with the Group's auditor and to supervise the procedures for auditing, financial and sustainability reporting, IT and internal control. The committee also assesses the work of the auditor and monitors how accounting policies and requirements are progressing. The Audit Committee consisted of Caesar Åfors (chair), Vesna Jovic and Magnus Swärdh. The Chairman, Lennart Mauritzson, was also co-opted at certain meetings. The appointed members of the committee have specialist skills in economy, finance, sustainability and governance. Jörgen Eriksson (CEO), Sofie Bennsten (CFO), Martin Dellbratt (Chief Accountant), and Camilla Alm-Andersson (auditor in charge, KPMG) also attended the committee's meetings, and Amanda Thynell (Head of Sustainability) as well as Torbjörn Westman (sustainability auditor in charge, KPMG) also attended certain meetings.

Auditor

The auditor reports the results of his examination to the shareholders in the auditor's report. This is presented at the AGM. In addition, the auditor presents a detailed report to the Board of Directors twice annually. In conjunction with this report, a discussion is also held concerning the observations of the audit. In addition to auditing, the accounting firms also provided services in the areas of taxes, accounting and sustainability reporting.

CEO

The CEO leads operations on the basis of the CEO's instructions drawn up and adopted by the Board. According to the instructions, the CEO is tasked with ensuring that the Board members receive regular information and reports on Catena's progress to enable them to make sound assessments and well-founded decisions. The CEO must also ensure that Catena observes the obligations regarding information and so forth that arise from the listing agreement with NASDAQ Stockholm. The CEO's duties also include supervising compliance with the goals, policy and strategic plans established by the Board and ensure that they are submitted to the Board for updating or review whenever necessary.

Stock market information

Catena is required to submit prompt, simultaneous, correct and reliable information to existing and potential shareholders and other stakeholders. Catena submits quarterly interim reports, a

year-end report and an annual report for the full financial year. Current information about Catena, such as press releases and financial reports, is available on Catena's website at www.catena.se. The information can also be ordered directly from Catena by telephone or by e-mail.

Internal control and risk management

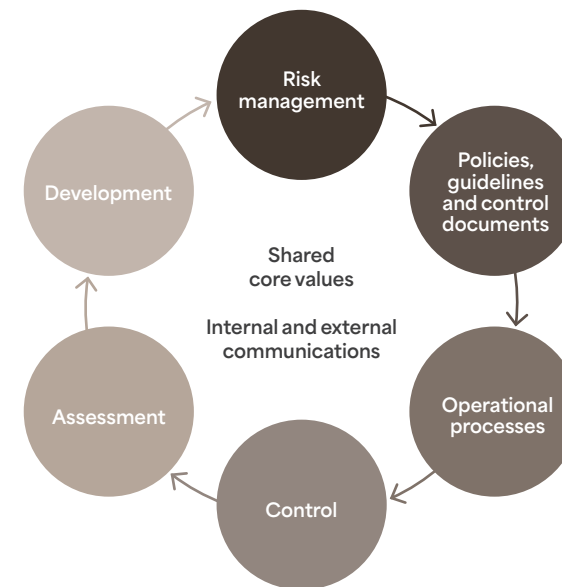
The Board of Directors is responsible for internal control pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code. This Corporate Governance Report has been prepared in accordance with Chapter 6, Section 6 of the Swedish Annual Accounts Act and Item 10 in the Swedish Corporate Governance Code, and is thus limited to internal control and risk management related to financial reporting. The basis of internal control is the control environment in which the work of the Board of Directors and senior management of the Company is set.

Catena has no separate internal audit function. The Board assesses the need for such a function annually and has determined that ongoing internal control efforts, which should preferably be performed by company management, constitute a sufficient audit function in terms of the Company's business and size.

The Board has adopted a number of important policies and basic guidelines for internal control and the CEO reports regularly to the Board on the basis of established routines and documents. Catena's internal control structure is based on a clear division of responsibility and work between the Board of Directors and CEO, as well as within operational activities. Operational activities include business control and business planning processes. Examples of these include tools for monitoring operations and sustainability work, preparations ahead of the purchase and divestment of properties/companies, and underlying data for property valuations. Control activities are conducted in the Company's critical processes at both the property level and the regional level through continuous performance monitoring. Key performance indicators are also analysed within the legal Group structure.

To prevent and detect errors and deviations, there are, for example, systems for authorisation rights, reconciliations and reporting of business transactions, reporting templates and accounting and valuation policies. These systems are continuously updated.

The overall responsibility for Catena's risk management lies with the Board of Directors, while the operational responsibility is delegated to the CEO. For identified risks that may arise in operations and from behaviour that could affect the Company's brand



and reputation, there are policies, instructions and mandates that are continuously reviewed. Risks based on events beyond the Company's control and which could disrupt business are evaluated on an ongoing basis. To reduce potentially harmful effects, the Company takes out carefully considered insurance coverage. The risk of personal injury or harm to property that could be incurred as a consequence of Catena's actions is treated in the same way. Finally, there is a whistleblower service that makes it easier for employees and partners who want to anonymously submit information regarding suspected misconduct in violation of relevant laws, ethics, morals or Catena's policies. Reports are received and investigated by an external actor.

Significant deviations and possible measures that arise are communicated to the Board of Directors where required and if and when such occur. In 2023, no significant events related to sustainability, code of conduct or other policies were reported to the Board of Directors.

External communications are regulated at an overarching level by an information and insider policy. The internal information is mainly communicated through regular meetings and via the company's intranet.

→ See also pages 36-39, Risks and risk management.

Helsingborg, March 2024 Board of Directors

Board of Directors



LENNART MAURITZSON
Chairman of the Board.
Nationality: Swedish
Born, year: 1967.
Year elected: 2021.
Education: Economist, Halmstad University/Lund University. Law programme, Lund University.

Principal occupation: President and CEO, Backahill AB.
Other appointments: Board member of Brinova Fastigheter AB, Wahlborgs Fastigheter AB, Fabege AB and Röggle Marknads AB.
Shareholding: No shares.
Independence: Independent of the Company and executive management. Not independent in relation to major shareholders.
Attendance at Board meetings: 13/13
Attendance at Audit Committee: 1/4



HÉLÈNE BRIGGERT
Board member.
Nationality: Swedish
Born, year: 1985.
Year elected: 2017.
Education: Economist, Lund University.
Principal occupation: CEO and

Partner in The Active Brands Group Scandinavia AB and HEG Invest AB.
Other appointments: Board member of companies in the HEG Group.
Shareholding: 800 shares.
Independence: Independent of the Company and executive management. Independent in relation to major shareholders.
Attendance at Board meetings: 13/13
Attendance at Remuneration Committee: 1/1



GUSTAF HERMELIN
Board member.
Nationality: Swedish
Born, year: 1956.
Year elected: 2013.
Education: Business Administration, Stockholm School of Economics.

Principal occupation: Own operations in agriculture and forestry, as well as property development.
Shareholding: 1,064,000 shares (through companies).
Independence: Independent of the Company and executive management. Not independent in relation to major shareholders.
Attendance at Board meetings: 13/13



VESNA JOVIC
Board member.
Nationality: Swedish
Born, year: 1961.
Year elected: 2020.
Education: Graduate social worker.
Principal occupation: Municipal Director, Municipality of Järfälla.

Other appointments: Board member of the Managers' Association within Akademikerförbundet and the Swedish Institute for Quality SIQ.
Shareholding: No shares.
Independence: Independent of the Company and executive management. Independent in relation to major shareholders.
Attendance at Board meetings: 13/13
Attendance, Audit Committee: 4/4



MAGNUS SWÄRDH
Board member.
Nationality: Swedish
Born, year: 1968.
Year elected: 2019.
Education: M.Sc. in Business Administration.
Principal occupation: CFO

Backahill AB.
Other appointments: Chairman of the Board Lima Timmerhus AB. Member of the Boards of Röggle BK, Gram Group AB and Foodhills Fastigheter AB.
Shareholding: 800 shares.
Independence: Independent of the Company and executive management. Not independent in relation to major shareholders.
Attendance at Board meetings: 8/13
Attendance, Audit Committee: 2/4



JOOST UWENTS
Board member.
Nationality: Belgian
Born, year: 1969.
Year elected: 2022.
Education: MSc. Engineering, KULeuven and MBA, Vlerik Business School.

Principal occupation: CEO, WDP.
Other appointments: Member of the Board of Xior Student Housing.
Shareholding: No shares.
Independence: Independent of the Company and executive management. Not independent in relation to major shareholders.
Attendance at Board meetings: 13/13



KATARINA WALLIN
Board member.
Nationality: Swedish
Born, year: 1970.
Year elected: 2013.
Education: M.Sc. Engineering, KTH Royal Institute of Technology, Behavioural Science and Business

Administration at Stockholm University.
Principal occupation: Strategy consultant and partner in Evidensgruppen.
Other appointments: Chairman of the Board of Belatchew Arkitekter AB, Evimatrix AB, Bernow Lindqvist Wallin AB and Au Point AB. Board member of Evidens blw AB, AB Borudan Ett, John Mattson Fastighetsföretagen AB, Kavaljer AB, Nordisk Byggsdag.
Shareholding: 245 shares.
Independence: Independent of the Company and executive management. Independent in relation to major shareholders.
Attendance at Board meetings: 12/13
Attendance at Remuneration Committee: 1/1



CAESAR ÅFORS
Board member.
Nationality: Swedish
Born, year: 1959.
Year elected: 2020.
Education: Forest Officer degree.
Principal occupation: Proprietary operations at Virå Bruk.

Other appointments: Chairman of the Board of Intea Fastigheter AB and Board member of CRK Forest Management AB.
Shareholding: No shares.
Independence: Independent of the Company and executive management. Independent in relation to major shareholders.
Attendance at Board meetings: 13/13
Attendance, Audit Committee: 4/4

Management Team



JÖRGEN ERIKSSON

Position: CEO
Born, year: 1972. **Employed since:** 2016.
Education: M.Sc. in Business Administration.
Previous positions: Head of Business and Property, and also Regional Manager at Catena. Finance Manager at Helsingborgs Storbildbolag AB.
Shareholding: 5,500 shares.



SOFIE BENNSTEN

Position: Deputy CEO and CFO.
Born, year: 1969. **Employed since:** 2013.
Education: Business Administration studies.
Previous positions: Group controller and HR Manager at Catena. Administrative Manager and Chief Accountant at Brinova Fastigheter AB.
Shareholding: 500 shares.



JOHAN FRANZÉN

Position: Head of Business Property.
Born, year: 1978. **Employed since:** 2022.
Education: Business Administration studies.
Previous positions: Business Area Manager Industry/Logistics at Platzler. Before this, a background in logistics and properties, including as Regional Manager at Catena.
Shareholding: 186 shares.



MALIN NISSEN

Position: Head of HR.
Born, year: 1967. **Employed since:** 2020.
Education: Business Administration studies.
Previous positions: Business Support Manager at Catena. Recruitment consultant at Dreamwork and various management positions in the public sector.
Shareholding: 400 shares.



ANNIE NYBLOM

Position: Head of Marketing and Communications.
Born, year: 1978. **Employed since:** 2018.
Education: B. Sc in Communication and media.
Previous positions: Background in communication and marketing including at Helsingborgshem and Studentlitteratur.
Shareholding: 100 shares.



DAVID SILVESJÖ

Position: Chief Treasury Officer.
Born, year: 1979. **Employed since:** 2018.
Education: M.Sc. in Business Administration and Economics.
Other appointments: Board member at Investment AB Garnen. Member of Svensk FastighetsFinansiering AB (SFF).
Previous positions: Financial Controller/IR at Catena. Finance/Funding Manager and Group controlling at Heimstaden and various positions within the Swedbank Group.
Shareholding: 352 shares.



AMANDA THYNELL

Position: Head of Sustainability.
Born, year: 1990. **Employed since:** 2021.
Education: M.Sc. in Management.
Previous positions: Former Sustainability Controller at Catena. Before current position, worked in various capacities in the retail sector.
Shareholding: 75 shares.

→ Additional and updated information on assignments and holdings is available at www.catena.se

Appropriation of earnings

It is the Board of Directors' assessment that the financial status of the Company and the Group is sufficiently sound to both develop the operations and propose a cash dividend in accordance with the Company's dividend policy.

Appropriation of earnings

The Board of Directors' statement pursuant to Chapter 18, Section 4, of the Swedish Companies Act.

Proposed appropriation of earnings

The following amounts are at the disposal of the Annual General Meeting:

	SEK
Retained earnings	7,539,009,138
Net profit for the year	101,916,732
Total	7,640,925,870

The Board of Directors and CEO propose that the available profit be distributed in the following manner:

	SEK
To be distributed to shareholders: SEK 8.50 per share	426,806,063
To be carried forward	7,214,119,807
Total	7,640,925,870

The Board of Directors' proposal

In the proposed appropriation of earnings, the Board of Directors proposes to the 2024 Annual General Meeting that Catena pay a dividend of SEK 8.50 per share for the 2023 financial year, entailing a total dividend payment of SEK 426,806,063 (413,400,040). The annual report shows that Catena's consolidated equity ratio amounts to 51.9 percent.

After deduction of the proposed dividend, the consolidated equity ratio amounts to approximately 51.3 percent.

One of Catena's financial targets is for the consolidated equity ratio to be a minimum of 40 percent.

Explanatory statement by the Board of Directors

In light of the aforementioned, the Board of Directors believes that the proposed dividend to shareholders is justifiable in accordance with the provisions of Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act. The Board of Directors is of the opinion that there is full cover for the Com-

pany's restricted equity following the proposed dividend. After the proposed dividend, the Board believes that the Company's and Group's equity and liquidity will be sufficient considering the nature, scope and risk of the operations. The Board is of the opinion that the proposed dividend will not affect Catena's capacity to meet its short or long-term commitments. Moreover, the Board of Directors believes that the investments required for the Company's operations will not be adversely impacted. For the Company's earnings and overall financial position in other regards, please refer to the financial statements and the notes to the financial statements on pages 95-136.

The property Morgongåva 15:33 in Morgongåva.

